

Notice of Annual General Meeting

Stability and Strength

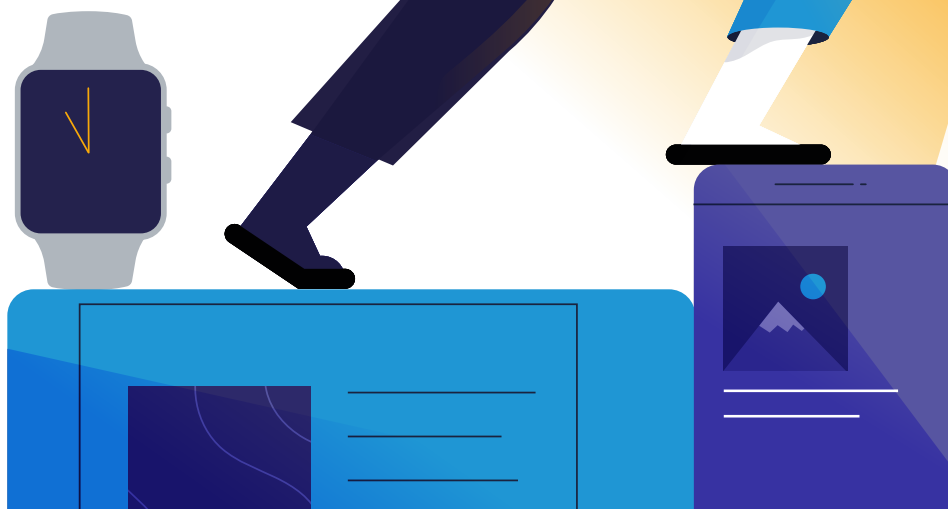
To be held on:

Friday 12 June 2020

240 Blackfriars Road, London SE1 8BF at 11.00 am

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 your stockbroker, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all of your shares in Informa PLC, you should forward this Notice of Annual General Meeting, together with the accompanying documents, to the purchaser or transferee or to the person who arranged the sale or transfer so that they can be passed to the person who now holds the shares.



Dear Shareholder

2020 Annual General Meeting (AGM)

I am pleased to notify you that the 2020 AGM of Informa PLC (the Company) will be held at 240 Blackfriars Road, London SE1 8BF on Friday 12 June 2020 at 11.00am.

Stability and Strength

The 2020 AGM takes place during an unprecedented period, where the scale, depth and reach of the COVID-19 pandemic has extended well beyond initial predictions, significantly impacting the world, global commerce and business.

As recently as 10 March, Informa published its 2019 results, reporting further good growth and a strong financial performance, as well as solid trading through the first two months of 2020. That the Group has been unable to run any physical events of any size and format anywhere in the world since just a few weeks after these results, underlines the pace and scale of impact COVID-19 has had on Informa's Events-related businesses (c.65% of Group revenue).

Encouragingly, the Group's subscriptions-related businesses (c.35% of revenue), have remained resilient, delivering consistent growth and strong cashflows. This is providing valuable support to the wider Group and underscores the diversity and strength of Informa's portfolio of knowledge and information businesses.

Combined with the set of measures introduced through the COVID-19 Action Plan, this is providing Informa with Stability and Strength to the other side of the COVID-19 pandemic.

COVID-19 Action Plan

One of the features of recent months has been the speed with which your Management Team and all Colleagues at Informa have responded to the challenges presented by COVID-19. The launch of the COVID-19 Action Plan in late January provided an internal framework for fast decision-making and a set of targeted actions to support Colleagues and secure the long-term value of the Group's Brands and Customer relationships.

As part of the Action Plan, in light of the severe impact of the COVID-19 pandemic on businesses and Colleagues in 2020, the Leadership of the Company, through salary sacrifice ranging from 33% by the Group Chief Executive and Group Finance Director to 25% by the wider Executive Team and the Board, and self-funded a Group-wide Informa Colleague Support Fund. This contribution has allowed us to offer targeted financial support to Colleagues who find themselves or their family adversely affected by COVID-19.

The COVID-19 Action Plan was extended in April through the introduction of a range of enhanced measures to further reduce the run rate of costs in the business, increase operational flexibility and provide additional financing support.

This included the temporary suspension of dividends, which was discussed with a number of our major institutional shareholders in advance and was felt to be prudent in the current environment. It conserves cash in the business, strengthening the balance sheet and enabling the Group to continue to manage for long-term growth and value, and avoid short-term actions that damage the business.

To this end, the Company has taken a conscious decision to date not to suspend or furlough any Colleagues or seek compensation for doing so from Governments and ultimately taxpayers.

Welcome though the UK and other taxpayer-funded schemes are, from a public policy perspective your Company rather has focused on its own cost control measures and commercial arrangements. This includes self-help initiatives, including the introduction of a targeted sabbatical programme at 50% of salary, tight cost management, targeted cost reduction and internal sacrifice in salary payments and the removal of cost of living increases. To date, over £130m of annualised direct and indirect cost savings have been delivered through such initiatives.

In March, as part of the COVID-19 Action Plan, the Company acquired additional liquidity by securing a £750m Surplus Credit Facility, on top of its existing £950m Revolving Credit Facility.

Most recently, in April, the Group secured further financing support through the issue of additional equity, raising £1 billion. This was undertaken after consulting with the majority of our top twenty shareholders in advance and was conducted in line with updated guidance from the **Financial Conduct Authority** and the **Pre-Emption Group (PEG)**. The Company sought to respect soft pre-emption rights, with the vast majority of new shares being issued to current Informa shareholders.

The equity placing, alongside all the other complementary measures, including ongoing discussions on a covenant waiver with the Group's US private placement debt holders, provides Informa with additional Stability and Strength, and full flexibility to manage its balance sheet sensibly, even if the shape of recovery turns out to be more gradual and phased than currently anticipated.

Beyond their salary sacrifice, the Group Chief Executive and Group Finance Director have further demonstrated their continuing commitment to Informa by investing an additional 50% of their net salaries into Company equity during 2020, both through the recent equity issue and through the direct purchase of shares in the market.

As Chairman, I have also been delighted to further increase my own personal commitment to Informa and its long-term prospects by re-investing all of the fees paid and due in 2020 into Informa equity.

The full extent of the impact of the COVID-19 pandemic remains unclear, with the pace and rate of recovery dependent on how quickly control measures are relaxed around the world. Informa is working on the basis this will be gradual and phased, varying by region.

However, the focused and disciplined response of the Management Team and the comprehensive set of actions taken to date, combined with the unwavering commitment of Colleagues around the world and continuing support of other stakeholders, give the Board confidence that the Group will emerge the other side of COVID-19 with Stability and Strength.

Board Engagement and Director Changes

One of the most encouraging things over recent weeks and months has been the clear support and encouragement for Informa from shareholders. This was evident in the recent, over-subscribed equity issue but also in the level of engagement with the Company since the scale and depth of the COVID-19 pandemic became apparent. We are grateful for that continuing support.

As a Board, we have always put significant value on our own interactions with shareholders, independent of the Management Team. This includes the Chairman's Annual Shareholder Roadshow, which took place in January 2020. This saw the Chairman of

Remuneration, Chairman of Audit and Senior Independent Director accompany me for one-on-one meetings with more than 25 institutional shareholders, representing around 60% of our equity, as well as a number of the leading proxy agencies.

