

INFORMA PLC  
2017

# NOTICE OF ANNUAL GENERAL MEETING



FRIDAY 26 MAY 2017  
AT 11.00 AM

To be held at  
Number Twenty, Grosvenor Street, London, W1K 4QJ

THIS DOCUMENT IS IMPORTANT AND REQUIRES  
YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the action you should take, you should immediately consult a stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Informa PLC, please forward this document and 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 shares.

**informa**



24 April 2017

Dear Shareholder,

## **INFORMA PLC (the “Company”)**

### **Annual General Meeting – 26 May 2017**

I have pleasure in inviting you to the Company’s 2017 Annual General Meeting (AGM) to be held at 11.00 am on Friday 26 May 2017 at Number Twenty, Grosvenor Street, London, W1K 4QJ. This document contains all relevant information in regards the business which will be considered at the meeting, including a series of Resolutions that require a Shareholder vote.

We encourage Shareholders to attend the AGM, as it provides an opportunity to meet Informa’s Directors, hear their thoughts on the development of your Company and ask them questions.

If you are unable to attend but would like to vote on the Resolutions, please complete the Form of Proxy included with this Notice and return it no later than 11.00 am on 24 May 2017. Alternatively, you may register your appointment of proxy electronically by logging on to the website [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). Electronic proxy appointments must also be lodged no later than 11.00 am 24 May 2017.

Further information on the various ways you can appoint a proxy is provided in the Shareholder notes on pages 8 to 9.

Please note that if you do appoint a proxy, you may still attend, speak and vote at the meeting in person.

We will take all Resolutions on a poll vote. On a poll, each Shareholder has one vote for every share held. The results of the voting will be posted on the Company’s website after the meeting and notified to the London Stock Exchange.

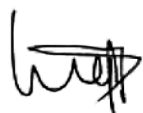
There are 21 Resolutions proposed this year. Explanatory notes for each proposed Resolution are contained in Part II of the enclosed Notice of Meeting.

In compliance with the Companies Act 2006, Shareholders will be invited to approve the Directors’ Remuneration Report. The Remuneration Policy which is contained in the Directors’ Remuneration Report in the 2014 Annual Report was approved by the Shareholders at the 2015 AGM in accordance with the new regulations which came into force in the UK on 1 October 2013. There have been no changes to the Remuneration Policy since its approval at the 2015 AGM and the Policy can be viewed in full in the Corporate Governance section on the Company’s website at [www.informa.com/investors/corporate-governance/terms-of-reference](http://www.informa.com/investors/corporate-governance/terms-of-reference).

Your Directors consider the Resolutions proposed to be in the best interests of Shareholders and unanimously recommend Shareholders to vote in favour of them all, as they intend to do in respect of their own shareholdings.

The other Directors and I look forward to seeing as many of you as possible at the meeting and thank you for your continued support.

Yours sincerely,



**Derek Mapp**  
Chairman

# Part I

## NOTICE OF 2017 ANNUAL GENERAL MEETING

Notice is hereby given that the 2017 Annual General Meeting of Informa PLC will be held at Number Twenty, Grosvenor Street, London, W1K 4QJ on Friday 26 May 2017 at 11.00 am, to consider the following business:

Resolutions 1 to 18 will be proposed as Ordinary Resolutions. Resolutions 19 to 21 will be proposed as Special Resolutions.

## ORDINARY RESOLUTIONS

### Resolution 1

To receive the Annual Report and Financial Statements of the Company for the year ended 31 December 2016 (the "Accounts") and the report of the Directors and Auditor on such Accounts.

### Resolution 2

To declare a Final Dividend for the year ended 31 December 2016 of 13.04 pence per ordinary share.

### Resolution 3

To approve the Directors' Remuneration Report as set out in the Accounts.

### Resolution 4

To re-elect Derek Mapp as a Director.

### Resolution 5

To re-elect Stephen A. Carter as a Director.

### Resolution 6

To re-elect Gareth Wright as a Director.

### Resolution 7

To re-elect Gareth Bullock as a Director.

### Resolution 8

To re-elect Cindy Rose as a Director.

### Resolution 9

To re-elect Helen Owers as a Director.

### Resolution 10

To re-elect Stephen Davidson as a Director.

