

Informa PLC

Notice of General Meeting

To be held on:
Monday, 4 May 2020
240 Blackfriars Road, London SE1 8BF at 8.00 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 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.

However, this document should not be forwarded to or transmitted in or into the United States, Australia, Canada or Japan or into any other jurisdiction if to do so would constitute a violation of the relevant laws and regulations in such other jurisdiction.

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EXPECTED TIMETABLE

2020

Placing of the Firm Placing Shares and the Conditional Placing Shares	Thursday, 16 April
Admission of the Firm Placing Shares	8.00 am on Monday, 20 April
Latest time and date for receipt of Forms of Proxy	8.00 am on Thursday, 30 April
General Meeting	8.00 am on Monday, 4 May
Admission of the Conditional Placing Shares	8.00 am on Tuesday, 5 May

DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

2006 Act	the Companies Act 2006
Admission	admission to the Official List maintained by the Financial Conduct Authority and to trading on the London Stock Exchange's main market
Board or Directors	the directors of the Company
Company or Informa	Informa PLC
Conditional Placing Shares	125,159,000 new Ordinary Shares to be issued pursuant to the Conditional Share Issuance
Conditional Share Issuance	the allotment and issuance of the Conditional Placing Shares conditional on Shareholder approval at the General Meeting
CREST	the facilities and procedures for the time being of the relevant system of which Euroclear has been approved as operator pursuant to the CREST Regulations
Firm Placing Shares	125,159,000 new Ordinary Shares to be issued pursuant to the Firm Share Issuance
Firm Share Issuance	the allotment and issuance of the Firm Placing Shares pursuant to the Company's existing share capital authority
Form of Proxy	the form of proxy accompanying this document for use by Shareholders in relation to voting at the General Meeting
General Meeting	the general meeting of the Company convened for 8.00 am on Monday, 4 May 2020, notice of which is set out at the end of this document
Group	Informa and its subsidiary undertakings
Notice of General Meeting	the notice of the General Meeting set out at the end of this document
Ordinary Shares	ordinary shares of 0.1 pence each in the capital of the Company
Placing	the non-preemptive issue of up to 250,318,000 new Ordinary Shares, representing approximately 19.99% of the Company's existing issued share capital pursuant to the Firm Share Issuance and the Conditional Share Issuance
Placing Announcement	the announcement dated 16 April 2020 issued by the Company in relation to the Placing
Placing Price	400 pence per Ordinary Share
Resolution	the resolution set out in the Notice of General Meeting
Shareholders	holders of Ordinary Shares
Trading Update	the Company's trading update announcement issued on 16 April 2020

Informa PLC

5 Howick Place, London SW1P 1WG

Registered in England and Wales: No.8860726

17 April 2020

Dear Shareholder

Stability & Strength

On behalf of the Board, I am writing to all Informa's Shareholders in regard to the Trading Update and the Placing Announcement issued on 16 April 2020, which included further details of the Group's **COVID-19 Action Plan** forming part of Informa's response to the COVID-19 pandemic.

Since the end of January, the scale, depth and reach of the COVID-19 pandemic has extended well beyond initial predictions, significantly impacting the world, global commerce and business and, in particular, Informa's Events-related businesses.

Whilst the power of Informa's B2B events businesses continue to be evidenced by customer re-bookings and low demand for rebates, it is now clear the path to the other side of COVID-19 will be more gradual and phased than initially anticipated.

Supported by further resilient performances and cashflows from Informa's subscriptions-related businesses (35% of revenue), the Company announced the extension of its COVID-19 Action Plan, introducing a series of enhanced measures, designed to build further **Stability and Strength**.

These complementary measures include a range of further actions to reduce the run-rate of costs, including the postponement of all recruitment, salary rises and non-essential projects, as well as a voluntary Leadership Salary Sacrifice, with the Group CEO and CFO volunteering 33%, all members of the Board 25% and all members of the Executive Management Team also 25% of their respective salaries.

In addition, we announced the temporary suspension of dividends, discussions on a debt covenant waiver and the issue of additional new equity by way of the Placing. Together, this combined set of actions provides Informa with **Stability and Strength** to the other side of the COVID-19 pandemic, enabling the Company to manage its brands and customer relationships for long-term growth and value.

Issue of New Equity

Having consulted with a number of major Shareholders, and noting recent statements issued by the Financial Conduct Authority and the Pre-Emption Group ("PEG") in relation to targeted equity issuances to help companies retain stability through the period of COVID-19, Informa announced, as part of the measures outlined above, a successful placing of new equity on 16 April 2020. The Company received commitments from institutional shareholders and investors for the issuance of 250,318,000 Ordinary Shares, representing approximately 19.99% of Informa's existing issued share capital, in line with the PEG's guidance, to raise gross proceeds of approximately £1,001 million.

