

Ascential plc Notice of General Meeting and explanatory notes

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, it is recommended that you immediately seek your own independent advice from your stockbroker, solicitor, accountant, financial adviser or other professional adviser who is authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriate authorised financial adviser.

If you sell or transfer, or have sold or transferred, all of your shares in Ascential plc please forward this document, together with the accompanying documents, as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer so that they can pass the documents to the person who now holds the shares. If you sell or transfer or have sold or otherwise transferred, only part of your holding of shares in Ascential plc, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected as to the action you should take.

Ascential plc
The Prow
1 Wilder Walk
London W1B 5AP
United Kingdom

25 April 2017

General meeting: to be held at 11.15am on Thursday 11 May 2017 (or as soon thereafter as the Annual General Meeting of the Company convened for 11am on such day concludes).

Dear Shareholder

General Meeting

We write to inform you that Ascential plc (“the Company”) will hold a General Meeting (“GM”) at 11.15am (UK time) on Thursday 11 May 2017 (or as soon thereafter as the Annual General Meeting of the Company convened for 11am on such day concludes) at Coworth Park Hotel, Blacknest Road, Ascot, Berkshire SL5 7SE, United Kingdom.

The Company’s Annual Report and Accounts for the year ended 31 December 2016 included a recommendation by the Directors for a final dividend for the year of 3.2p per share to be paid on 15 June 2017 to shareholders on the register on 19 May 2017. The Company’s Notice of the 2017 Annual General Meeting omitted to include an ordinary resolution asking shareholders to approve the final dividend. We are therefore giving notice of a GM to ask shareholders to vote on this ordinary resolution. If the resolution is approved, the proposed final dividend will be paid on 15 June 2017 to shareholders who appear on the register of members at 6.30pm on 19 May 2017, as originally indicated in the 2016 Annual Report and Accounts.

The formal notice of the GM (“Notice”) contains the resolution proposed and is set out on page 3 of this document.

Voting

At the meeting itself, voting on all the proposed resolution will be conducted on a poll rather than a show of hands, in line with recommended best practice. Voting by poll is more transparent and equitable because it counts the votes of shareholders according to the number of shares registered in their names.

Website

Our website ascential.com provides more information including a copy of our full Annual Report and Accounts and all the latest news about the Company, including regulatory announcements.

Action to be taken

Enclosed with this Notice (for those shareholders who appeared on the register of members at 6:30pm on 24 April 2017, being the latest practicable date before the publication of the Form of Proxy) is a Form of Proxy for the resolution to be proposed at the GM. Please sign and return the Form of Proxy in accordance with the directions on it as soon as possible and, in any event, so that it is received by 11:15am on Tuesday 9 May 2017.

You may also complete the Form of Proxy by logging on to sharevote.co.uk. You will need your Voting ID, Task ID and Shareholder Reference Number, which are printed on the enclosed Form of Proxy.

Completion and return of the Form of Proxy will not preclude you from attending the GM and voting in person should you wish to do so.

The result of the GM will be announced through a regulatory information service and on the Company website, ascential.com, as soon as possible following the conclusion of the GM.

Recommendation

The Directors consider that the Resolution to be considered at the GM is in the best interests of the Company and shareholders as a whole. **Accordingly, the Directors unanimously recommend that shareholders vote in favour of the Resolution**, as the Directors intend to do in respect of their own shareholdings.

Yours sincerely

**Louise Meads**

Company Secretary

For and on behalf of Ascential plc

25 April 2017

Notice of General Meeting

Notice is hereby given that a General Meeting (“GM”) of Ascential plc (the “Company”) will be held at 11.15am (UK time) on Thursday 11 May 2017 (or as soon thereafter as the Annual General Meeting of the Company convened for 11am on such day concludes) at Coworth Park Hotel, Blacknest Road, Ascot, Berkshire SL5 7SE, United Kingdom, for the purpose of considering and, if thought fit, passing the Resolution set out in this Notice.

This resolution will be proposed as an ordinary resolution.

Ordinary Resolution

1. To declare a final dividend of 3.2p per ordinary share for the year ended 31 December 2016.

By order of the Board

Louise Meads
Company Secretary
25 April 2017

Registered Office: The Prow, 1 Wilder Walk, London W1B 5AP, United Kingdom
Registered in England and Wales
Registered number: 9934451

Explanatory notes

Additional information about the proposed resolution

This resolution is being proposed as an ordinary resolution, which means that it requires more than 50 per cent. of the votes cast to be in favour of the resolution to be passed.