### Resolution 11

To re-elect David Flaschen as a Director.

### Resolution 12

To elect John Rishton as a Director.

### Resolution 13

To reappoint Deloitte LLP, Chartered Accountants and Statutory Auditors, as Auditor of the Company until the conclusion of the next AGM at which accounts are laid before the Company.

### Resolution 14

To authorise the Audit Committee (on behalf of the Directors) to determine the remuneration of the Auditor.

### Resolution 15

In accordance with sections 366 and 367 of the Companies Act 2006, to authorise the Company and all companies that are its subsidiaries at any time during the period for which this Resolution has effect to:

- (i) make political donations to political parties or independent election candidates (as such terms are defined in sections 363 and 364 of the Act), not exceeding £30,000 in aggregate;

- (ii) make political donations to political organisations other than political parties (as such terms are defined in sections 363 and 364 of the Act), not exceeding £30,000 in aggregate; and
- (iii) incur political expenditure (as such term is defined in section 365 of the Act), not exceeding £30,000 in aggregate.

This authority shall commence on the date of this Resolution and expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 31 July 2017.

### Resolution 16

In accordance with section 551 of the 2006 Act and in substitution for all existing authorities, to authorise the Directors generally and unconditionally to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (i) up to an aggregate nominal amount of £274,668 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (ii) of this Resolution 16 in excess of £274,668); and
- (ii) comprising equity securities (as defined in section 560(1) of the 2006 Act) up to an aggregate amount of £549,336 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (i) of this Resolution 16) in connection with an offer by way of a rights issue:
  - (a) to ordinary Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

This authority shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 31 July 2018 (unless previously renewed, varied or evoked by the Company in a general meeting), provided that the Company may make offers and enter into agreements before this authority expires which would, or might, require equity securities to be allotted or subscription or conversion rights to be granted after the authority expires and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if this authority had not expired.

### Resolution 17

To approve the amendments to the Informa 2014 Long-Term Incentive Plan explained on page 5 of this Notice of Meeting and authorise the Board to do all acts and things which it considers necessary or desirable to carry the same into effect.

### Resolution 18

To approve the Informa 2017 U.S. Employee Stock Purchase Plan, the main features of which are summarised in Appendix 1 to this Notice of Meeting, and a copy of the rules of which is

produced to the meeting and initialled by the Chairman for the purposes of identification, and authorise the Board to do all acts and things which it considers necessary or desirable to carry the same into effect.

## SPECIAL RESOLUTIONS

### Resolution 19

In substitution for all existing powers and subject to the passing of Resolution 16, that the Directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in the Act) for cash under the authority given by Resolution 16 and/or, pursuant to section 573 of the Act, to sell treasury shares for cash, in each case as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- (i) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (ii) of Resolution 16, to be limited to the allotment of equity securities by way of a rights issue only):
  - (a) to ordinary Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (b) to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (ii) in the case of an allotment (otherwise than under paragraph (i) of this Resolution) of equity securities or sale of treasury shares up to an aggregate nominal amount of £82,400 which represents 10% of the Company's issued share capital as at 20 April 2017.

This power shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 31 July 2017, save that the Company may, before this power expires, make offers and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

### Resolution 20

That in accordance with section 701 of the Companies Act 2006, the Company be generally and unconditionally authorised to make market purchases (as defined in section 693(4) of the Act) of its ordinary shares on such terms as the Directors think fit, provided that:

- (i) the maximum number of ordinary shares that may be purchased is 82,400,505 being 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 20 April 2017;
- (ii) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 0.1 pence; and

(iii) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:

- (a) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
- (b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out.

This authority shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 31 July 2017, provided that the Company shall be entitled, at any time prior to the expiry of this authority, to make a contract of purchase which would or might be executed wholly or partly after the expiry of this authority and to purchase ordinary shares in accordance with such contract as if the authority conferred had not expired.

### Resolution 21

That the Directors be authorised to call general meetings (other than an Annual General Meeting) on not less than 14 clear days' notice.