As detailed below, these Ordinary Shares are being settled in two tranches; the first being the Firm Share Issuance and the second being the Conditional Share Issuance with a General Meeting being called to authorise that conditional tranche.

The net proceeds of the Placing, which includes full participation from your Board and Informa's entire international Executive Management Team, will be used to strengthen Informa's balance sheet, reduce overall net debt and lower leverage.

Summary of the Placing

At Informa's annual general meeting in May 2019, the Company obtained Shareholder approval to issue new Ordinary Shares of up to approximately 10% of the Company's issued ordinary share capital notwithstanding that the Investment Association's Share Capital Management Guidelines allow for such authority to be sought for a nominal amount of up to 33.33% of a company's issued share capital. While this was considered to be appropriate at the time, in light of the unforeseen and exceptional current circumstances, the Board considers it appropriate to effect the Placing of up to 250,318,000 new Ordinary Shares, representing approximately 19.99% of the Company's existing issued ordinary share capital.

125,159,000 new Ordinary Shares (representing approximately 9.99% of the Company's existing ordinary share capital) have been allotted at the Placing Price under the Company's existing share capital authority referred to above by way of the Firm Share Issuance and 125,159,000 new Ordinary Shares have been allotted at the Placing Price conditional on Shareholder approval by way of the Conditional Share Issuance. Therefore, the Company is convening the General Meeting on Monday, 4 May 2020, to obtain Shareholder approval for the issue of the Conditional Placing Shares.

The Firm Share Issuance is expected to settle and Admission of the Firm Placing Shares to become effective at 8.00 am on Monday, 20 April. The Conditional Share Issuance will only be settled, and Admission of the Conditional Placing Shares will only take place, following receipt of Shareholder's approval at the General meeting. Such settlement and Admission is expected to occur on or before 8.00 a.m. on Tuesday, 5 May 2020.

Allocations of Firm Placing Shares and Conditional Placing Shares are irrevocable. Firm Placing Shares and Conditional Placing Shares have been allocated proportionately with the same investors across the Firm Share Issuance and the Conditional Share Issuance, respectively, such that an investor who has been allocated a percentage of Firm Placing Shares under the Firm Share Issuance has also been conditionally allocated an equivalent percentage of Conditional Placing Shares under the Conditional Share Issuance. Such allocations to investors equate to approximately 50% of investors' total allocations of Firm Placing Shares and Conditional Placing Shares being under the Firm Share Issuance and the Conditional Share Issuance, respectively.

The Firm Placing Shares and the Conditional Placing Shares, when issued, will be fully paid and will rank *pari passu* in all respects with each other and with the existing Ordinary Shares, including, without limitation, the right to receive all dividends and other distributions declared, made or paid after the date of issue.

General Meeting

As announced in the Placing Announcement on 16 April 2020, Informa is proposing to hold the General Meeting at 8.00 am on Monday, 4 May 2020. The sole purpose of the General Meeting will be to approve a resolution to authorise your Directors to allot the Conditional Placing Shares. The Resolution to be proposed at the General Meeting is set out in the Notice of General Meeting on page 8 of this document. If passed, the Resolution will authorise the Directors to allot the 125,159,000 Ordinary Shares relating to the Conditional Share Issuance, representing:

- approximately 9.99%; and
- together with the Firm Share Issuance, in aggregate approximately 19.99%, of the existing issued share capital of the Company.

Explanatory notes to the Resolution and other Shareholder information are set out on pages 9 to 12 of this document.

The Board believes that approval of the Resolution at the General Meeting is in the best interests of Shareholders as a whole and recommends that Shareholders vote in favour of the Resolution at the General Meeting. You are therefore urged to complete and return the Form of Proxy without delay.

Attendance and voting – COVID-19

On 23 March 2020, the UK Government published compulsory measures (the “**Stay at Home Measures**”) prohibiting, among other things, public gatherings of more than two people.

The Board will continue to closely monitor the evolving COVID-19 (Coronavirus) situation and the related guidelines from governmental authorities, including the potential impact on attendance at the General Meeting. In normal circumstances, the Board values very highly the opportunity to meet Shareholders in person at its general meetings but we do not think that is appropriate for the General Meeting in light of this year’s exceptional circumstances.