As ever, this provided valuable insights into the key issues and concerns of our shareholders and reinforced the open, two-way channel for communication established by the Board over many years, something that has proved invaluable through the current challenges.

Resolutions

The resolutions to be proposed at the AGM are set out on pages 2 to 3 of this document (the Notice). Explanatory notes to the Resolutions and other shareholder information are set out on pages 4 to 6.

In August 2019, Gill Whitehead was appointed to the Board as an independent Non-Executive Director, she has been a welcome addition, already bringing further valuable digital and data expertise to the Group. Gill will stand for election by shareholders for the first time at the AGM.

As confirmed on 26 March, given the challenges faced by the Company from the scale and prolonged impact of COVID-19, at the Board's request I have extended my commitment to serve Informa as Chairman, providing continuity and stability through to the other side of the COVID-19 pandemic.

Therefore, all the other Directors, including myself, will be seeking re-election at the AGM.

Biographies for each member of the Board are set out on pages 110 and 111 of the Annual Report and are also available on our website: www.informa.com.

Given the impact of COVID-19 and ongoing uncertainty as to the pace and shape of recovery at Informa, alongside the temporary suspension of dividends, the Group is suspending its triennial Remuneration Policy review. Formal shareholder consultation was originally scheduled to commence later this year, following completion of the Chairman succession process. Noting the recent guidance from proxy advisors, the Board feels it would be appropriate and far more effective to wait until there is greater clarity on the future market environment and the Chairman succession process is complete, before proposing any changes to the Policy.

As a technical matter, this requires a resolution at this year's AGM (Resolution 13) in order to rollover the existing Remuneration Policy for at least 12 months.

In addition, as we continue to confront the challenges that COVID-19 brings, we propose to update our Articles of Association (Articles) to have the flexibility to hold hybrid shareholder meetings in the future. That would allow shareholders to attend in person and by electronic means. The principal changes to the current Articles are summarised in Appendix II of this Notice. For the avoidance of doubt, we do not want, and would not be authorised, to hold purely electronic meetings.

AGM Attendance and Voting: COVID-19

On 23 March 2020 the UK Government published compulsory **Stay-at-Home Measures** prohibiting, amongst other things, public gatherings of more than two people. This currently limits

the Group's ability to host the AGM as it normally would, including attendance by all Board Directors and an open invitation to all shareholders to join us in person.

The UK Government may yet change current restrictions over the coming weeks which might then allow the Group to host a more traditional AGM. Any such changes will be communicated to shareholders in advance through the Group's website at informa.com/investors/shareholder-centre/general-meetings and, where appropriate, by RIS announcement.

Given the degree of uncertainty, shareholders are strongly encouraged to submit a proxy vote in advance of the meeting and to appoint the Chairman of the Meeting as their proxy, rather than a named person, who may not be permitted to attend the meeting.

As in previous years, the Group will be conducting a poll vote on all Resolutions rather than a vote on a show of hands. To register a proxy vote, please complete the Form of Proxy that was sent to shareholders along with this Notice and return it to the Registrar, Computershare, to arrive no later than 11.00am on Wednesday 10 June 2020.

Alternatively, shareholders can register proxy appointments electronically by visiting Computershare's website (www.investorcentre.co.uk/eproxy). Electronic proxy appointments must also be lodged no later than 11.00am on 10 June 2020. Further information on appointing a proxy is given on pages 14 to 15.

The Board highly values the opportunity to meet shareholders in person at its AGM. As this may not be possible in 2020, any questions that shareholders would like to raise may be sent by email to investorrelations@informa.com. We will endeavour to provide answers as soon as possible and, where appropriate, will publish these on our website as soon as practicable prior to the AGM.

Shareholders should bear in mind that it is possible that any shareholder who does travel to attend the AGM in person could be denied access to it, if the Chairman of the meeting considers this necessary, given the circumstances at the time.

Recommendation

Your Board considers that the Resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommends that you vote in favour of them. The Directors fully intend to vote in favour of these Resolutions in respect of their own shareholdings.

The results of the voting will be posted on the Company's website after the meeting and notified to the London Stock Exchange.

Yours faithfully

Derek Mapp
Chairman

Informa PLC

5 Howick Place, London SW1P 1WG

Registered in England and Wales: No.8860726

Notice of 2020 Annual General Meeting

Notice is hereby given that the 2020 Annual General Meeting of the Company will be held at 240 Blackfriars Road, London SE1 8BF on Friday 12 June 2020 at 11.00am, to consider, and if thought fit, pass the resolutions set out below.

Resolutions 1 to 17 inclusive will be proposed as ordinary resolutions and Resolutions 18 to 22 inclusive will be proposed as special resolutions.

ORDINARY RESOLUTIONS

Resolution 1

To re-elect Derek Mapp as a Director.

Resolution 2

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

Resolution 3

To re-elect Gareth Wright as a Director.

Resolution 4

To re-elect Gareth Bullock as a Director.

Resolution 5

To re-elect Stephen Davidson as a Director.

Resolution 6

To re-elect David Flaschen as a Director.

Resolution 7

To re-elect Mary McDowell as a Director.

Resolution 8

To re-elect Helen Owers as a Director.

Resolution 9

To re-elect John Rishton as a Director.

Resolution 10

To elect Gill Whitehead as a Director.

Resolution 11

To receive the Annual Report and audited financial statements of the Company for the year ended 31 December 2019 (Annual Report) and the reports of the Directors and Auditor thereon.

Resolution 12

To approve the Directors' Remuneration Report set out on pages 131 to 143 of the Annual Report.

Resolution 13

To approve the Directors' Remuneration Policy, the text of which is set out in Appendix I to this Notice, to take effect from the passing of this Resolution.

Resolution 14

To reappoint Deloitte LLP as Auditor of the Company until the conclusion of the next general meeting at which accounts are laid.

Resolution 15

To authorise the Audit Committee, for and on behalf of the Board, to determine the Auditor's remuneration.

Resolution 16: Authority to make political donations

That, in accordance with sections 366 and 367 of the Companies Act 2006 (the 2006 Act), the Company, and any company which is or becomes a subsidiary of the Company at any time during the period for which this resolution has effect, is generally authorised to:

- (i) make political donations to political parties or independent election candidates, not exceeding £30,000 in aggregate;
- (ii) make political donations to political organisations other than political parties not exceeding £30,000 in aggregate; and
- (iii) incur political expenditure not exceeding £30,000 in aggregate.

This authority will commence on the date this resolution is passed and expire at the earlier of the conclusion of the Company's next AGM or close of business on 12 September 2021.

Any terms used in this resolution which are defined in Part 14 of the 2006 Act shall bear the same meaning for the purposes of this resolution.

Resolution 17: Authority to allot shares

That, in accordance with section 551 of the 2006 Act and in substitution for all existing authorities, the Directors be generally and unconditionally authorised 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:

- (a) up to an aggregate nominal amount of £500,705 (such amount to be reduced by any allotments or grants made under paragraph (b) below in excess of such sum); and
- (b) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate amount of £1,001,410 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary or appropriate,

and so that the Directors may impose any limits or restrictions and make arrangements which they consider necessary or expedient 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 will apply until the earlier of the conclusion of the Company's next AGM or close of business on 12 September 2021 (unless previously renewed, varied or revoked by the Company in a general meeting), but so that in each case the Company may make offers and enter into agreements before this authority expires which would, or might, require shares 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.