By order of the Board



**Rupert Hopley**  
Company Secretary

24 April 2017

Registered Office: 5 Howick Place, London SW1P 1WG

Registered in England and Wales No: 8860726

# Part II

## EXPLANATORY NOTES ON RESOLUTIONS

### Resolution 1 – Annual Report and Financial Statements (the “Accounts” or the “2016 Annual Report”)

For each financial year, the Directors must present the Accounts of the Company to Shareholders at the AGM. The report of the Directors, the financial statements and the report of the Company’s Auditor on the financial statements and on those parts of the Directors’ Remuneration Report that are capable of being audited are contained within the Accounts.

### Resolution 2 – Final Dividend

This resolution seeks Shareholder approval for a Final Dividend of 13.04 pence per share for the year ended 31 December 2016, which is recommended by your Board. If approved, the Final Dividend will be paid on 2 June 2017 to those Shareholders on the register at the close of business on 28 April 2017.

### Resolution 3 – Directors’ Remuneration Report

This resolution seeks Shareholder approval for the Directors’ Remuneration Report which can be found on pages 91 to 106 of the 2016 Annual Report.

The Company’s auditor Deloitte LLP, have audited those parts of the Directors’ Remuneration Report required to be audited and their report may be found on page 112 to 117 of the 2016 Annual Report.

Section 439 of the 2006 Act requires that the Directors’ Remuneration Report for the financial year be put to a vote of shareholders at the Annual General Meeting. This vote is advisory and the Directors’ entitlement to receive remuneration is not conditional upon it.

The Remuneration Policy which can be found on the Company’s website was approved by the Shareholders at the 2015 AGM. As it is not being amended, it will not be put before the Shareholders for approval at the 2017 AGM.

### Resolutions 4 to 12 – Election and Re-election of Directors

These resolutions seek the election and re-election of the Company’s Directors.

The UK Corporate Governance Code recommends that Directors should seek re-election by shareholders annually and the re-election of Directors will take effect at the conclusion of the meeting.

Each of the Directors standing for re-election has undergone a performance evaluation and has demonstrated that he or she remains committed to the role and continues to be an effective and valuable member of the Board. Further details can be found in the Corporate Governance section of the 2016 Annual Report at page 79. The Board is content that each Non-Executive Director offering themselves for re-election is independent and there are no relationships or circumstances likely to affect their character or judgement. Accordingly, the Board unanimously recommends the re-election of the Directors.

Brendan O’Neill has served on the Board since 1 January 2008 and will not be seeking re-election. Therefore, following the AGM the Board will comprise nine Directors, consisting of the Chairman, two Executive Directors and six Non-Executive Directors, whose experience and expertise are derived from a range of industries and sectors providing an invaluable perspective on the Company’s business. Biographical details for each Director can be found on pages 68 and 69 of the 2016 Annual Report and at [www.informa.com](http://www.informa.com).

Resolution 12 asks the Shareholders to elect John Rishton for the first time as Non-Executive Director in accordance with the Articles of Association. The Board proposes the election of John Rishton as a Non-Executive Director having considered his experience as noted on page 9 of this Notice.

### Resolutions 13 and 14 – Re-appointment of Auditor and auditor remuneration

The 2006 Act requires that auditors are re-appointed at each AGM at which accounts are presented. The Board on the unanimous recommendation of the Audit Committee, which has evaluated the effectiveness and independence of the external Auditor, is proposing the reappointment of Deloitte LLP. The Board carried out a tender of the external Auditor in 2016 and further detail can be found in the Audit Committee Report on page 89 of the 2016 Annual Report.

### Resolution 15 – To make political donations

The Company’s policy is not to make donations to any political parties or independent election candidates or for any political purpose. The 2006 Act requires companies to obtain Shareholder consent before they can make donations to a political party, other political organisation or an independent election candidate, or incur any political expenditure. The definition of political donations used in the 2006 Act is very broad and as a result could inadvertently catch legitimate activities, such as policy review, law reform and the representation of the business community and special interest groups (such as those concerned with the environment) which the Company may wish to support. These activities are not designed to support any political party nor to influence public support for a particular party. The authority being sought is a precautionary measure to ensure the Company and its subsidiaries do not inadvertently breach the 2006 Act.

### Resolution 16 – Authority to allot shares

Under the 2006 Act, the Company’s directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by the Shareholders in general meeting. Accordingly, this resolution seeks to grant an authority under section 551 of the 2006 Act to authorise the Directors to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company.

