

Informa plc

The following resolutions were passed on a poll at the General Meeting of Informa plc held on 23 May 2014:

Passed as special resolutions:-

1. THAT:

subject to and conditional upon the passing of Special Resolution 2 set out in this Notice, for the purpose of giving effect to the scheme of arrangement dated 15 April 2014 between the Company and the holders of the Scheme Shares (as such term is defined in the said scheme), a print of which has been produced to this meeting and for the purposes of identification signed by the Chairman, in its original form or subject to any modification, addition or condition approved or imposed by the Jersey Court (the "**Scheme**"):

- (a) the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
- (b) in connection with the Scheme:
 - (i) the share capital of the Company be reduced by cancelling and extinguishing the Scheme Shares; and
 - (ii) forthwith and contingently upon such reduction of capital taking effect:
 - (A) the authorised share capital of the Company be increased to its former amount by the creation of such number of ordinary shares of 0.1 pence each in the capital of the Company ("**Informa New Ordinary Shares**") as is equal to the aggregate number of Scheme Shares cancelled pursuant to paragraph 1(b)(i) of this resolution;
 - (B) the Company shall apply the credit arising in its books of account on such reduction of capital in paying up, in full at par, the Informa New Ordinary Shares, which shall be allotted and issued, credited as fully paid, to Informa Limited, a private company limited by shares incorporated in England and Wales with registered number 8860726, which is expected to be re-registered as a public company limited by shares with the name 'Informa PLC' prior to such allotment and issue ("**New Informa**") and/or its nominee or nominees; and
 - (C) the directors of the Company be and they are hereby generally and unconditionally authorised, for the purposes of Article 6 of the Company's articles of association, to allot the Informa New Ordinary Shares provided that:
 - I. the maximum nominal amount of share capital which may be allotted hereunder shall be £610,000;
 - II. this authority shall expire on the first anniversary of this resolution; and
 - III. this authority shall be in addition to any subsisting authority conferred on the directors of the Company pursuant to Article 6 of the Company's articles of association;
- (c) with effect from the passing of this resolution, the Company's Articles be amended as follows:

- (i) the adoption and inclusion of the following new Article 140:

"140. Scheme of Arrangement

- (1) For the purpose of this Article 140, references to the Scheme are to the scheme of arrangement between the Company and the holders of the Scheme Shares dated 15 April 2014 under Article 125 of the Companies (Jersey) Law 1991 in its original form or with or subject to any modification, addition or condition approved or imposed by the Royal Court of Jersey and (save as defined in this Article) expressions defined in the Scheme shall have the same meaning in this Article.
- (2) Notwithstanding any other provisions of these Articles, if any ordinary shares in the capital of the Company are allotted and issued to any person (a "**New Member**") other than New Informa and/or its nominee or nominees after the time at which this Article becomes effective and before 6.00 p.m. on the business day before the Effective Date (as defined in the Scheme), such ordinary shares in the share capital of the Company shall be allotted and issued subject to the terms of the Scheme and shall be Scheme Shares for the purposes thereof and the New Member, and any subsequent holder other than New Informa and/or its nominee or nominees, shall be bound by the terms of the Scheme.
- (3) Subject to the Scheme becoming effective, if any ordinary shares in the share capital of the Company are allotted and issued to a New Member at or after 6.00 p.m. on the business day before the Effective Date (the "**Post-Scheme Shares**"), they will, on receipt by the Company of an election in writing from New Informa, be immediately transferred to New Informa and/or its nominee or nominees in consideration of and conditional upon the issue or transfer to the New Member of one New Informa Share for each Post-Scheme Share, so transferred. Any New Informa Shares issued pursuant to this Article 140 to the New Member will be credited as fully paid and will rank equally in all respects with all New Informa Shares in issue at the time (other than as regards any dividend or other distribution payable, or return of capital made, by reference to a record time preceding the date of exchange) and will be subject to the Memorandum and Articles of Association of New Informa.
- (4) The number of New Informa Shares to be issued or transferred to the New Member under this Article 140 may be adjusted by the directors of the Company in such manner as the Company's auditors may determine on any reorganisation or material alteration of the share capital of either the Company or of New Informa or any other return of value to holders of New Informa Shares, provided always that any fractions of New Informa Shares shall be disregarded and shall be aggregated and sold for the benefit of New Informa.
- (5) In order to give effect to any such transfer required by this Article 140, the Company may appoint any person to execute and deliver a form of transfer on behalf of the New Member in favour of New Informa and/or its nominee or nominees and to agree for and on behalf of the New Member to become a member of New Informa. Pending the registration of New Informa as a holder of any Post-Scheme Shares to be transferred pursuant to this Article 140, New Informa shall be empowered to appoint a person nominated by the directors of the Company to act as attorney on behalf of the holder of the Post-Scheme Shares in accordance with such directions as New Informa may give in relation to any dealings with or disposal of the Post-Scheme

