



Notice of Annual General Meeting

To be held on: Thursday, 3 June 2021
240 Blackfriars Road, London SE1 8BF at 11.00 am
Webcast: <https://web.lumiagm.com>

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.



Share Fraud - Protecting Your Investment

We have become aware that some members of the public have been approached by individuals claiming to be acting on behalf of Informa or an Informa subsidiary.

Shareholders are strongly advised to be **highly cautious of any unsolicited phone calls or correspondence about investment matters**, whether they claim to be associated with Informa PLC, an Informa company, an Informa Director or any other company or scheme.

Neither Informa PLC nor any Director of an Informa company will ever offer investment advice or make unsolicited calls or send unsolicited emails or letters about buying or selling shares.

Fraudsters can be very persistent and extremely persuasive, and often have websites that support their activities and claim to be related to the websites of genuine companies. **If it sounds too good to be true, it probably is.**

What to do

- Treat any unsolicited call with an offer to buy or sell shares with extreme caution – the safest thing to do is hang-up.
- Do not give out or confirm any personal information.
- If you have a conversation with someone, make sure you record the name of the person and organisation who contacted you – name, telephone number and web address if possible.
- Do not hand over any money without first checking that the organisation is genuine and authorised by FCA at <https://www.fca.org.uk/register/>.
The FCA keeps a warning list of companies on its ScamSmart website <https://www.fca.org.uk/scamsmart>.

Report the issue

If you think you have been targeted, you should report the matter to the FCA as soon as possible via their online form at <https://www.fca.org.uk/consumers/scams/report-scam> or by calling their consumer helpline on 0800 111 6768 from the UK or +44 20 7066 1000 from outside the UK.

You can also report any suspicious contact received via the Action Fraud website (www.actionfraud.police.uk), or by calling 0300 123 2040.

If you receive telephone calls, emails or letters purporting to be from Informa, or companies endorsed by Informa, and you are unsure if they are legitimate, please contact our shareholder helpline (+44 (0)370 707 1679) or email our Investor Relations team at investorrelations@informa.com.

Dear Shareholder

2021 Annual General Meeting

I am pleased to confirm that the 2021 Annual General Meeting (AGM) of Informa PLC (the Company) will be held at 11.00 am on Thursday 3 June 2021 at 240 Blackfriars Road, London SE1 8BF.

Attendance and voting

Due to the ongoing UK government restrictions on public gatherings during the Covid-19 pandemic, Shareholders are invited to attend and participate in the 2021 AGM via a live webcast, and are strongly encouraged not to attend the 2021 AGM in person. Details of the online arrangements, including how to join the AGM, vote and ask questions during the meeting, are set out on pages 9 and 10 of this circular. On behalf of the Board, I hope that you will be able to join us virtually on 3 June.

We continue to monitor the evolving pandemic situation and the potential impact on the meeting. Any material changes to the meeting arrangements will be posted on our website (www.informa.com) and I encourage Shareholders to check regularly for updates.

I encourage all Shareholders to exercise their right to vote on the resolutions being put to the AGM in advance of the meeting by submitting a proxy vote, either by completing and returning the form of proxy posted to Shareholders or by providing voting instructions electronically through www.investorcentre.co.uk/eproxy. CREST members who wish to appoint a proxy via the CREST electronic proxy appointment services should refer to the notes on pages 11 and 12.

Shareholders voting in advance of the meeting are encouraged to appoint the Chair of the AGM as their proxy rather than any other named person who may not be permitted to attend. Further details on how to register a proxy vote are set out on page 11. All resolutions will be voted on by way of a poll and will reflect all proxy instructions duly received.

To be valid, all proxy votes must be received by our registrar, Computershare, no later than 11.00am on Tuesday 1 June 2021.

In addition to being able to submit questions online during the meeting, arrangements have been made for Shareholders to submit questions in advance of the AGM. If you wish to submit a question, please email AGM@informa.com before 11.00am on Tuesday 1 June 2021. Please note that we may choose to summarise and bundle questions thematically to facilitate the smooth running of the AGM.