The aggregate nominal value which can be allotted under the authority set out in this resolution is limited to £274,668 (representing 274,668,350 ordinary shares of 0.1 pence each), which is approximately one third of the issued ordinary share capital (excluding treasury shares) of the Company as at 20 April 2017 (being the latest practicable date before publication of this notice). In accordance with guidance issued by the Insurance Association, the authority granted in this resolution will authorise the Directors to allot shares, or to grant rights to subscribe for or convert any security into shares, only in connection with a fully pre-emptive rights issue, up to a further nominal value of £274,668 (representing 274,668,350 ordinary shares). This amount (together with the authority provided under paragraph (i) of the resolution) represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 20 April 2017. This authority will expire at the conclusion of the next AGM of the Company.

The Directors have no present intention of exercising this authority. However, if they do exercise it, the Directors intend to follow best practice as regards its use as recommended by

the Investment Association. As at the date of this Notice, no shares are held by the Company in treasury.

#### **Resolution 17 – Amendments to the Informa 2014 Long-Term Incentive Plan (the “LTIP”)**

This resolution seeks Shareholder approval for the following amendments to the LTIP:

1. the introduction of a power to award a “dividend equivalent” to provide participants with the benefit of the value of dividends they would have received on the shares subject to LTIP awards if they had been the Shareholder of those shares between grant of the awards and vesting/exercise. This further aligns the interest of participants with those of Shareholders.

The “dividend equivalent” can be paid by either reinvesting the dividends into additional shares on such terms as the Board shall decide or by paying participants, in cash or shares, the value of the dividend that they would have received on the shares in the award that vest or become exercisable on dividend record dates between grant of the award and vesting/exercise, as soon as practicable after the date the award vests or is exercised.

2. the introduction of a power to allow awards to vest on a demerger of the Company. Currently the Board only has the power to adjust awards in these circumstances.

The changes are proposed to bring the LTIP in line with the Company’s other share plans and to update them for common market practice.

#### **Resolution 18 – Adoption of the Informa 2017 U.S. Employee Stock Purchase Plan (the “ESPP”)**

This resolution seeks Shareholder approval of the ESPP, which is a requirement of the relevant US legislation if the applicable US tax benefits are to be obtained, and is also a requirement of the UKLA Listing Rules.

The Company has previously operated an Employee Stock Purchase Plan (the “2009 ESPP”) for its US employees, and the ESPP is an updated version of the 2009 ESPP.

A summary of the ESPP is set out in Appendix 1 to this Notice of Meeting.

#### **Resolution 19 – Disapplication of pre-emption rights**

Under section 561(1) of the 2006 Act, if the Directors wish to allot ordinary shares, or grant rights to subscribe for, or convert securities into, ordinary shares, or sell treasury shares for cash (other than pursuant to an employee share scheme), they must in the first instance offer them to existing Shareholders in proportion to their holdings. There may be occasions, however, when the Directors need the flexibility to finance business opportunities by the issue of shares or the sale of treasury shares for cash without a pre-emptive offer to existing Shareholders. This cannot be done under the 2006 Act unless the Shareholders have first waived their pre-emption rights. Resolution 19, to be proposed as a special resolution, asks the Shareholders to do this and, apart from rights issues or any other pre-emptive offer concerning equity securities, the authority contained in this resolution will be limited to the issue of shares for cash up to an aggregate nominal value of £82,400 (which includes the sale on a non pre-emptive basis of any shares held in treasury), which represents approximately 10% of the Company’s issued ordinary share capital as at 20 April 2017 (being the latest practicable date prior to the publication of this notice).

In accordance with The Pre-Emption Group’s Statement of Principles published on 12 March 2015, the Directors confirm their intention that no more than 5% of the issued Ordinary Share capital of the Company (excluding treasury shares) will be issued for cash on a non pre-emptive basis, and that no more than 7.5% will be issued for cash on a non pre-emptive basis during any rolling three-year period, other than in each case, in connection with an acquisition or capital investment, which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

This resolution also seeks a disapplication of the pre-emption rights on a rights issue, so as to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas Shareholders.