SPECIAL RESOLUTIONS

Resolution 18: General power to disapply pre-emption rights

That, in substitution for all existing powers, and subject to the passing of Resolution 17, the Directors be generally empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560(1) of the 2006 Act) for cash under the authority granted by Resolution 17 and/or to sell treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be limited to:

- (a) the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary or appropriate,and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or expedient to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirement of any regulatory body or stock exchange or any other matter; and
- (b) the allotment of equity securities and/or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £75,105.

This authority will expire at the earlier of the conclusion of the Company's next AGM or close of business on 12 September 2021 (unless previously renewed, varied or revoked by the Company in a general meeting), but, in each case, prior to its expiry the Company may make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold) and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if this authority had not expired.

Resolution 19: Additional power to disapply pre-emption rights for acquisitions or capital investments

That, if Resolution 17 is passed, and in addition to any authority granted under Resolution 18, the Directors be generally empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560(1) of the 2006 Act) for cash under the authority given by that resolution and/or, pursuant to section 573 of the 2006 Act, to sell treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £75,105; and
- (b) used only for the purposes of financing (or re-financing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this Notice.

This authority will expire at the earlier of the conclusion of the Company's next AGM or close of business on 12 September 2021 but, in each case, prior to its expiry the Company may make offers and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if this authority had not expired.

Resolution 20: Authority to purchase own shares

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

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 150,210,000 (representing just under 10% of the issued ordinary share capital);
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is its nominal value; and
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
 - (i) 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 of purchase; and
 - (ii) 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 will expire at the earlier of the conclusion of the Company's next AGM or close of business on 12 September 2021, 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: Adopt new Articles of Association

That the Articles of Association produced to the meeting, and initialled by the Chairman of the meeting for the purpose of identification, be adopted as the new articles of association of the Company (the New Articles) in substitution for, and to the exclusion of, the existing Articles of Association.

Resolution 22: Notice period for general meetings, other than annual general meetings

That a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.

By order of the Board

Rupert Hopley

Company Secretary

7 May 2020

Registered Office:

5 Howick Place, London SW1P 1WG

Registered in England and Wales No: 8860726

Explanatory Notes on Resolutions

The explanatory notes that follow form part of the Notice and provide important information regarding the items of business to be considered at the AGM. Resolutions 1 to 17 (inclusive) are proposed as ordinary resolutions. This means that for each of these Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolutions 18 to 22 (inclusive) are proposed as special resolutions. This means that for each of these Resolutions to be passed, at least 75% of the votes cast must be in favour of the Resolution.

Resolutions 1 to 10 – Election and Re-election of Directors

As is usual, and in accordance with the UK Corporate Governance Code 2018 (the 2018 Code), all Directors will be standing for election or re-election, as relevant, at the AGM on 12 June 2020.

Each of the Directors standing for re-election has undergone a performance evaluation and has demonstrated that he or she remains committed to their role and continues to be an effective and valuable member of the Board. The Board is also content that each Non-Executive Director offering themselves for election or re-election is independent and there are no relationships or circumstances likely to affect their character or judgement. Accordingly, shareholders are asked to approve the election of Gill Whitehead and the re-election of the other Directors at the AGM.

The Board is satisfied that each of the Directors proposed for election and re-election has the appropriate balance of skills, experience, independence and knowledge of the Company to enable him or her to discharge the duties and responsibilities of a director effectively.

Biographical details for each Director can be found on pages 110 and 111 of the 2019 Annual Report and at www.informa.com.

Resolution 11 – Annual Report and Financial Statements

For each financial year, the Directors must present the Annual Report to shareholders at the annual general meeting. The Strategic Report, Governance Review, Directors' Remuneration Report, Directors' Report, Auditor's Report and financial statements are contained within the Annual Report.

Resolution 12 – Directors' Remuneration Report

Section 439 of the 2006 Act requires the Company to put the Directors' Remuneration Report (set out on pages 131 to 143 of the Annual Report) to an advisory vote at each annual general meeting.

The Company's auditor, Deloitte LLP, has audited those parts of the Directors' Remuneration Report required to be audited and their report is set out on pages 148 to 158 of the Annual Report.

Resolution 13 – Directors' Remuneration Policy

This resolution seeks Shareholder approval for the Directors' Remuneration Policy set out in Appendix 1 to this Notice and which is unchanged from the existing Policy other than to reflect changes in legislation since this was approved and relevant updates to dates and numbers.

The current Directors' Remuneration Policy was approved by shareholders at the 2018 AGM and would, in the ordinary course, expire on 25 May 2021. The Remuneration Committee had therefore committed to undertake formal consultation on a new Directors' Remuneration Policy in the second half of 2020 and early 2021 in order to put the new Policy to shareholders for approval at the AGM in 2021. This timeline was also scheduled to coincide with completion of the Chairman succession process.

In light of the unprecedented business and economic uncertainties and distractions caused by COVID-19, the Remuneration Committee has concluded that 2020 is unlikely to provide the suitably appropriate context required to consider a Directors' Remuneration Policy that could apply to the Company for the following three years. It feels it would be appropriate and far more effective to wait until there is greater clarity on the future market environment and the Chairman succession process is complete before proposing any changes to the Policy.

Consequently, the Remuneration Committee is proposing that the existing policy should be extended, with shareholder approval at the 2020 AGM, so as to provide further time to consider and consult on a new Directors' Remuneration Policy that is appropriate for the next following three year period. If approved by shareholders, the existing Directors' Remuneration Policy will (subject only to the changes referred to below) become valid for no longer than the next three years until the 2023 AGM, although the Remuneration Committee's current expectation is that it would be in a position to propose a new policy to shareholders at the Company's AGM in 2022.

The only changes proposed to the existing policy are those required by changes in legislation since the 2018 AGM and relevant updates to dates and numbers. The Directors' Remuneration Policy set out in Appendix 1 to this Notice highlights those changes.

Resolutions 14 and 15 – Re-appointment of Auditor and auditor's remuneration

The 2006 Act requires that the Company appoints an auditor at each general meeting at which accounts are laid before shareholders. The auditor will usually hold office from the conclusion of such meeting until the next general meeting at which accounts are presented.

Deloitte LLP have indicated their willingness to continue in office as auditor of the Company. Accordingly, on the recommendation of the Audit Committee, the Board proposes that Deloitte LLP be reappointed as the Company's auditor.

Resolution 15 proposes that the Directors be authorised to determine the remuneration of the auditor. Section 492 of the 2006 Act requires the auditor's remuneration to be fixed by ordinary resolution of the shareholders or in such manner as the shareholders may, by ordinary resolution, determine. In practice, and in line with the 2018 Code, the Audit Committee considers and approves audit fees for and on behalf of the Board. Details of the remuneration paid to the auditor for the year ended 31 December 2019 (including non-audit fees) are set out in Note 7 of the Annual Report.

Resolution 16 – Authority to make political donations

The authority being proposed in this Resolution 16 is a renewal of the authority granted at the 2019 AGM for the Informa Group to make donations to political parties, independent election candidates and political organisations and to incur political expenditure.

The Company's policy currently prohibits any donations to political parties within the ordinary meaning of those words and the Directors have no intention of using this authority for that purpose nor did they use it during 2019.