Board changes and AGM resolutions

As previously announced, I will be retiring from the Board at the conclusion of the AGM on 3 June having extended my tenure as Chair at the Board's request in order to provide continuity and stability during the pandemic. It has been a pleasure and an honour to serve as a Non-Executive Director, and as Chair, of Informa and I look forward to watching the Group continue to progress over the coming years.

Gareth Bullock, our Senior Independent Director, has also decided that he will step down from the Board at the conclusion of the AGM to focus on other interests. Gareth joined the Board in 2014 and has been a diligent and respected member of the Board and its three standing Committees during his tenure. I would like to take this opportunity to thank him for his hard work and outstanding contribution to Informa during the last seven years.

Following John Rishton's appointment as Group Chair, Gill Whitehead will take over as Audit Committee Chair and, as previously announced, the Board has started the search for an additional Non-Executive Director who will further enhance the diversity of the Board and its international experience in key markets. Further announcements on this process will follow in due course.

All the resolutions set out in the Notice of AGM on pages 2 and 3 will be familiar to Shareholders and further information on each is set out in the explanatory notes on pages 4 to 6.

Recommendation

Your Board considers that the resolutions being 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 their favour. All Directors will be voting in favour of each resolution in respect of their own shareholdings.

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

Yours faithfully

Derek Mapp

Chair

Informa PLC

Notice of 2021 Annual General Meeting

Notice is hereby given that the 2021 Annual General Meeting of the Company will be held at 11.00am on 3 June 2021 at 240 Blackfriars Road, London SE1 8BF, with facilities to attend electronically, to consider, and if thought fit, pass the resolutions set out below.

Resolutions 1 to 15 inclusive will be proposed as ordinary resolutions and resolutions 16 to 19 inclusive will be proposed as special resolutions.

ORDINARY RESOLUTIONS

Resolution 1

To re-elect John Rishton as a Director.

Resolution 2

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

Resolution 3

To re-elect Stephen Davidson as a Director.

Resolution 4

To re-elect David Flaschen as a Director.

Resolution 5

To re-elect Mary McDowell as a Director.

Resolution 6

To elect Patrick Martell as a Director.

Resolution 7

To re-elect Helen Owers as a Director.

Resolution 8

To re-elect Gill Whitehead as a Director.

Resolution 9

To re-elect Gareth Wright as a Director.

Resolution 10

To receive the Annual Report and audited financial statements of the Company for the year ended 31 December 2020 (Annual Report) and the reports of the Directors and Auditor thereon.

Resolution 11

To approve the Directors' Remuneration Report set out on pages 116 to 131 of the Annual Report.

Resolution 12

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

Resolution 13

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

Resolution 14: Authority to make political donations

That, in accordance with sections 366 and 367 of the Companies Act 2006 (the Companies 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 3 September 2022.

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

Resolution 15: Authority to allot shares

That, in accordance with section 551 of the Companies 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 £501,037 (such amount to be reduced by any allotments or grants made under paragraph (ii) below in excess of such sum); and
- (b) comprising equity securities (as defined in section 560(1) of the Companies Act) up to an aggregate amount of £1,002,074 (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 3 September 2022 (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 16: General power to disapply pre-emption rights

That, in substitution for all existing powers, and subject to the passing of Resolution 15, the Directors be generally empowered pursuant to section 570 of the Companies Act to allot equity securities (as defined in section 560(1) of the Companies Act) for cash under the authority granted by

Resolution 15 and/or to sell treasury shares for cash as if section 561 of the Companies 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 £75,155.

