

TRANSFER CERTIFICATE

To: **HSBC BANK PLC** as Agent

From: **MORGAN STANLEY BANK, N.A.** (the **Existing Lender**) and **THE FINANCIAL INSTITUTIONS** listed in Schedule 1 (each a **New Lender** and together the **New Lenders**)

Date: 27 August 2024

Informa Group Holdings Limited – GBP 1,250,000,000 Bridge Facility Agreement dated 24 July 2024 (the Agreement)

1. We refer to the Agreement. This is a Transfer Certificate. Terms defined in the Agreement have the same meaning in this Transfer Certificate unless given a different meaning in this Transfer Certificate.
2. We refer to Clause 22.6 (Procedure for transfer) of the Agreement:
 - (a) the Existing Lender and each New Lender agree to the Existing Lender transferring to the New Lenders by novation, and in accordance with Clause 22.6 (*Procedure for transfer*) of the Agreement, the Existing Lender's rights and obligations under the Agreement and the other Finance Documents which relate to that portion of the Existing Lender's Commitment and participation in Loans under the Agreement as specified in Schedule 1;
 - (b) the proposed Transfer Date is 27 August 2024; and
 - (c) the Facility Office, address and attention details for notices of each New Lender for the purposes of Clause 29.2 (Addresses) of the Agreement are set out in Schedule 2.
3. Each New Lender expressly acknowledges the limitations on the Existing Lender's obligations set out in paragraph (c) of Clause 22.5 (Limitation of responsibility of Existing Lenders) of the Agreement.
4. Each New Lender confirms, in Schedule 2, for the benefit of the Agent and without liability to any Obligor, whether it is:
 - (a) a Qualifying Lender (other than a Treaty Lender);
 - (b) a Treaty Lender;
 - (c) not a Qualifying Lender.
5. If a New Lender comes within paragraph (i)(B) of the definition of "Qualifying Lender" in Clause 12.1 (Definitions) of the Agreement, such New Lender confirms that the person beneficially entitled to interest payable to that Lender in respect of an advance under a Finance Document is either:
 - (a) a company resident in the United Kingdom for United Kingdom tax purposes; or
 - (b) a partnership each member of which is:
 - (i) a company so resident in the United Kingdom; or
 - (ii) a company not so resident in the United Kingdom which carries on a trade in the United Kingdom through a permanent establishment and which brings into account in

computing its chargeable profits (within the meaning of section 19 of the CTA) the whole of any share of interest payable in respect of that advance that falls to it by reason of Part 17 of the CTA; or

- (c) a company not so resident in the United Kingdom which carries on a trade in the United Kingdom through a permanent establishment and which brings into account interest payable in respect of that advance in computing the chargeable profits (within the meaning of section 19 of the CTA) of that company.

6. Each New Lender that confirms that it holds a passport under the HMRC DT Treaty Passport scheme and wishes that scheme to apply to the Agreement, provides, in Schedule 2, its reference number and confirms the jurisdiction of its tax residency, so that interest payable to it by borrowers is generally subject to full exemption from UK withholding tax, and requests that the Company notify:

- (a) each Borrower which is a Party as a Borrower as at the Transfer Date; and

- (b) each Additional Borrower which becomes an Additional Borrower after the Transfer Date, that it wishes that scheme to apply to the Agreement.

7. This Transfer Certificate may be executed in any number of counterparts and this has the same effect as if the signatures on the counterparts were on a single copy of this Transfer Certificate.

8. This Transfer Certificate and any non-contractual obligations arising out of or in connection with it are governed by English law.

9. This Transfer Certificate has been entered into on the date stated at the beginning of this Transfer Certificate.

SCHEDULE 1

COMMITMENTS AFTER THE TRANSFER DATE

Name of Financial Institution	Commitment
Existing Lender	
Morgan Stanley Bank, N.A.	£125,000,000
New Lenders	
Banco Santander S.A., London Branch	£125,000,000
Bank of China Limited, London Branch	£125,000,000
BNP Paribas Fortis SA/NV	£118,750,000
BNP Paribas	£6,250,000
DBS Bank Ltd., London Branch	£125,000,000
Emirates NBD Bank (P.J.S.C), London Branch	£125,000,000
Goldman Sachs Bank USA	£125,000,000
HSBC Bank plc	£125,000,000
ING Bank N.V., London Branch	£125,000,000
Standard Chartered Bank	£125,000,000
TOTAL	£1,250,000,000

SCHEDULE 2

ADMINISTRATIVE DETAILS OF THE NEW LENDERS

Name of New Lender	Contact details	Facility Office	Qualifying Lender/Treaty Lender/Non-Qualifying Lender	Tax residence and Treaty Passport scheme reference number (if applicable)
Banco Santander S.A., London Branch	Address: 2 Triton Square, Regent's Place, London NW1 3AN Attention: <u>Operational:</u> Name: [REDACTED] [REDACTED] Address: 2 Triton Square, Regent's Place, London NW1 3AN Telephone Number: [REDACTED] Group email address: middleoffice.loanslondon@santandercib.co.uk	2 Triton Square, Regent's Place, London NW1 3AN	Qualifying Lender (Other than a treaty lender)	N/A
	<u>Credit:</u> Name: [REDACTED] Address: 2 Triton Square, Regent's Place, London NW1 3AN Telephone Number: [REDACTED]			

Name of New Lender	Contact details	Facility Office	Qualifying Lender/Treaty Lender/Non-Qualifying Lender	Tax residence and Treaty Passport scheme reference number (if applicable)
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Group email address:

[REDACTED] [@santandercib.co.uk](mailto:[REDACTED]@santandercib.co.uk)