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 in accordance with section 366 of the 2006 Act, the Directors have decided to seek renewal of the current shareholder authority for political donations and political expenditure as a precautionary measure to ensure the Company and its subsidiaries do not inadvertently breach the 2006 Act.

Resolution 17 – 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 shareholders in general meeting. This resolution renews the authority given to the Directors at last year's AGM in accordance with section 551 of the 2006 Act.

The Resolution will, if passed, authorise the Directors to allot (or grant rights over) ordinary shares up to a nominal amount of £500,705 (representing 500,705,000 ordinary shares of 0.1 pence each) and approximately one third of the issued ordinary share capital of the Company as at 7 May 2020 (being the latest practicable date prior to the publication of this Notice (the Latest Practicable Date)).

In accordance with guidance issued by the Investment Association, the authority granted in this resolution will also authorise the Directors to allot shares, or to grant rights to subscribe for or convert any security into shares, in connection with a fully pre-emptive rights issue only, up to a further nominal value of £500,705 (representing 500,705,000 ordinary shares). This amount (together with the authority provided under paragraph (a) of the Resolution) represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 7 May 2020.

The authority will apply until the earlier of the conclusion of the Company's next AGM or close of business on 12 September 2021, but the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares 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 the authority had not expired.

The Directors have no present intention to exercise the authority sought under this Resolution. If the authority is exercised in the future, the Directors intend to follow best practice regarding its use as recommended by the Investment Association.

As at the date of this Notice, the Company does not hold any shares in treasury.

Resolutions 18 and 19 – Disapplication of pre-emption rights

Under section 561(1) of the 2006 Act, if the Directors wish to allot ordinary shares or sell treasury shares for cash (other than pursuant to an employee share scheme), they must first offer those ordinary shares 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. Section 570 of the 2006 Act permits the disapplication of these pre-emption rights.

This authority will expire at the earlier of the conclusion of the Company's next AGM or 12 September 2021 and the Directors expect to seek to renew this authority at each subsequent AGM.

Resolutions 18 and 19 renew the authorities that were given at the 2019 AGM and comply with the Investment Association's share capital management guidelines and follow the resolution templates issued by PEG in relation to the disapplication of pre-emption rights.

Resolution 18 will permit the Board to allot ordinary shares for cash (or sell treasury shares) on a non-pre-emptive basis up to a maximum nominal amount of £75,105. This amount represents approximately 5% of the Company's issued ordinary share capital as at the Latest Practicable Date.

Resolution 19 will permit the Board to additionally allot ordinary shares for cash (or sell treasury shares) on a non-pre-emptive basis up to a further maximum nominal amount of £75,105. This amount also represents approximately 5% of the Company's issued ordinary share capital as at the Latest Practicable Date.

The Board will only use the power conferred by Resolution 19 in connection with an acquisition or a specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and disclosed in the announcement of the issue.

The Directors have no present intention to exercise the authorities conferred by these Resolutions.

The Directors confirm their intention to follow the provisions of the PEG Statement of Principles regarding cumulative usage of authorities within a rolling three-year period. Those provisions provide that a company should not allot shares for cash representing either in excess of an amount equal to 5% of the total issued ordinary share capital (excluding treasury shares) or in excess of an amount equal to 7.5% of the total issued ordinary share capital (excluding treasury shares) within a rolling three-year period, other than to existing shareholders, without prior consultation with shareholders. This limit excludes any ordinary shares issued pursuant to a general disapplication of pre-emption rights in connection with an acquisition or specified capital investment.

The PEG Statement of Principles is available from www.pre-emptiongroup.org.uk.

Resolution 20 – Authority to purchase own shares

This Resolution 20 renews the authority granted at last year's AGM. The Resolution authorises the Company to buy back up to 150,210,000 of its issued ordinary shares. This is equal to just under 10% of the Company's issued ordinary shares on the Latest Practicable Date. The Resolution sets out the lowest and highest prices that the Company can pay for the ordinary shares.

The Directors have no present intention of exercising this authority to buy back the Company's ordinary shares but will keep the matter under review, taking into account other investment opportunities.

The authority would only be exercised if and when, in the light of market conditions prevailing at the time, the Directors believe that the effect of such purchases 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.

Any shares which are bought back under this authority may either be cancelled or held in treasury. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares. If Resolution 20 is passed and purchases made, it is the Company's present intention that it would cancel all shares purchased pursuant to the authority granted. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors would reassess whether to cancel the purchased shares or hold them in treasury at the time of any and each actual purchase.

As at 7 May 2020 employee share options were outstanding over 11,301,277 ordinary shares, representing approximately 0.752% 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 0.836% of the Company's issued ordinary share capital (excluding treasury shares).

The authority will automatically expire at the earlier of the conclusion of the Company's next AGM or close of business on 12 September 2021.

Resolution 21 – Adoption of new Articles of Association

This Resolution 21 seeks shareholder approval to adopt the New Articles in place of the Company's existing Articles which were adopted in 2014. The changes being introduced in the New Articles are summarised in Appendix II and are primarily to reflect certain developments in practice.

A copy of the New Articles, and a copy of the current Articles marked to show the changes, are available for inspection as described in Note 9 on page 15, at www.informa.com and will also be available at the AGM.

Resolution 22 - Authority to call General Meetings on 14 days' notice

This Resolution 22 would renew the authority that was given at the 2019 AGM and allow the Company to call general meetings (other than annual general meetings) on 14 clear days' notice.

The 2006 Act requires listed companies to call general meetings on at least 21 clear days' notice unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Annual general meetings must always be held on at least 21 clear days' notice.

The authority granted by this Resolution, if passed, will be effective until the Company's next annual general meeting when it is intended that a similar resolution will be proposed.

The flexibility offered by this Resolution will only be used where, taking into account the circumstances, the Directors consider it is merited by the business of the general meeting and is thought to be to the advantage of the Company and shareholders as a whole. The Company offers the facility for all shareholders to vote by electronic means at any general meeting. The Company also provides the ability to appoint proxies electronically through CREST and retail shareholders can vote online via www.investorcentre.co.uk/eproxy.

Appendix I

Directors' Remuneration Policy

REMUNERATION POLICY – INTRODUCTION

The current Directors' Remuneration Policy was approved by shareholders at the 2018 AGM and would, in the ordinary course, expire on 25 May 2021. The Remuneration Committee had therefore committed to undertake formal consultation on a new Directors' Remuneration Policy in the second half of 2020 and early 2021 in order to put the new Policy to shareholders for approval at the AGM in 2021. This timeline was also scheduled to coincide with completion of the Chairman succession process.

In light of the unprecedented business and economic uncertainties and distractions caused by COVID-19, the Remuneration Committee has concluded that 2020 is unlikely to provide the suitably appropriate context required to consider a Directors' Remuneration Policy that could apply to the Company for the following three years. It feels it would be appropriate and far more effective to wait until there is greater clarity on the future market environment and the Chairman succession process is complete before proposing any changes to the Policy.

Consequently, the Remuneration Committee is proposing that the existing policy should be extended, with shareholder approval at the 2020 AGM, so as to provide further time to consider and consult on a new Directors' Remuneration Policy that is appropriate for the following three year period. If approved by shareholders, the existing Directors' Remuneration Policy will (subject only to the changes referred to below) become valid for no longer than the next three years until the 2023 AGM, although the Remuneration Committee's current expectation is that it would be in a position to propose a new policy to shareholders at the Company's AGM in 2022.