This authority will expire at the earlier of the conclusion of the Company's next AGM or close of business on 3 September 2022 (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 17: Additional power to disapply pre-emption rights for acquisitions or capital investments

That, if Resolution 15 is passed, and in addition to any authority granted under Resolution 16, the Directors be generally empowered pursuant to section 570 of the Companies Act to allot equity securities (as defined in section 560(1) the Companies Act) for cash under the authority given by that resolution and/or, pursuant to section 573 of the Companies Act, to sell treasury shares for cash as if section 561 of the Companies 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 £75,155; 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 (PEG) 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 3 September 2022 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 18: Authority to purchase own shares

That, in accordance with section 701 of the Companies Act, the Company is generally and unconditionally authorised to make market purchases (as defined in section 693(4) of the Companies 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 150,311,000 (representing 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 3 September 2022, 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 19: 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

22 April 2021

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 15 (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 16 to 19 (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 9 – Election and Re-election of Directors

As is usual, and in accordance with the 2018 UK Corporate Governance Code 2018 (the Code), all Directors will be standing for election or re-election, as relevant, at the AGM on 3 June 2021.

Patrick Martell was appointed to the Board on 1 March 2021 and will stand for election at the AGM in accordance with the Company's Articles of Association. The remaining Directors will offer themselves for re-election.

As stated on page 1, Derek Mapp and Gareth Bullock will not seek re-election at the 2021 AGM.

On behalf of the Board, the Chair confirms that each Director standing for election or re-election 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 re-election is independent and there are no relationships or circumstances likely to affect their character or judgement. 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 them to discharge the duties and responsibilities of a director effectively.

Detailed biographies for each Director standing for election or re-election can be found in Appendix 1 on pages 7 and 8 of this document. Their biographies can also be found on pages 98 and 99 of the 2020 Annual Report and at the Company's website: www.informa.com.

Resolution 10 – Annual Report and Financial Statements

For each financial year, the Directors must present the Annual Report to Shareholders at the AGM. The reports of the Directors (including the Strategic Report), the report of the Company's auditor and the financial statements are contained within the Annual Report.

Resolution 11 – Directors' Remuneration Report

Resolution 11 is an advisory vote to approve the Directors' Remuneration Report for the year ended 31 December 2020 which is set out on pages 116 to 131 of the Annual Report.

Sections 420 and 439 of the Companies Act requires the Directors to prepare a remuneration report each year setting out the remuneration paid to all Directors during the year under review and to put a resolution to Shareholders for the approval of that report. The remuneration report must also contain a statement by the Chair of the Remuneration Committee.

The Company's auditor, Deloitte LLP, has audited those parts of the Directors' Remuneration Report that are required to be audited.

Resolutions 12 and 13 – Re-appointment of Auditor and auditor's remuneration

The Companies 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, resolution 12 proposes that Deloitte LLP be reappointed as the Company's auditor.

Resolution 13 proposes that the Directors be authorised to agree the auditor's remuneration. In practice, and in line with the Code, the Audit Committee considers and approves audit fees on the Board's behalf. Details of the remuneration paid to the auditor for the year ended 31 December 2020 (including non-audit fees) are set out in Note 7 on page 168 of the Annual Report.

Resolution 14 – Authority to make political donations

The authority being proposed in this resolution 14 is a renewal of the authority granted at the 2020 AGM.

The Company does not make any donations to political parties or incur political expenditure within the ordinary meaning of those words, and the Directors have no intention of using this authority for that purpose, nor was it used during 2020.

Part 14 of the Companies Act requires companies to obtain Shareholder authority for donations to registered political parties and other political organisations totalling more than £5,000 in any 12 month period and for any political expenditure, subject to limited exceptions.

The definition of political donations used in the Companies 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.

In order to avoid inadvertent infringement of the Companies Act, the Directors are seeking to renew the current Shareholder authority for the period from the date of the 2021 AGM to the conclusion of next year's AGM up to a maximum aggregate amount of £30,000.

Resolution 15 – Authority to allot shares

Under the Companies 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 Companies Act.

The resolution will, if passed, authorise the Directors to allot (or grant rights over) ordinary shares up to a nominal amount of £501,037 (representing 501,037,000 ordinary shares of 0.1 pence each) and approximately one third of the issued ordinary share capital of the Company as at 22 April 2021 (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 (IA), 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 £501,037 (representing 501,037,000 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 the Latest Practicable Date.