#### **Resolution 20 – Authority to purchase own shares**

This resolution, which will be proposed as a special resolution, renews the authority granted at last year’s AGM which expires on the date of the forthcoming AGM. The resolution authorises the Company to make market purchases of its own ordinary shares as permitted by the 2006 Act. The Board seeks authority to purchase up to 10% of the Company’s issued ordinary shares (excluding any treasury shares), should market conditions and price justify such action.

The Directors only intend to use this authority to make such purchases if to do so could be expected to lead to an increase in net asset value per share for the remaining Shareholders and would be in the best interests of Shareholders generally, having due regard to appropriate gearing levels, alternative investment opportunities and the overall financial position of the Company.

The minimum price, exclusive of expenses, which may be paid for an ordinary share, is 0.1 pence. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of (i) an amount equal to 5% above the average market value for an ordinary share for the five business days immediately preceding the date of the purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the exchange where the purchase is carried out.

Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange. Any shares purchased under this authority may either be cancelled or held as treasury shares by the Company. Treasury shares may subsequently be cancelled, sold for cash or used to satisfy options issued to employees pursuant to the Company’s employee share schemes.

As at 20 April 2017, employee share options were outstanding over 3,326,527 ordinary shares, representing approximately 0.4% of the Company’s issued ordinary share capital (excluding treasury shares). If the proposed market purchase authority were used in full, these purchases would represent approximately 0.4% of the Company’s issued ordinary share capital (excluding treasury shares).

The authority will be valid until the conclusion of the next AGM of the Company.

**Resolution 21 – Authority to call General Meetings on 14 days’ notice**

This resolution, which will be proposed as a special resolution, would allow the Company to call general meetings (other than Annual General Meetings) on 14 clear days’ notice. The Act requires listed companies to call general meetings on at least 21 clear days’ notice unless Shareholders have approved the calling of general meetings at shorter notice, which cannot, however, be less than 14 clear days. The 14 clear-day notice period would only be used in exceptional circumstances where the flexibility is merited by the business of the meeting and is thought to be to the advantage of Shareholders as a whole, and noting the recommendations of the UK Corporate Governance Code 2014 with which the Company would intend to comply.

The approval will be effective until the Company’s next Annual General Meeting, when it is intended that a similar resolution will be proposed. The Company offers the facility of all Shareholders to vote by electronic means. This is accessible to all Shareholders and would be available if the Company was to call a meeting on 14 clear days’ notice. The Company also provides the ability to appoint proxies electronically through CREST and Shareholders can vote online via [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy).



# Appendix 1

## **Summary of the Informa 2017 U.S. Employee Stock Purchase Plan (the “ESPP”)**

The following is a summary of the principle features of the ESPP which will be established under Section 423 of the Internal Revenue Code of 1986 (of the United States of America) (the “Code”). Shareholder approval of the ESPP within twelve months of the adoption by the Board is required in accordance with the Code.

### **Adoption by the Board**

The ESPP was adopted by the Board on 2 March 2017 to allow US employees to participate in a tax efficient share incentive plan in a similar way to the Informa 2014 Share Match Plan for UK employees.

### **Eligibility**

All US employees of subsidiaries selected as designated subsidiaries at the discretion of the Board or the Remuneration Committee of the Board (the “Committee”), are eligible to participate in the ESPP, provided that: (i) they have been continuously employed by the Company or a designated subsidiary for a period of at least six months, (ii) they customarily work more than 20 hours per week, or (iii) they customarily work more than five months in any calendar year. No employee will be eligible to participate if after participation such employee would own more than 5 per cent of the total combined voting power or value of the shares of the Company or any subsidiary of the Company.

The ESPP allows certain US employees of designated subsidiaries to purchase the Company’s shares. The right to purchase is granted at the beginning of an “Offering Period” which is a period set by the Board or Committee from time to time, being no longer than 5 years. Rights under the ESPP may not be transferred (except on death) and are not pensionable.

### **Administration**

The Company, through its Board and Committee, is permitted to execute and administer the ESPP, consistent with the ESPP rules.

### **Price**

The price at which eligible employees can purchase shares under the ESPP is equal to eighty-five per cent of the fair market value of a share (the maximum discount allowed under relevant US regulation) using funds deducted via payroll.

The Board or the Committee determines the fair market value for each share purchased under the ESPP for each Offering Period by reference to the mid-market closing price on the London Stock Exchange’s market for listed securities, as published in the London Stock Exchange Daily Official List.