This appendix sets out in full the Directors' Remuneration Policy approved at the 2018 AGM. The only changes proposed to the existing policy are:

1. the pay for performance bar chart has been updated to reflect remuneration outcomes for 2020;
2. as required by a change in legislation since the 2018 AGM, the pay for performance bar chart includes a new section setting out the maximum remuneration receivable assuming a share price appreciation of 50% over the performance period;
3. the list of Directors and the date of their original contracts has been updated to reflect the current Board;
4. the reference to the shareholder consultation has been broadened to reflect the regular shareholder engagement since May 2018; and
5. dates and references to the 2018 AGM have been updated as appropriate.

REMUNERATION POLICY

The following tables summarise the six key elements of Executive Director remuneration packages and the fees paid to the Chairman and Non-Executive Directors.

Executive Directors

Base salary

Overview and link to strategy

Executive Directors receive an annual salary, which is targeted to be broadly market competitive.

Operation

Reviewed by the Committee prior to the beginning of each year and on a change of position or scope of responsibility.

In deciding appropriate levels, the Committee considers pay practices in the Group as a whole and makes reference to objective external data that gives current information on remuneration practices in appropriate comparator companies of a similar size to Informa.

If, in the Committee's judgement, it is appropriate to appoint an individual on a salary below market norms, the Committee may exceed the normal rate of increase set out in the Policy Table in the following two to three years based on performance in role.

Performance framework

Not subject to performance measures. However, an individual's experience, development and performance in the role will be taken into account when setting and reviewing salary levels.

Maximum

There are no prescribed maximum increases for base salary. In usual circumstances, increases will be broadly in line with those awarded to Group colleagues taking into account performance and geography. In exceptional circumstances, such as following a significant increase in the size and/or complexity of the Group or an individual's role and scope, the Committee can exceed the normal level of increase.

The Committee will provide the rationale for any such higher increases in the Annual Report on Remuneration following the increase.

Benefits

Overview and link to strategy

The arrangements offer Executive Directors market competitive benefits to retain and attract high-calibre individuals.

Operation

Ongoing benefits may include but are not limited to company car, car allowance, death-in-service insurance coverage, family private health insurance, family dental insurance, accident insurance and permanent health insurance cover.

In the event of an international relocation, additional benefits may include but are not limited to relocation, housing and schooling costs, financial advice and repatriation. It is the intention that any such arrangements ensure that an individual is not adversely impacted should the Group require them to relocate.

Performance Framework

Not subject to performance measurement.

Maximum

The maximum car allowance is £20,000 per annum. Other benefits are provided through third parties and therefore the cost to the Company and value to the Executive Directors may vary.

However, the nature of the provision will remain unchanged.

There is no prescribed maximum for benefits related to an international relocation given the nature of the provision and the amounts will vary based on factors such as an individual's circumstances and the countries involved.

Retirement and life assurance benefits

Overview and link to strategy

The arrangements offer Executive Directors a retirement plan contribution which is motivating and in line with previous plans at the point of recruitment as well as in line with the market.

Operation

Retirement benefits will be paid in part or in full into a Group Personal Pension or Personal Pension vehicle. The pension allowance may also be taken in part or in full as a gross cash payment. Any cash payment will be paid monthly. Life assurance is payable in a lump sum, in the event of the insured individual's death-in-service.

Performance framework

Not subject to performance measurement.

Maximum

Retirement benefits: 25% of base salary.

Life assurance: Four times base salary.

Short term incentive plan ("STIP")

Overview and link to strategy

The STIP rewards Executive Directors for delivery of excellent levels of annual performance.

Performance metrics are selected to ensure a focus on improvements in short-term performance that will help drive the sustainable long-term success of the Group.

Operation

Bonus can be delivered entirely in cash, or in a combination of cash and shares. Any bonus up to 100% of base salary is paid in cash and any above 100% of base salary is deferred in shares for a period of three years under the Deferred Share Bonus Plan ("DSBP").

Participants will receive a dividend equivalent payment in the form of cash or shares in respect of DSBP awards that vest.

In certain circumstances the Committee will have the discretion to reduce the size of or cancel an unvested award ("malus") under the DSBP or require the repayment of the cash bonus or shares received (or an equivalent cash amount) ("clawback") once awards have been received by the Executive Director.

Performance framework

The performance measures, weightings and targets are set annually by the Committee.

Bonus opportunity will be linked to the achievement of challenging financial and, when appropriate, non-financial performance targets. Details of the measures and their weightings will be disclosed annually in the Annual Report on Remuneration, with the targets disclosed retrospectively in the following year provided they are not deemed to be commercially sensitive at that time.

Maximum

Below threshold performance results in a zero bonus.

Threshold performance results in a bonus of up to 25% of maximum of the award.

On target performance results in a bonus of up to 67% of maximum of the award.

Maximum opportunity is 175% of salary.

The Committee reserves the right to adjust the targets if events occur (e.g. material acquisition and/or divestment of a Group business) which cause it to determine that they are no longer appropriate.

Long term incentive plan ("LTIP")

Overview and link to strategy

The LTIP rewards Executive Directors for delivery of strong, sustained performance over a period of typically three years.

Operation

Executive Directors can receive an annual award of shares (or share-based equivalent) subject to the achievement of specified performance conditions over typically a three-year performance period.

Awards may vest or become exercisable after a minimum of three years, and a two-year holding period applies for vested exercisable awards, during which time they may not sell their shares which are vested under LTIP, save to cover tax or to meet other regulatory requirements.

Participants will receive a dividend equivalent payment in the form of cash or shares in respect of awards that vest.

In certain circumstances, the Committee will have the discretion to reduce the size of or cancel an unvested award ("malus") under any share plan or bonus plan operated by the Company or require the repayment of the shares received (or an equivalent cash amount) ("clawback") once shares have been received or options exercised by the Executive Director.

Performance framework

The performance measures, weightings and targets are set annually by the Committee.

LTIP awards will be linked to the achievement of challenging financial and, when appropriate, non-financial performance targets.

Details of the measures and their weightings will be disclosed annually in the Annual Report on Remuneration, with the targets disclosed, at the start of the performance period, provided they are not deemed to be commercially sensitive.

At the end of the performance period, the Committee will assess performance against the targets set and review any other relevant events during the period in reaching a judgement with respect to the overall level of vesting under the award.

Maximum

Below threshold performance results in a zero vesting.

Threshold performance results in vesting of up to 25% of maximum of the award.

On target performance results in vesting of up to 67% of maximum of the award.

Maximum award is up to 325% of salary.

Share incentive plans (“SIPS”)

Overview and link to strategy

To encourage share ownership in Informa in those markets where SIPS are operated.

Operation

SIPS may be operated in markets that Informa operates in. These SIPS will be informed by relevant tax and share legislation. For example, in the UK, the Company operates a SIP which qualifies for tax benefits.

The Committee retains the discretion to allow Executive Directors to participate in SIPS that operate in their home market, where the terms of participation are consistent for all eligible colleagues.

The Board has shareholder authority to match colleague subscriptions up to a maximum two for one basis.

Performance framework

Not subject to performance measurement.

Maximum

Limits vary according to local market practice. In the UK, the default limits set out in the UK tax legislation will serve as a maximum, although lower levels may be operated in practice.