The authority will apply until the earlier of the conclusion of the Company's next AGM or close of business on 3 September 2022, 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 IA.

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

Resolutions 16 and 17 – Disapplication of pre-emption rights

Under section 561(1) of the Companies 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 Companies Act permits the disapplication of these pre-emption rights.

Resolutions 16 and 17 renew the authorities that were given at the 2020 AGM and comply with the IA's share capital management guidelines and follow the resolution templates issued by PEG in relation to the disapplication of pre-emption rights.

Resolution 16 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 £75,155. This amount represents approximately 5% of the Company's issued ordinary share capital as at the Latest Practicable Date.

Resolution 17 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 £75,155. 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 17 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.

The authorities granted by resolutions 16 and 17 will expire at the earlier of the conclusion of the Company's next AGM or 3 September 2022 and the Directors expect to seek to renew these authorities at each subsequent AGM.

Resolution 18 – Authority to purchase own shares

Resolution 18 renews the authority granted at last year's AGM. The resolution authorises the Company to buy back up to 150,311,000 of its issued ordinary shares. This is equal to just under 10% of the Company's issued ordinary shares as at 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 18 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.

The authority will automatically expire at the earlier of the conclusion of the Company's next AGM or close of business on 3 September 2022.

Resolution 19 – Authority to call general meetings on 14 days' notice

This resolution would renew the authority given at the 2020 AGM and allow the Company to call general meetings (other than annual general meetings) on 14 clear days' notice.

The Companies 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

Biographies of the Directors standing for election or re-election

(Resolutions 1 to 9 inclusive)

John Rishton **A** **N**

Non-Executive Director and Chair Elect

Appointed: September 2016

Skills and experience: John brings significant international experience to Informa. He was Chief Executive Officer of Rolls-Royce Group PLC from 2011 to 2015, having been a Non-Executive Director since 2007. Before joining Rolls-Royce, John was Chief Executive and President of the Dutch international retailer, Royal Ahold NV, and, prior to that, Chief Financial Officer. He also formerly held the position of CFO of British Airways PLC.

John will assume the role of Board Chair following the conclusion of the 2021 AGM.

John is a Fellow of the Chartered Institute of Management Accountants.

Other current appointments: John is Chair of Serco Group PLC and a Non-Executive Director at Unilever plc and Associated British Ports Holdings Ltd (ABP). He will retire from the Board of Unilever plc at the 2022 AGM and from the Board of ABP on 30 April 2021.

Stephen A. Carter CBE

Group Chief Executive

Appointed: September 2013

Skills and experience: Stephen was appointed Group Chief Executive in 2013 having served as a Non-Executive Director since 2010.

Stephen previously held senior positions in Media and Technology businesses including President and Managing Director EMEA of Alcatel Lucent Inc. and Managing Director and COO of NTL (now Virgin Media). In the public sector, Stephen was the founding CEO of Ofcom before serving as Chief of Strategy to Prime Minister, The Right Hon. Gordon Brown, and as Minister for Telecommunications and Media.

In 2007 he was awarded a CBE for services to the Communications industry and was made a Life Peer in 2008.

Other current appointments: Stephen is a Non-Executive Director of United Utilities PLC and Chairman of the Henley Music Festival.

Stephen Davidson **R** **N**

Non-Executive Director

Appointed: September 2015

Skills and experience: Stephen brings extensive media, telecommunications, corporate and financial market experience to the Informa Board having previously been CFO and Chief Executive of Telewest, Executive Chairman of Mecom Group PLC and Vice Chairman of Investment Banking at WestLB Panmure.

Stephen has held various positions in both industry and investment banking throughout his career. He has also held numerous Chairman and Non-Executive positions on the boards of Media, Telecoms and Technology companies.

Stephen holds an MA from the University of Aberdeen.

