

## Informa PLC

At the Annual General Meeting ("AGM") of Informa PLC ("the Company") held at 240 Blackfriars Road, London SE1 8BF on 24 May 2018, the following resolutions relating to Special Business were passed:

### **PASSED AS ORDINARY RESOLUTIONS:**

#### **Resolution 17: 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 next annual general meeting of the Company or close of business on 30 June 2020.

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 18: Approval of the Informa ShareSave Plan**

That:

- (i) the rules of the Informa ShareSave Plan ("the Plan"), in the form produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification, the principal terms of which are summarised on pages 7 to 8 of the Notice of AGM, be and are hereby approved and the Directors be and are hereby authorised to adopt the Plan and to do all acts and things that they consider necessary or expedient to give effect to the Plan; and
- (ii) the Directors be and are hereby authorised to adopt further plans based on the Plan, 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 Plan.

#### **Resolution 19: 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 up to an aggregate nominal amount of £125,179.

This authority will apply until the earlier of the conclusion of the next annual general meeting of the Company or close of business on 30 June 2020 (unless previously renewed, varied or evoked by the Company in a general meeting), but so that 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.

**PASSED AS SPECIAL RESOLUTIONS:**

**Resolution 20: General power to disapply pre-emption rights**

That, in substitution for all existing powers and subject to the passing of Resolution 19, 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 Resolution 19 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:

- (i) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities:
  - (a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (b) to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary,
 and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirement of any regulatory body or stock exchange or any other matter; and
- (ii) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) above) up to an aggregate nominal amount of £62,589.

This authority will expire at the earlier of the conclusion of the next annual general meeting of the Company or close of business on 30 June 2020 (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 21: additional power to disapply pre-emption rights for acquisitions or capital investments**

That, in addition to any authority granted under Resolution 20 and subject to the passing of Resolution 19, the Directors be generally empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560(1) the 2006 Act) for cash under the authority given by Resolution 19 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:

- (i) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £62,589; and
- (ii) 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 next annual general meeting of the Company or close of business on 30 June 2020 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 22: Authority to purchase own shares**

That in accordance with section 701 of the Act, the Company be 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:

- (i) the maximum aggregate number of ordinary shares that may be purchased is 125,179,800 (representing just under 10% of the issued ordinary share capital);
- (ii) the minimum price (exclusive of expenses) which may be paid for an ordinary share is its nominal value; and
- (iii) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
  - (a) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
  - (b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out.

This authority will expire at the earlier of the conclusion of the next annual general meeting of the Company or close of business on 30 June 2020, 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 23: 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.

  
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**Rupert Hopley**  
Company Secretary  
Date: 24 May 2019