Chairman and Non-Executive Directors fees

Overview and link to strategy

The fees are set to attract and retain high calibre individuals by offering market competitive fees, considering the time that is required to fulfil the relevant role.

Operation

Fees are reviewed annually.

The Chairman of the Board is paid a consolidated fee to reflect all the duties associated with the position.

The Non-Executive Directors receive a base fee reflecting their duties on the Board and memberships of any Committees.

The Senior Independent Director and chairs of Board Committees are eligible for an additional fee, reflecting the additional time and expertise required.

The Chairman and Non-Executive Directors are covered under the Group accident and travel policy as it relates to work on behalf of Informa. Expenses in line with Informa policy will be reimbursed.

Performance framework

Not subject to performance measurement.

Maximum

There is no prescribed individual maximum but the fee levels will reflect prevailing market practice and salary increases across the Group. The maximum annual aggregate fee for all Non-Executive Directors is as set out in the Company's Articles of Association, but

may increase or decrease if the Articles of Association are amended to reflect such a change. The current maximum annual aggregate fee is £1,500,000.

The Committee is satisfied that the Remuneration Policy is in the best interests of shareholders and does not promote excessive risk-taking. The Committee retains discretion to make non-significant changes to the Remuneration Policy without reverting to shareholders.

Shareholding requirements

The percentage of salary the Executive Directors are required to hold in shares or in exercisable options over shares is equivalent to the level of their largest outstanding LTIP award on a 1 for 1 basis. The increased shareholding requirements took effect from the 2018 AGM. New Executive Directors are expected to meet the guideline within five years of appointment and maintain this throughout their term, and current Executive Directors will be expected to meet the increased requirement within five years of 25 May 2018, the date of the 2018 AGM.

Malus and clawback

Malus and clawback powers in the STIP, DSBP and LTIP may be applied over a three-year period in the case of:

- material misstatement of the Group's financial results;
- a mathematical error in the calculation in the number of shares or the amount of cash payment under an award;
- as a result of a regulatory investigation or a breach of any material legislation, rule or code of conduct; and
- if, after the Executive Director has left employment with the Group, facts emerge which, if known at the time, would have resulted in either the share award lapsing or discretion being applied by the Board.

Legacy arrangements

Executive Directors are eligible to receive payment from any award or other remuneration arrangements made prior to the approval of the current Remuneration Policy (such as the vesting of LTIP awards made under a previous Remuneration Policy or made prior to appointment to the Board). Details of any such payments will be set out in the relevant year's Annual Report on Remuneration as they arise.

Performance measures and the target setting process

The performance measures that apply to the STIP and LTIP awards are selected by the Committee to align with the Group's strategic priorities and contribute to the creation of long-term value.

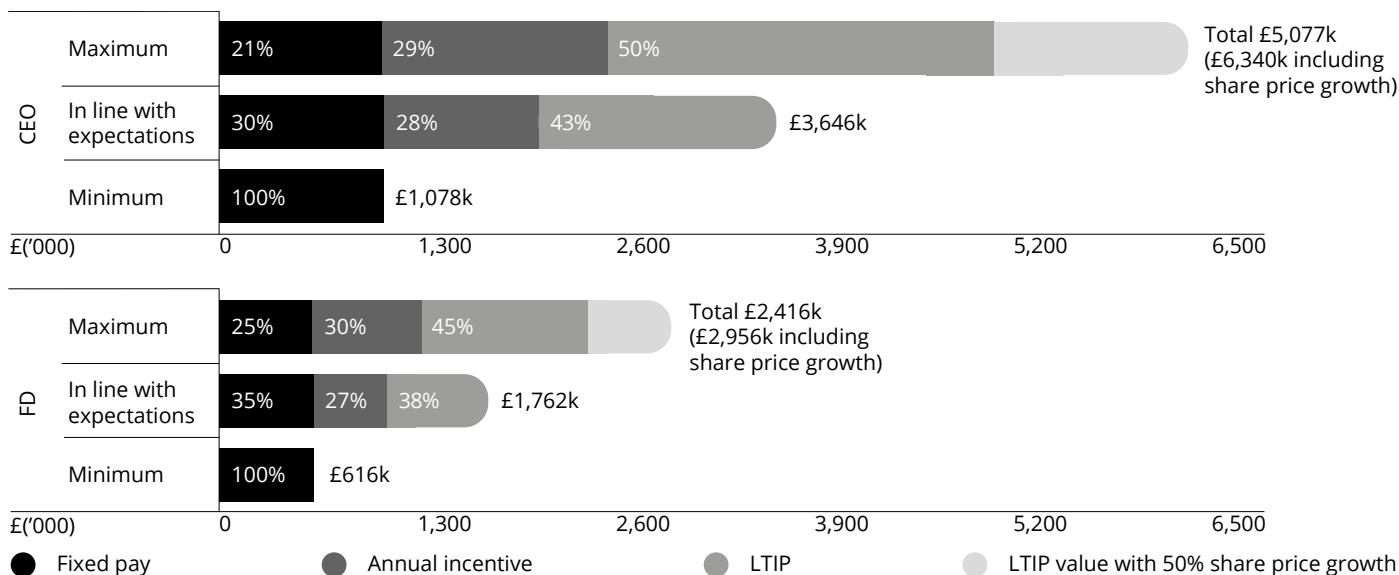
The Committee considers a range of factors including internal budgets, strategic ambitions, analysts' consensus views and investor expectations, as well as performance on environmental, social and governance issues. Depending on the nature of the measure, some factors play a greater role than others but all targets are set to ensure they are suitably challenging. The Committee judges that the performance measures for both Executive Directors and senior management do not raise environmental, social, governance or operational risks by inadvertently motivating irresponsible behaviours.

Pay for performance scenarios

The charts below provide an illustration of the projected remuneration outcomes for Executive Directors in 2020. The Remuneration Policy includes the authority for a maximum opportunity of 175% of salary for the STIP and 325% of salary for the LTIP.

In 2020, the Committee is implementing the Policy to provide the Group Chief Executive with a maximum STIP opportunity of 175% of salary and a maximum LTIP opportunity of 300% of salary. For the Group Finance Director, the Committee is implementing the Policy to provide a maximum STIP opportunity of 150% of salary and a maximum LTIP opportunity of 300% of salary. The charts below illustrate the projected value and breakdown of remuneration for each Executive Director on this basis.

The projected values exclude the impact of any share price movements, except in relation to the final section which assumes that long-term incentive awards vest in full together with a share price appreciation of 50%.



Other remuneration policies appointments to the Board

The Committee will take a number of factors into account when making a Board appointment, depending on whether it is an external hire or internal promotion.

The intention is that elements of pay will be consistent with the Remuneration Policy Table above. To allow for the uncertainties associated with making appointments, particularly when recruiting externally, the following guiding principles also form part of the appointments policy for Executive Directors:

- Salary levels will be informed by the factors set out in the Policy Table and by the individual's prior experience. If the Committee judges it appropriate to appoint an individual on a salary below market norms, it may exceed the normal rate of increase set out in the Policy Table in the two to three years following, based on performance in role.
- Benefits will be in line with the elements set out in the Policy Table, but may vary if a non-UK national is appointed or if a role is to be based outside the UK.
- Subject to the bullet point below, the aggregate incentive awards that can be received in one year will not exceed the maxima in the Policy Table. In the year of appointment, an off-cycle award under the LTIP may be made by the Committee to ensure an immediate alignment of interests. Performance measures and targets will be reviewed and may be changed to ensure they are appropriate depending on the timing and nature of the appointment.