Other current appointments: Stephen is Chairman of Datatec Limited and Actual Experience PLC and a Non-Executive Director of MCB Group Ltd. Stephen has announced that he will retire from the Board of Actual Experience PLC and a process is underway to appoint his successor. Stephen will not stand for re-election at their 2022 AGM.

David Flaschen **A** **N**

Non-Executive Director

Appointed: September 2015

Skills and experience: David has over 20 years of executive and leadership experience in the Information Services industry, including roles at Thomson Financial and Dun & Bradstreet.

David has significant expertise in online companies, having held Non-Executive Directorships at TripAdvisor Inc. and BuyerZone.com amongst others. He is a frequent speaker on corporate governance having been cited as one of 10 Next Generation of Directors by Corporate Board Member Magazine.

A professional football player, David was a founding member of the Executive Committee of the North American Soccer League Players Association. He holds an MBA from Wharton School, University of Pennsylvania.

Other current appointments: David is Non-Executive Director and Audit Committee Chair at Paychex Inc.

Mary McDowell **R** **N**

Non-Executive Director

Appointed: June 2018

Skills and experience: Mary joined the Board in June 2018 having previously been a Non-Executive Director of UBM plc. She has experience as a technology company CEO and has led both enterprise and consumer divisions of multi-national companies in the Technology industry. Mary was appointed as President and CEO of Mitel Networks Corporation in October 2019.

Mary was CEO of Polycom from 2016 until its acquisition by Plantronics in 2018. Prior to this, Mary was an Executive Partner at Siris Capital LLC, following nine years spent at Nokia, most recently as Executive Vice President in charge of Nokia's Mobile Phones (feature phones) unit. Before joining Nokia, Mary served 17 years at HP-Compaq, including five years as SVP and General Manager in charge of the company's industry-standard server business.

Other current appointments: Mary is a Non-Executive Director and Chair of the Compensation Committee at Autodesk, Inc.

Patrick Martell

Group Chief Operating Officer

Appointed: 1 March 2021

Skills and experience: Patrick joined Informa as CEO of the Intelligence Division in 2014 overseeing its return to growth and serving in the additional role of Integration Officer for the Penton and UBM acquisitions in 2016 and 2018 respectively. Patrick has also served as Chief Operating Officer since 2019.

Prior to joining Informa, Patrick led the successful repositioning and turnaround of St Ives plc, where he was Group CEO from 2009 to 2014. During that period St Ives underwent a major restructuring of the Group's activities which included consolidation, acquisitions and disposals that transformed their financial performance, valuation and prospects.

Patrick attended INSEAD business school in 2009 and again in 2013.

Other current appointments: Patrick is a Non-Executive Director and Remuneration Committee Chair at RM plc.

Helen Owers

Non-Executive Director

Appointed: January 2014

Skills and experience: Helen has extensive international Senior Executive experience within the Media sector, notably in business information from her role as President of Global Businesses and Chief Development Officer with Thomson Reuters.

Helen previously worked as a Media and Telecoms strategy consultant at Gemini Consulting and has expertise in professional publishing having worked at Prentice Hall.

Helen holds an MBA from IMD Business School and a BA from the University of Liverpool.

Other current appointments: Helen is Non-Executive Director of PZ Cussons PLC and Eden Project International Limited and an independent Governor of Falmouth University.

Gill Whitehead

Non-Executive Director and Audit Committee Chair Elect

Appointed: August 2019

Skills and experience: Gill brings significant digital, data and analytics experience to the Group. She was Senior Director of Client Solutions & Analytics at Google UK for three years, where she led teams in data analysis, measurement, user experience, consumer segmentation and insights.

Previously Gill worked at Channel Four and BBC Worldwide in a range of strategy leadership and technology-driven roles. She began her career at the Bank of England and then at Deloitte Consulting. Gill was a Non-Executive Director at the Financial Ombudsman Service from 2015 to 2018.

Gill is a Fellow of the Institute of Chartered Accountants and holds a BSc from the University of Nottingham and is currently undertaking an MSc in Social Sciences of the Internet at the University of Oxford's Internet Institute.