Shareholders should bear in mind that it is also highly likely that any Shareholder who does, nonetheless, travel to attend the General Meeting in person could be denied access to it if, as would be anticipated, the Chairman of the meeting considers this necessary given the circumstances at the time, including specifically to comply with the Stay at Home Measures. On this basis, the Board feels that it is appropriate to request that Shareholders do not attempt to attend the General Meeting in person and, instead, that they submit a proxy vote using a Form of Proxy. Given these restrictions on public gatherings, shareholders are encouraged to appoint the “Chairman of the meeting” as their proxy rather than another person who will not be permitted to attend the meeting.

As with our annual general meetings in previous years, we will be conducting a poll vote on the Resolution rather than a vote on a show of hands. The result of the voting will be posted on the Company’s website after the General Meeting and notified to the London Stock Exchange.

Should a Shareholder have any question that they would have raised at the General Meeting in connection with the business of that meeting, we ask that they send it by email to **investorrelations@informa.com**. We will endeavour to provide answers to all appropriate questions and to publish such answers on our website as soon as practicable prior to the General Meeting.

This situation is constantly evolving and the UK Government may change the current restrictions or implement further measures during the affected period. Shareholder engagement is important to us even in these exceptional times. Although the restrictions mean that we will not be able to hold the General Meeting in the usual way, we would like to ensure that we can still be responsive to Shareholders. Shareholders should continue to monitor our website at www.informa.com/investors/shareholder-centre/general-meetings/ and London Stock Exchange announcements for any updates regarding the General Meeting. Alternatively, Shareholders can contact Computershare for updated information (please see Note 4 of the Notes to the Notice of General Meeting for Computershare’s contact details).

The Board would like to take this opportunity to thank all Shareholders for their continued support and understanding in these exceptional circumstances and wish them well during this time. We intend to return to full shareholder engagement as soon as feasible.

Action to be taken

Shareholders will find enclosed a personalised Form of Proxy for use in relation to the General Meeting.

To register a proxy vote, each Shareholder is asked to please complete the Form of Proxy that was sent to them along with this Notice of General Meeting and to return it to the Company's Registrar, Computershare, to arrive no later than 8.00 am on Thursday, 30 April 2020.

Alternatively, you may register your proxy appointment electronically by visiting Computershare's website (www.investorcentre.co.uk/eproxy). Electronic proxy appointments must also be lodged no later than 8.00 am on Thursday, 30 April 2020. Further information on appointing a proxy is given on pages 10 to 11 of this document.

Recommendation

Your Board considers that the Resolution to be put to the General Meeting is in the best interests of the Company and Shareholders as a whole and unanimously recommends that you vote in favour of that Resolution. The Directors intend to vote in favour of these Resolutions in respect of their own shareholdings.

Yours faithfully

Derek Mapp
Chairman

Informa PLC
5 Howick Place, London SW1P 1WG
Registered in England and Wales: No.8860726

Notice of General Meeting

Informa PLC

(Incorporated and registered in England and Wales: No.8860726)

Notice is hereby given that a general meeting of Informa PLC (the “**Company**”) will be held at 240 Blackfriars Road, London SE1 8BF on Monday, 4 May 2020 at 8.00 am, to consider, and if thought fit, pass the resolution set out below which will be proposed as an ordinary resolution.

ORDINARY RESOLUTION

Authority to allot shares

That, in addition to the authority to allot shares granted to the Directors on 24 May 2019, the Directors be generally and unconditionally authorised, pursuant to and in accordance with section 551 of the Companies Act 2006 (the “**2006 Act**”), to exercise all the powers of the Company to allot relevant securities (within the meaning of section 551 of the 2006 Act) in the Company and to grant rights to subscribe for or convert any security into relevant securities in the Company up to an aggregate nominal amount of £125,159 in connection with the conditional share issuance announced by the Company on 16 April 2020 provided that such authority will expire at the conclusion of the annual general meeting of the Company to be held in 2020 or close of business on 30 June 2020, whichever is the earlier, unless previously renewed, varied or revoked by the Company in general meeting, save 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.

By order of the Board

Rupert Hopley
Company Secretary

17 April 2020

Registered Office: 5 Howick Place,
London SW1P 1WG

Notes

Authority to allot shares

1. Under the 2006 Act, the 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 is in addition to the authority given to the Directors at last year's annual general meeting 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 in relation to the conditional placing of Ordinary Shares announced by the Company on 16 April 2020 up to a nominal amount of £125,159 (representing 125,159,000 Ordinary Shares and approximately 9.99% of the issued ordinary share capital of the Company as at 16 April 2020, being the latest practicable date prior to the publication of this Notice of General Meeting).

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

The authority will apply until the earlier of the conclusion of the Company's 2020 annual general meeting or close of business on 30 June 2020, 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.