- In the event of an external appointment, the Committee may buy-out incentive awards (both annual and long term) that the individual has forfeited on departure. In determining the nature of any award, the Committee will take account of the likelihood of vesting, the applicability of performance requirements, the time horizons, the anticipated value of any awards and the vehicle of the awards. The fair value of the buy-out award would be no greater than the awards being replaced. In order to facilitate like-for-like buy-out awards on recruitment, the Committee may avail itself of Listing Rule 9.4.2 to apply an alternative incentive structure, if required.
- In the event of an internal appointment to the Board, pre-existing obligations can be honoured by the Committee and so payment will be permitted under this Remuneration Policy.

Fees for any new Non-Executive Director will be set in accordance with the prevailing level for other Non-Executive Directors at the time of the appointment. In the event of a new Chairman being appointed, the consolidated fee will be informed by the individual's experience and profile, as well as the anticipated time commitment and market rates.

The Group may pay expenses and additional benefits related to travel and relocation depending on the nationality and home market of the incumbent.

Service contracts

The Committee's policy with respect to Executive Director service contracts is summarised below.

Notice period	Up to 12 months' prior notice by either party
Payment in lieu of notice ("PILON")	Payment on immediate termination by the Company, of salary, benefits allowance and pensions allowance covering the Executive Director's notice period. Such payments are to be made in equal monthly instalments in arrears and the Group is entitled to reduce such payments by the amount of any earnings received or receivable by the Executive Director from any other employment, engagement, office or appointment in respect of the same period.
Change of control provisions	The Executive Director will have no claim against the Group or against the undertaking arising out of or connected with a change of control of the Company.
Entitlements on termination	No automatic entitlement to compensation for the loss of any rights or benefits under any share option, bonus, LTIP or other profit sharing or benefit scheme operated by the Company.

No payment of salary, benefits allowance, pensions allowance or bonus except for that described above in PILON.

Loss of office

The Committee's principle around loss of office is that no payments for failure will be made. Loss of office payments will be made in accordance with the relevant contractual employment or settlement obligations and provisions under the plan rules:

Scenario	Timing and calculation of payment/vesting	
STIP	Retirement, injury, disability, ill-health, redundancy, sale of employer or business out of the Group or negotiated termination not for cause or any other reason at the Committee's discretion	Performance is typically assessed at the end of the year in the normal way, and any resulting bonus is pro-rated for time served during the year and paid on the normal payment date. The Committee retains discretion to dis-apply time pro-rating or accelerate testing of performance.
	Death	The Committee may make a payment subject to performance. Any resulting bonus is typically pro-rated for time and paid as soon as possible after the date of death.
	Change of control	The Committee will assess the most appropriate treatment for the outstanding bonus period according to the circumstances.
	All other reasons	No bonus is paid.
DSBP	Retirement, injury, disability, ill-health, redundancy, sale of employer or business out of the Group, or any other reason at the Committee's discretion	Awards vest at the end of the vesting period with Committee discretion to accelerate vesting.
	Death	Awards vest immediately.
	Change of control	Awards normally vest immediately; alternatively, awards may be exchanged for new equivalent awards in the acquirer where appropriate.
	All other reasons	Awards lapse.

Directors' contracts

Each of the Non-Executive Directors has specific terms of appointment.

The dates of the Directors' original contracts are shown in the table below. The current contracts, which include details of remuneration, are available for inspection at the Company's registered office and will be available for inspection at the AGM. The Non-Executive Directors' letters of appointment are terminable by either party on three months' notice.

	Date of original contract
Executive Directors	
Stephen A. Carter CBE ¹	9 July 2013
Gareth Wright	9 July 2014
Non-Executive Directors	
Derek Mapp	17 March 2008
Gareth Bullock	1 January 2014
Helen Owers	1 January 2014
Stephen Davidson	1 September 2015
David Flaschen	1 September 2015
John Rishton	1 September 2016
Mary McDowell	15 June 2018
Gill Whitehead	1 August 2019

¹ Stephen A. Carter was appointed as CEO-Designate on 1 September 2013 and became Group Chief Executive on 1 December 2013.

Scenario	Timing and calculation of payment/vesting
LTIP Retirement, injury, disability, ill-health, redundancy, sale of employer or business out of the Group, or any other reason at the Committee's discretion	Any unvested awards normally vest on the normal vesting date, subject to performance, and will be pro-rated for time (based on the proportion of the vesting period elapsed). The Committee retains discretion to accelerate testing of performance and vesting and dis-apply time pro-rating.
Death	Any unvested awards vest immediately, subject to performance and time pro-rating (which the Committee retains the discretion to dis-apply).
Change of control	Any unvested awards normally vest immediately, subject to performance, and will be pro-rated for time (based on the proportion of the vesting period elapsed). Alternatively, awards may be exchanged for new equivalent awards in the acquirer where appropriate. The Committee retains discretion to dis-apply time pro-rating.
All other reasons	Awards lapse.

In respect of vested LTIP awards that are still subject to a holding period, awards will normally be released at the end of the holding period, though the Committee has discretion to determine otherwise, taking into account the circumstances at the time.

The Group may terminate an Executive Director's service contract with immediate effect, by giving written notice of its intention to make a payment in lieu of notice, to the Executive Director, that is equal to the salary, benefits allowance and pensions allowance that they would be entitled to receive during the unexpired part of the notice period, less any required deductions.

Letters of appointment of the Chairman and Non-Executive Directors provide for payment of accrued fees up to the date of termination, as well as the reimbursement of any expenses properly incurred prior to the date of termination. Termination may be for any reason, including resignation, non-re-election by shareholders, gross misconduct or termination for cause.

Considerations taken into account when setting the directors' remuneration policy

In determining the Remuneration Policy, the Committee's primary focus is on the needs of the business, its alignment with Group strategy, and the best interests of shareholders. Market practice more generally, feedback from shareholders and aspects of practices across the Group are taken into account.

Practices across the group

The Group is diverse, operating in many different countries and vertical markets, and with several different lines of business. Where businesses join the Group through acquisition, this can also create a level of difference in remuneration practices.

As a result of this diversity, the level and structure of remuneration for different groups of colleagues differ from the Remuneration Policy for Executive Directors. The intention is that all remuneration agreements consider all reasonable factors, and the Committee takes into account certain aspects of Group-wide remuneration, such as base pay increases, when setting the Remuneration Policy. Other aspects are less relevant because of the operational differences influenced by geography, line of business and in some instances legacy plans from acquired businesses.

The Committee has not sought the views of colleagues in formulating the Remuneration Policy because of the operational challenges and cost associated with undertaking such an exercise, and no comparison metrics are used.

For the senior management team, base salary is reviewed annually and takes into account factors consistent with those applied to Executive Director pay. Incentive pay varies significantly with greater focus placed on the annual performance of the relevant Division or business unit.

The Group's remuneration policy for colleagues as a whole is based on principles that are broadly consistent with those applied to Executive Directors. Annual salary reviews for colleagues are conducted at the same time as the annual salary review for Executive Directors, and take into account personal performance, the performance of the Group and salary levels for similar roles in comparable companies.