Resolution 1: Declaration of a final dividend

The Company paid an interim dividend of 1.5p per ordinary share in November 2016. The Board recommends a final dividend of 3.2p per ordinary share, bringing the total dividend for the financial year ended 31 December 2016 to 4.7p. Subject to approval by shareholders, the final dividend will be paid on 15 June 2017 to shareholders who appear on the register of members at 6.30pm on 19 May 2017.

Shareholder notes

Notice of GM

A copy of this Notice and other information required by section 311A of the Companies Act 2006 ("2006 Act"), is available on the Company's website at ascential.com/investors/corporate-governance.

Electronic communications

Any website or electronic address (within the meaning of section 333(4) of the 2006 Act) provided either in this Notice or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.

Voting

The resolution put to the GM will be decided by poll. A 'Not voted' option is provided on the Form of Proxy accompanying this Notice, the purpose of which is to enable a member to withhold their vote on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for or against a resolution.

Right to attend, speak and vote at the GM

Only those shareholders registered in the register of members of the Company at 6.30pm on Tuesday 9 May 2017 shall be entitled to attend or vote at the GM in respect of the number of shares registered in their name at that time.

If the meeting is adjourned, the Company specifies that only shareholders entered on the Company's register of members not later than 6.30pm on the day two days prior (not counting days that are not business days) to the reconvened meeting shall be entitled to attend and vote at the meeting. Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote.

Any shareholder attending the meeting has the right to ask questions. The Company must provide an answer to any such question relating to the business being dealt with at the meeting but no such answer need be given if:

- (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- (ii) the answer has already been given on a website in the form of an answer to a question; or
- (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Proxies

Shareholders are entitled to appoint one or more proxies to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a member of the Company.

A shareholder may appoint more than one proxy in relation to the GM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A shareholder appointing more than one proxy should indicate the number of shares for which each proxy is authorised to act on his or her behalf.

A Form of Proxy which may be used to make such appointment and give proxy instructions

accompanies this Notice. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy. 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, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, no later than 11:15am on Tuesday 9 May 2017. Alternatively, shareholders may register the appointment of a proxy electronically by logging onto sharevote.co.uk.

In the case of joint holders, any one of the holders may sign the Form of Proxy. 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 in respect of the joint holding (the first named being the most senior).

Electronic proxy appointments must be received by Equiniti no later than 11:15am on Tuesday 9 May 2017. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 11:15am on Tuesday 9 May 2017.

The return of a completed Form of Proxy, other such instrument or any CREST Proxy Instruction will not prevent a member attending the GM and voting in person if he/she wishes to do so.

Corporate representatives

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.

CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the GM to be held on Thursday 11 May 2017 and any adjournment(s) thereof by using the procedures described in the CREST Manual which can be viewed at www.euroclear.com.

In order for a proxy appointment made by means of CREST 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 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 Company's agent (RA19) by the latest time 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 timestamp applied to the message by the CREST Applications Host) from which the Company'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 by other means. 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.

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/her 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 connection, 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.

Nominated persons

Any person to whom this Notice is sent who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a '**Nominated Person**') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the GM. 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.

The statement of the rights of shareholders in relation to the appointment of proxies in the section titled 'Proxies' above does not apply to Nominated Persons. The rights described in this section can only be exercised by shareholders of the Company. Nominated Persons are reminded that they should contact the registered holder of their Ordinary Shares (and not the Company) on matters related to their investments in the Company.

Documents for inspection

The following documents may be inspected at the registered office of the Company during normal business hours from the date of this Notice to the date of the GM (except Saturdays, Sundays and public holidays) and at the place of the GM from 10:30am until the conclusion of the GM:

- Executive Directors' service contracts;
- Directors' deeds of indemnity;
- Non-Executive Directors terms and conditions of appointment and letters of appointment; and
- a copy of the Articles of Association of the Company.

Total voting rights

As at 24 April 2017, being the last practicable business day prior to the publication of this Notice, the Company's issued share capital consisted of 400,550,938 Ordinary Shares. Each Ordinary Share carries one vote. Therefore the total voting rights in the Company as at 24 April 2017 are 400,550,938. At the date of this Notice, no Ordinary Shares are held by the Company in treasury.

Information about the AGM

Date	Thursday 11 May 2017
Time	11:15am (or as soon thereafter as the Annual General Meeting of the Company convened for 11am on such day concludes)
At	Coworth Park Hotel, Blacknest Road, Ascot, Berkshire SL5 7SE, United Kingdom. Coworth Park Hotel is accessible by wheelchair users.

The nearest train stations to the hotel are Sunningdale or Virginia Water (direct trains run from Waterloo Station in London).