Other current appointments: Gill is a Non-Executive Director of Camelot, operator of the UK National Lottery.

Gareth Wright

Group Finance Director

Appointed: July 2014





Skills and experience: Gareth has extensive Senior Executive experience in finance roles. He has held various positions within Informa since joining in 2009, including Deputy Finance Director and Acting Group Finance Director, prior to his appointment as Group Finance Director in July 2014.

Gareth was previously the Head of Group Finance and Acting Group Finance Director at National Express Group PLC.

He qualified as a chartered accountant with Coopers & Lybrand (now part of PwC), and worked in its audit function from 1994 to 2001.

Other current appointments: Gareth has no other appointments.

Key

-  Board Committee Chair
-  Nomination Committee
-  Audit Committee
-  Remuneration Committee

Process for joining and participating in the 2021 AGM

To attend and participate in the AGM, please refer to the notes below and the electronic user guide on pages page 10.

1. Accessing the AGM

The Directors are enabling and actively encouraging Shareholders to attend and participate in the 2021 AGM electronically by accessing the AGM website <https://web.lumiagm.com> and not to seek to attend in person. The link can be accessed online using most well-known internet browsers such as Internet Explorer (version 11 or above), Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone.

Shareholders should note that entry to the online AGM link will open at 10.30am on 3 June 2021.

An active internet connection is required at all times in order to allow you to cast your vote when the poll opens, submit questions and watch the videocast. It is the Shareholder's responsibility to ensure they remain connected for the duration of the meeting.

2. Logging in

On accessing the AGM website, you will be asked to enter a Meeting ID which is **153-011-950**. You will then be prompted to enter your unique Shareholder Reference Number (SRN) and PIN. These can be found printed on your Form of Proxy or your email notification if you have chosen to receive Shareholder communications electronically.

Access to the meeting on the website will be available from 10.30am on 3 June 2021. Please note however that your ability to vote and submit questions will not be enabled until the Chair formally opens the meeting at 11.00am.

If you are unable to access your SRN and PIN, please contact the Company's registrar before 11.00am on 3 June 2021 on 0370 707 1679. Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England and Wales).

3. Broadcast

The meeting will be broadcast in audio format. Once logged in, and once the AGM has begun, Shareholders will be able to listen to the proceeding on their chosen device.

4. Questions

Any Shareholder has the right to ask questions at the meeting. Shareholders joining the meeting online may ask questions by selecting the messaging icon from within the navigation bar and typing their question at the bottom of the screen. To submit, click the arrow button to the right of the text box.

Shareholders will be able to submit questions once the Chair has formally opened the meeting at 11.00am until the end of the Question and Answer session of the AGM. Shareholders will be given notice before the online question submission area is closed.

Subject to time limitations, it is the Board's intention to respond to all questions submitted by Shareholders. Where multiple Shareholders submit or ask questions of a similar nature or theme, the questions may be summarised and bundled thematically to facilitate the smooth running of the AGM and to prevent repetition of responses on the same theme.

Questions may also be submitted before the meeting by emailing AGM@informa.com before 11.00am on Tuesday 1 June 2021.

5. Voting

Once the Chair has formally opened the AGM, the voting procedure will be explained. For Shareholders attending electronically, once voting has opened, the polling icon will appear on the navigation bar. From here, the resolutions and voting choices will be displayed.

Select the option that corresponds with how you wish to vote. Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received. There is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice. If you wish to cancel your vote, select the 'Cancel' button. You will be able to do this at any time whilst the poll remains open.

Please note that an active internet connection is required at all times in order to successfully cast your vote when the Chair of the meeting commences polling on the resolutions. It is the Shareholder's responsibility to ensure connectivity for the duration of the meeting.

6. Duly appointed proxies and corporate representatives

If you have been appointed as a proxy or corporate representative, you will need to contact the Company's registrar, Computershare on +44 (0)370 707 1679 before 11.00am on Tuesday 1 June 2021 to obtain the unique username and password that you will need to join the meeting electronically.

Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England and Wales).

Electronic user guide for the Informa PLC 2021 AGM



1. Website access

To access the meeting, Shareholders should navigate to <https://web.lumiagm.com> where they will be asked to enter a **Meeting ID** which is: **153-011-950**.

The AGM website will be available from 10.30am on Thursday 3 June 2021.



2. Meeting access


Once you have entered the Meeting ID, Shareholders will be prompted to enter their unique **Shareholder Reference Number** (SRN) and **PIN**. These can be found printed on your Form of Proxy or email notification, if you have chosen to receive shareholder communications electronically.



3. Meeting presentation

Once successfully authenticated, Shareholders will be taken to the home screen.

To watch the meeting presentation, Shareholders should expand the 'Broadcast Panel' by clicking the broadcast icon.

By clicking the  button again, the broadcast screen will be minimised.



4. How to vote

When the Chair declares the poll open, a list of all resolutions and voting choices will appear on the screen.


Shareholders should select the option that corresponds with how they wish to vote. The option will change colour and a confirmation message will appear, indicating that the vote has been cast and received. There is no submit button.



5. Changing a vote


Shareholders can change their vote by simply selecting the correct option to override the previous selection.

To cancel the vote for any resolution, press Cancel.

Shareholders can return to the voting screen at any time while the poll is open by selecting the voting icon .



6. Asking questions

To ask a question, Shareholders should select the messaging icon  and type their question in the chat box at the bottom of the messaging screen.

Please click the send button to submit.

Important information concerning the meeting

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 ongoing UK Government restrictions on public gatherings, Shareholders are strongly encouraged to make full use of the electronic meeting facilities and not to attend the 2021 AGM in person. Certain Directors and Informa colleagues will attend the AGM in person in order to form the necessary quorum.

Entitlement to attend and vote

1. Only those Shareholders whose names are registered on the register of members of the Company at the close of business on Tuesday 1 June 2021 (or, in the event of any adjournment, close of business on the day which is two days before 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, including those attending electronically, has the right to ask questions. The Company must provide an answer to any 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.

Shareholders may also submit questions in advance of the AGM by emailing AGM@informa.com by 11am on Tuesday 1 June 2021.

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 however, we strongly encourage Shareholders to appoint the Chair of the meeting as their proxy, as this will ensure that votes are cast in accordance with their wishes. 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 their behalf.

The 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 +44 (0)370 707 1679. Lines are open from 8.30am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales).

You can only appoint a proxy using the procedures set out in the 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 Tuesday 1 June 2021. 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 be also be received by the Company's registrar, Computershare, no later than 11.00am on Tuesday 1 June 2021. 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 2021 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 3 June 2021 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).

Proximity voting

5. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 11.00am on Tuesday 1 June 2021 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Corporate Representatives

6. 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

7. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act to enjoy information rights (a Nominated Person) may, under an agreement between them and the member by whom they 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, they 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

8. As at 22 April 2021 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 1,503,112,804 ordinary shares carrying one vote each. The Company does not hold any shares in treasury.

Requests under section 527 of the Companies Act

9. Under section 527 of the Companies 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 Companies 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 Companies Act. Where the Company is required to place a statement on a website under section 527 of the Companies 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 Companies Act to publish on a website.

Documents available for inspection

10. Copies of the Executive Directors' service contracts and the letters of appointment of the Non-Executive Directors are available for inspection at the registered office of the Company during normal business hours from the date of this Notice.

Website

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

Voting results

12. 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

13. **Date:** Thursday 3 June 2021
Time: 11.00am
Location: 240 Blackfriars Road, London SE1 8BF

Notwithstanding the venue information above, and as per the Chair's Explanatory Letter, due to UK Government restrictions, we strongly encourage Shareholders not to attend the 2021 AGM in person and, instead, to join the meeting virtually using the details set out on page pages 9 and 10.

Informa PLC

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