### **Contributions**

Participation in the ESPP by eligible employees is voluntary. Each eligible employee may elect to make payroll deductions between a minimum and maximum monthly contributions limit set by the Board or the Committee for a particular offering period, subject to the overall Plan and individual limits.

### **Plan Limits**

The total number of ordinary shares that may be offered under the ESPP is 82,400,505.

The maximum number of shares for issuance under the ESPP and all other employees’ share schemes the Company or its subsidiaries operate may not exceed ten per cent of the issued ordinary share capital of the Company in any ten-year period.

### **Individual Limits**

No employee may be granted the right to purchase shares under the ESPP and any other employee stock purchase plan under section 423 of the Code operated by the Company or its subsidiaries if doing so would mean the employee holds in excess of \$25,000 of the value of the Company’s shares for any calendar year in which the right to purchase shares is outstanding.

### **Scaling down**

Where applications to purchase shares under the ESPP exceed the numbers of shares available for purchase, the Board or the Committee will allow the purchase of shares then available on a pro rata basis.

### **Leavers**

The right to participate in the ESPP shall terminate immediately when employment terminates and any amount accumulated shall be refunded as soon as practicable.

### **Takeover and corporate events**

In the event of a change of control of the Company or the Company’s shares being delisted, the Company may determine whether options should be exercisable or cancelled and salary deductions returned.

### **Variation of capital**

In the event of any variation in the shares of the Company, the Board or the Committee may make such adjustments as it considers appropriate to the number of shares subject to the ESPP.

### **Amendments**

The Board or the Committee may at any time amend the ESPP provided that any such changes do not cause the ESPP to fail to comply with the requirements for employee stock purchase plans under the Code or any other requirement of applicable law or regulation.

The prior approval of the Company in general meeting must be obtained in the case of the Code requiring an amendment to the ESPP to be effected with the approval of the Company in general meeting.

The prior approval of the Company in general meeting must be obtained in the case of any amendment to the advantage of employees which is made to the provisions relating to eligibility, individual or overall limits, the basis for determining employee’s entitlement to, and the terms of, shares provided under the ESPP, and the adjustments that may be made in the event of any variation of share capital. Minor amendments to benefit the administration of the ESPP, to take account of a change in legislation or to obtain favourable tax, exchange control or regulatory treatment for employees, the Company or any subsidiary of the Company, do not require the approval of the Company in general meeting.

# Shareholder Notes

## **Ordinary Shareholders' right to attend, speak and vote at the AGM**

Only those Shareholders registered in the register of members of the Company at 10.00 pm on 24 May 2017 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. If the meeting is adjourned, the Company specifies that only Shareholders entered on the Company's register of members not later than 10.00 pm on the day two days prior to the reconvened meeting shall be entitled to attend and vote at the meeting. Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote.

Any Shareholder attending the meeting has the right to ask questions. The Company must provide an answer to any such question relating to the business being dealt with at the meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

## **Shareholder right to appoint a proxy**

Members are entitled to appoint one or more proxies to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a member of the Company. A Shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A Shareholder appointing more than one proxy should indicate the number of shares for which each proxy is authorised to act on his or her behalf.

A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice of Meeting. 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 Registrar, Computershare on 0370 707 1679. (Calls to this number cost 10p per minute from a BT landline. Other providers' costs may vary. Lines are open from 8.30 am to 5.30 pm, Monday to Friday.) You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy.

To be valid, any Form of Proxy, and the original (or a certified true copy) of any power of attorney or other authority under which the Form of Proxy is signed must be deposited at the offices of the Company's Registrar, whose address is shown on the enclosed reply paid envelope, no later than 11.00 am on 24 May 2017.

Alternatively, Shareholders may register the appointment of a proxy electronically by logging on to the website [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). Full details of the procedure are given on that website.

Electronic proxy appointments must be received by Computershare no later than 11.00 am on 24 May 2017 and will not be valid if received after that date or if sent to any address other than those provided. Please note that any electronic communication found to contain a computer virus will not be accepted.

You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

The return of a completed Form of Proxy, other such instrument or any CREST Proxy Instruction will not prevent a member attending the AGM and voting in person if he/she wishes to do so.