Colleagues below executive level are eligible to participate in annual bonus schemes and receive benefits and retirement benefits. They are also entitled to participate in ShareMatch on the same terms as the Executive Directors.

Feedback from shareholders

The Committee considers all feedback from shareholders. This includes the extensive consultation undertaken when the Remuneration Policy was first proposed and approved in 2018, numerous subsequent shareholder meetings (including the Chairman's Annual Shareholder Roadshow) and at the AGM each year, together with the guidance from shareholder representative bodies.

The Committee maintains an open and transparent dialogue with shareholders and takes an active interest in voting outcomes. The Committee engages with shareholders when appropriate on specific matters.

External directorships

The Executive Directors are entitled to accept appointments outside of the Company, provided that the Chairman determines that it is appropriate. The Executive Director will be entitled to retain any fees in relation to such outside appointment.

Appendix II

Proposed changes to the Articles of Association

Hybrid general meetings

The New Articles permit the Company to hold general meetings where shareholders may attend either at the physical location of the meeting or by electronic means. Certain consequential changes to facilitate this amendment have been made throughout the New Articles.

Nothing in the New Articles will prevent the Company from holding physical general meetings nor do they allow the Company to hold purely electronic meetings.

Annual appointment and re-appointment of Directors

The New Articles state that where Directors have not been appointed or reappointed at an AGM and this results in the total number of Directors being fewer than the minimum number required by the articles, all retiring Directors who stood for re-appointment at the AGM shall be deemed to be re-appointed and shall remain in office for certain limited purposes. The New Articles require a general meeting to be convened as soon as reasonably practicable after the relevant AGM in order to appoint, or ratify the appointment of, new Directors and for the existing Directors who were not re-appointed at the AGM to retire.

Payment of dividends

The New Articles include updated provisions on payment procedures for dividends or other distributions in line with market practice. The amendments are intended to improve shareholder services by encouraging secure electronic funds transfers and prompt receipt of dividends.

The New Articles confirm the existing flexibility under the current Articles to allow the payment of dividends or other sums by different methods (including by cheque, bank transfer or other funds transfer). The New Articles grant the Board greater flexibility in deciding the payment methods to be used on any particular occasion and the Board considers it prudent for there to be increased flexibility in this regard. Article 103.2 of the New Articles provides that the Board may (i) specify one or more payment methods to be used and allow shareholders to elect one of those payment methods; (ii) specify one or more payment methods to be used as a default payment method unless shareholders elect otherwise as the Board may permit; or (iii) specify one or more payment methods to be used without offering shareholders the option to elect otherwise.

The New Articles also allow the Company to treat a dividend or other distribution as unclaimed if the relevant shareholder does not supply payment information or if the dividend cannot be paid by the Company using the details provided.

Other changes which are of a minor, technical or clarifying nature, have not been summarised.

Shareholder Notes

The following notes explain your general rights as a shareholder and your rights to attend and vote at the AGM or to appoint someone else to vote on your behalf. In light of the **Stay-at-Home Measures** which prohibit all non-essential travel and public gatherings of more than two people, shareholders are strongly encouraged not to try to attend this year's AGM. Shareholders should bear in mind that it is possible that any shareholder who does nevertheless travel to attend the AGM in person could be denied access to it, if the Chairman of the meeting considers this necessary, given the circumstances at the time.

The UK Government may yet change current restrictions over the coming weeks which might then allow the Company to host a more traditional AGM. Any such changes will be communicated to shareholders in advance through the Group's website at informa.com/investors/shareholder-centre/general-meetings.

Given the degree of uncertainty, we encourage shareholders to submit a proxy vote in advance of the meeting, appointing the Chairman of the Meeting as their proxy. Forms of proxy should be submitted as soon as possible and in any event by no later than 11.00 am on Wednesday 10 June 2020. If you appoint someone other than the Chairman of the meeting as your proxy, it is likely that they will be refused entry to the meeting and will not therefore be able to vote.

Entitlement to attend and vote

1. Only those shareholders whose names are registered on the register of members of the Company at 10.00 pm on Wednesday 10 June 2020 (or, in the event of any adjournment, 10.00 pm on the date which is two days before the time of the adjourned meeting excluding any non-working days) are entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote.
2. 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.

Appointment of proxy

3. Shareholders 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 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 shareholder. Any 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 proxy form which must be used to make such appointment and give proxy instructions accompanies this Notice. Please read the instructions on the proxy form to ensure the valid appointment of your proxy or proxies. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's Registrar, Computershare on 0370 707 1679. Lines are open from 8.30am to 5.30pm, Monday to Friday.

You can only appoint a proxy using the procedures set out in proxy instructions.

To be valid, any proxy form, and the original (or a certified true copy) of any power of attorney or other authority under which the proxy form is signed, must be deposited at the offices of the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BL99 6ZY, no later than 11.00 am on Wednesday 10 June 2020. A reply-paid envelope has been enclosed for the return of your proxy form.

Alternatively, shareholders may register the appointment of a proxy electronically by logging on to the website www.investorcentre.co.uk/eproxy. To appoint a proxy electronically, you will require the Control Number,

Shareholder Reference Number and PIN detailed on your proxy form or the electronic broadcast you received from us.

Electronic proxy appointments must also be received by the Company's Registrar, Computershare, no later than 11.00am on Wednesday 10 June 2020. Proxies received after that date or sent to any other address, will not be valid. Any electronic communication found to contain a computer virus will not be accepted.

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Shareholders may not use any electronic address provided either in this Notice or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated. Shareholders may not use any telephone number set out in this Notice for the purpose of lodging instructions for the 2020 AGM. Similarly, the Company's website may not be used to send documents or instructions for the AGM.

CREST

4. 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 Friday 12 June 2020 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com). 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 this Notice.

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 Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this 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 (as amended).

Corporate Representatives

5. 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.

Nominated Persons

6. Any person to whom this Notice is sent who is a person nominated under section 146 of the 2006 Act 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 in Note 3 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.

Nominated Persons are reminded that they should contact the registered holder of their shares, and not the Company, on matters relating to their investments in the Company.

Total voting rights

7. As at 7 May 2020 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 1,502,123,642 ordinary shares carrying one vote each. The Company does not hold any shares in treasury.

Requests under section 527 of the 2006 Act

8. 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.

Documents available for inspection

9. Copies of the Executive Directors' service contracts, the letters of appointment of the Non- Executive Directors and the Current and New Articles 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 AGM from 10.00 am until its conclusion.

Website

10. A copy of this Notice, and other information required by section 311A of the 2006 Act, can be found at www.informa.com.

Voting results

11. The results of the voting at the AGM will be announced through a regulatory information service and will appear on our website www.informa.com as soon as reasonably practicable following the conclusion of the AGM.

Meeting information

12. **Location:** 240 Blackfriars Road, London SE1 8BF

Date: Friday 12 June 2020

Time: 11:00 a.m.

Notwithstanding the venue information above and as per the Chairman's Explanatory Letter, the Board's strong recommendation is that shareholders do not attend the AGM in person this year and, instead, submit proxy votes as set out in this Notice of Meeting. Moreover, the Board would like to re-iterate that, if any shareholder does, nonetheless, travel to attend the meeting in person, it is possible that they could be denied access to it based on the prevailing circumstances.

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