Entitlement to attend and vote

2. Only those Shareholders whose names are registered on the register of members of the Company at 10.00 pm on Thursday, 30

April 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 General Meeting in respect of the number of Ordinary 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. Note that, due to the Stay at Home Measures implemented by the UK Government to combat the COVID-19 (Coronavirus) pandemic, Shareholders and/or their proxies (other than the Chairman of the meeting) will not be able to attend the meeting in person. Accordingly, Shareholders will need to appoint a proxy who will be attending the meeting to exercise their voting rights at the meeting. If Shareholders appoint the Chairman of the meeting as their proxy, this will ensure that their votes are cast in accordance with their wishes given that, in light of the restrictions on public gatherings, only the bare minimum number of persons will be attending the meeting in person in order to satisfy the quorum requirement for the meeting.

3. Any Shareholder has the right to ask questions in accordance with the instructions set out in the Chairman's Explanatory Letter. 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

4. 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 Shareholder of the Company. A Shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different Ordinary Share or Ordinary Shares held by that Shareholder. Any Shareholder appointing more than one proxy should indicate the number of Ordinary Shares for which each proxy is authorised to act on his or her behalf.

A Form of Proxy which must be used to make such appointment and give proxy instructions accompanies this Notice of General Meeting. Please read the instructions on the Form of Proxy to ensure the valid appointment of your proxy or proxies. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company's Registrar, Computershare on 0370 707 1679. Lines are open from 8.30 am to 5.30 pm, Monday to Friday. You can only appoint a proxy using the procedures set out in these proxy instructions.

To be valid, any Form of Proxy, and the original (or a certified true copy) of any power of attorney or other authority under which the Form of Proxy is signed, must be deposited at the offices of the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, no later than 8.00 am on Thursday, 30 April 2020. A reply-paid envelope has been enclosed for the return of your Form of Proxy.

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 Form of Proxy or the electronic broadcast you received from us. We strongly encourage you to appoint the Chairman of the meeting as your proxy electronically in the event that: (i) there are any delays in or suspension of the postal service, or (ii) The Pavilions, Bridgwater Road, Bristol BS99 6ZY is closed as a result of the COVID-19 (Coronavirus) situation.

Electronic proxy appointments must be also be received by the Company's Registrar, Computershare, no later than 8.00 am on Thursday, 30 April 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).

The return of a completed Form of Proxy, other such instrument or any CREST Proxy Instruction will not prevent a Shareholder attending the General Meeting and voting in person if he/she wishes to do so, should the situation change and the restrictions on non-essential travel and public gatherings be lifted.

Shareholders may not use any electronic address provided either in this Notice of General Meeting or any related documents (including the Form of Proxy) 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 of General Meeting for the purpose of lodging instructions for the General Meeting. Similarly, the Company's website may not be used to send documents or instructions for the General Meeting.

CREST

5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held on Monday, 4 May 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 of General Meeting.

For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service

providers should note that 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

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

Nominated Persons

7. Any person to whom this Notice of General Meeting 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 Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. 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 Shareholder as to the exercise of voting rights. However, in light of the restrictions on non-essential travel and public gatherings, Nominated Persons and any person appointed as a proxy (other than the Chairman of the meeting) will not be admitted to the meeting.

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

8. As at 16 April 2020 (being the last practicable date prior to the publication of this Notice of General Meeting) the Company's existing issued share capital consisted of 1,251,798,534 Ordinary Shares carrying one vote each. The Company does not hold any Ordinary Shares in treasury. Therefore, the total voting rights in the Company as at 16 April 2020 are 1,251,798,534.

As announced by the Company on 16 April 2020, the Company committed to allot 125,159,000 Ordinary Shares, representing approximately 9.99% of the Company's existing issued share capital, pursuant to a firm share issuance to certain existing Shareholders of the Company and a number of new investors. Such Firm Placing Shares are expected to be issued and admitted (i) to the Official List maintained by the Financial Conduct Authority and (ii) to trading on the London Stock Exchange's main market on 20 April 2020. Following Admission, and for the purposes of the General Meeting, the Company's issued

share capital will be 1,376,957,534 Ordinary Shares and the total voting rights of the Company will be 1,376,957,534.

Website

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

Voting results

10. The results of the voting at the General Meeting 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 General Meeting.

Meeting information

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

Date: Monday, 4 May 2020

Time: 8:00 a.m.

Notwithstanding the venue information above and the rights of Shareholders under the 2006 Act, as per the Chairman's Explanatory Letter, the Board's strong recommendation is that Shareholders do not attend the General Meeting in person and, instead, submit proxy votes as set out in this Notice of General Meeting. Moreover, the Board would like to re-iterate that, if any Shareholder does, nonetheless, travel to attend the meeting in person, it is highly likely that they could be denied access to it based on the prevailing circumstances.

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