## **Indirect Investors**

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 member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. 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 member as to the exercise of voting rights.

The statement of the rights of Shareholders in relation to the appointment of proxies above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by Shareholders of the Company.

## **CREST**

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 26 May 2017 and any adjournment(s) thereof by using the procedures described in the CREST Manual which can be viewed at [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI).

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 available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST). 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 3RA50) 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 time stamp 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that there are no 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 regard, 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 Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

### **Corporate Representatives**

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares.

### **Information available on Informa PLC Corporate Website**

Under section 527 of the 2006 Act, Shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the 2006 Act. The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the 2006 Act to publish on a website. The 2016 Annual Report and Notice of Meeting are now available on our website: [www.informa.com/investors](http://www.informa.com/investors). This notification of availability on our website is not a substitute for reading the 2016 Annual Report itself.

### **Total voting rights**

As at 20 April 2017 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consisted of 824,005,051 ordinary shares carrying one vote each. The Company does not hold any treasury shares. Therefore, the total voting rights in the Company as at 20 April 2017 were 824,005,051 votes.

### **Documents available for inspection**

Copies of the executive Directors' service contracts and letters of appointment of the Non-Executive Directors, the proposed amended rules of the Informa 2014 Long-Term Incentive Plan and the proposed rules of the Informa 2017 U.S. Employee Stock Purchase Plan are available for inspection at the

registered office of the Company during normal business hours from the date of this notice and will be available at the place of the meeting from 10.45 am until its conclusion.

A copy of this Notice, and other information required by section 311A of the 2006 Act, can be found at [www.informa.com](http://www.informa.com).

### **Biographical Information on Directors Seeking Election**

**John Rishton (59)**  
Non-Executive Director and Chairman Elect of Audit Committee

#### **Career**

- Fellow of the Chartered Institute of Management Accountants with international and senior executive experience.
- Chief Executive of Rolls Royce Group plc between 2011 and 2015.
- Chief Financial Officer, and Chief Executive and President at Dutch international retailer, Royal Ahold NV.
- Chief Financial Officer of British Airways plc and Head of Finance for its U.S. division.

#### **Skills and qualifications**

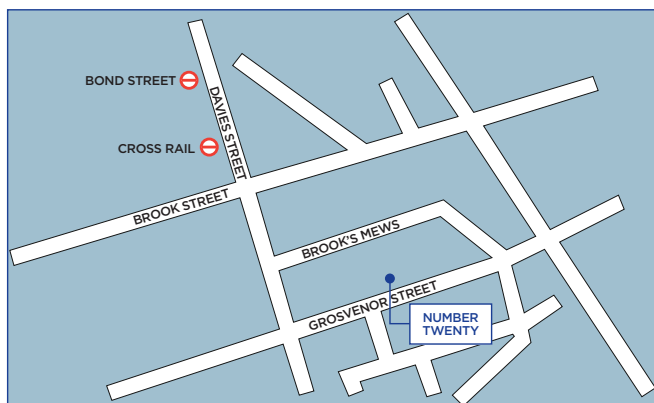
Qualified Chartered accountant with several Chief Executive roles.

#### **Other directorships**

Non-Executive Director at Unilever plc and Serco Group PLC. Director at Associated British Ports Holdings and Associated British Ports (Jersey) Limited.

## Additional information for Shareholders attending the Annual General Meeting

The AGM will be held at Number Twenty, Grosvenor Street, London, W1K 4QJ



### Travelling to the AGM

The nearest tube station is Bond Street on the Central Line or Jubilee Line, a 3-minute walk from Number Twenty.

### Date and Time

Friday 26 May 2017

The AGM will start promptly at 11.00 am

### AGM schedule

10.30 am Registration desks open

11.00 am AGM starts in Brooks Room

The final poll results are expected to be released to the London Stock Exchange following the meeting on Friday 26 May 2017.

### Registration

Attendance Cards should be presented to the Registrar's staff who will be available as you arrive at the venue. Corporate representatives, proxies and guests should register at the registration desks, which will be clearly signposted.

### Persons with special needs

Brooks Room is located on the ground floor and so is easily accessible by wheelchair users. Informa staff will be on hand to guide you.

### Refreshments

Tea and coffee will be available before the AGM.

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