Shares (or any interest therein), exercising any rights attached thereto or receiving any distribution or other benefit accruing or payable in respect thereof and any holder of Post-Scheme Shares shall exercise all rights attached thereto in accordance with the directions of New Informa but not otherwise. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares.

- (6) If the Scheme shall not have become effective by the applicable date referred to in Clause 7(b) of the Scheme, this Article 140 shall cease to be of any effect.

2. THAT, subject to and conditional upon: (i) the passing of Special Resolution 1 set out in this Notice; (ii) the ordinary shares of 435 pence each (or such other nominal value as New Informa shall resolve) in the capital of New Informa ("**New Informa Shares**") required to be allotted and issued by New Informa pursuant to the Scheme having been allotted and issued and registered in the names of the persons entitled to such New Informa Shares in New Informa's register of members; and (iii) the Scheme becoming effective:

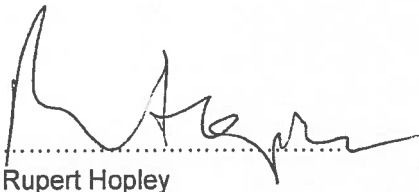
the share capital of New Informa be reduced by reducing the nominal value of such New Informa Shares to 0.1p.

3. THAT, subject to and conditional upon the passing of Special Resolutions 1 and 2 set out in this Notice, a general meeting of New Informa, other than an annual general meeting, may be called on not less than 14 clear days notice.

Passed as an ordinary resolution:-

4. (a) THAT conditional upon the Scheme becoming effective, the rules of the Informa 2014 Investment Plan (the "**New SIP**"), the main features of which are summarised in paragraph 10 of Part IV of the Circular and produced in draft to this meeting and, for the purposes of identification initialled by the Chairman, be and are hereby approved and the directors of New Informa, or a duly authorised committee of them, be authorised to:
- (i) make such modifications to the New SIP as they may consider appropriate to take account of the requirements of best practice and for the implementation of the New SIP (including making any amendments required in order to satisfy the requirements of Schedule 2 to the Income Tax (Earnings and Pensions) Act 2003) and to adopt the New SIP as so modified and to do all such other acts and things as they may consider appropriate to implement the New SIP; and
 - (ii) establish further plans based on the New SIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the New SIP.
- (b) THAT conditional upon the Scheme becoming effective, the rules of the Informa 2014 Long Term Incentive Plan (the "**New LTIP**"), the main features of which are summarised in paragraph 10 of Part IV of the Circular and produced in draft to this meeting and, for the purposes of identification initialled by the Chairman, be and are hereby approved and the directors of New Informa, or a duly authorised committee of them, be authorised to:

- (i) make such modifications to the New LTIP as they may consider appropriate to take account of the requirements of best practice and for the implementation of the New LTIP and to adopt the New LTIP as so modified and to do all such other acts and things as they may consider appropriate to implement the New LTIP; and
- (ii) establish further plans based on the New LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the New LTIP.

A handwritten signature in black ink, appearing to read 'Rupert Hopley', is written over a horizontal dotted line.

Rupert Hopley
Company Secretary

Date: 23 May 2014