Name:

[REDACTED]

Address: 2 Triton Square, Regent's Place, London NW1 3AN

Telephone Number:

[REDACTED]

Group email address:

[REDACTED] [@santandercib.co.uk](mailto:[REDACTED]@santandercib.co.uk)

Name:

[REDACTED]

Address: 2 Triton Square, Regent's Place, London NW1 3AN

Telephone Number:

[REDACTED]

Group email address:

[REDACTED] [@santandercib.co.uk](mailto:[REDACTED]@santandercib.co.uk)

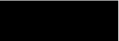
Name:

[REDACTED]

Address: 2 Triton Square, Regent's Place, London NW1 3AN

Telephone Number:

[REDACTED]

Name of New Lender	Contact details	Facility Office	Qualifying Lender/Treaty Lender/Non-Qualifying Lender	Tax residence and Treaty Passport scheme reference number (if applicable)
	Group email address: @santandercib.co.uk <u>Notices:</u> Contact details for Operational / Servicing matters Name: Corporate BO Address: Santander Back-Offices Globales Mayoristas Ciudad Grupo Santander Ed. Dehesa 2ª Planta 28660 Boadilla del Monte (Madrid) Spain Telephone Number:  Group email address: corporatebo@gruposantander.com Account details for payments: Correspondent Bank: Royal Bank of Scotland plc London Correspondent BIC/SC:  Beneficiary A/C no. or IBAN: A/C 			

Name of New Lender	Contact details	Facility Office	Qualifying Lender/Treaty Lender/Non-Qualifying Lender	Tax residence and Treaty Passport scheme reference number (if applicable)
Bank of China Limited, London Branch	Address: 1 Lothbury, London, EC2R 7DB Attention: <u>Operational/Notices:</u> Syndication Loan / Operation Services Function Department; Email:syndicationloan@bank-of-china.com; gho@bank-of-china.com <u>Credit:</u> [REDACTED]; Email: [REDACTED]@uk.bankofchina.com; Tel: [REDACTED] [REDACTED]@uk.bankofchina.com Tel: [REDACTED] Account details for payments: GBP; Bank of China, London Branch - CHAPS // [REDACTED] BIC: [REDACTED] Account No. / IBAN: [REDACTED] Ref: LA/SYN/Informa	London, UK	Qualifying Lender	China/N.A.

Name of New Lender	Contact details	Facility Office	Qualifying Lender/Treaty Lender/Non-Qualifying Lender	Tax residence and Treaty Passport scheme reference number (if applicable)
BNP Paribas	Address: 16 Boulevard des Italiens 75009 Paris, France Attention for Credit Matters: [REDACTED] Email for Operational matters / Notices: LS1.LOANSERVICINGLISBON@bnpparibas.com paris.cib.sf.bm.mo.dm.europe@bnpparibas.com Email for credit matters: [REDACTED] [REDACTED]@uk.bnpparibas.com Account details for payments: Correspondence Bank: BNP PARIBAS, London SWIFT BIC: [REDACTED] Beneficiary Bank: BNP PARIBAS, Paris SWIFT BIC: [REDACTED] Account number: [REDACTED] Sort Code: [REDACTED] Ref: INFORMA – Loan Servicing	16 Boulevard des Italiens 75009 Paris, France	Treaty Lender	France 5/B/255139/DTP

Name of New Lender	Contact details	Facility Office	Qualifying Lender/Treaty Lender/Non-Qualifying Lender	Tax residence and Treaty Passport scheme reference number (if applicable)
BNP Paribas Fortis SA/NV	Address: Montagne du Parc 3 – 1000 Brussels - Belgium Attention for Credit Matters: [REDACTED] Email for Operational matters / Notices: sf.bo.servicing.cb@bnpparibasfortis.com paris.cib.sf.bm.mo.dm.europe@bnpparibas.com Email for credit matters: [REDACTED] [REDACTED]@uk.bnpparibas.com Correspondence Bank: BNP PARIBAS, London SWIFT BIC: [REDACTED] Beneficiary Bank: BNPPARIBASFORTIS SA-NV, BRUSSELS SWIFT BIC: [REDACTED] Account number: [REDACTED] Sort Code: [REDACTED] Ref: INFORMA – BO Servicing	Montagne du Parc 3 – 1000 Brussels – Belgium	Treaty Lender	Belgium 18/B/359080/DTTP

Name of New Lender	Contact details	Facility Office	Qualifying Lender/Treaty Lender/Non-Qualifying Lender	Tax residence and Treaty Passport scheme reference number (if applicable)
DBS Bank Ltd., London Branch	Address: One London Wall, London, EC2Y 5EA	One London Wall, London EC2Y 5EA	Qualifying Lender	N/A
	Attention:			
	<u>Operational:</u> [REDACTED]			
	<u>Credit:</u> [REDACTED]			
	<u>Notices:</u> [REDACTED] [REDACTED]			
	Email:			
	Operational: loanopslondon@db.com			
	Credit: [REDACTED]@db.com, [REDACTED]@db.com			
	Account details for payments:			
	GBP:			
	Account No: [REDACTED]			
	SWIFT Code: [REDACTED]			
	Sort Code: [REDACTED]			
	Correspondent Bank: Lloyds Bank PLC			

Name of New Lender	Contact details	Facility Office	Qualifying Lender/Treaty Lender/Non-Qualifying Lender	Tax residence and Treaty Passport scheme reference number (if applicable)
Emirates NBD Bank (P.J.S.C), London Branch	Address: Emirates NBD P.J.S.C, London Branch, Emirates NBD House, 25 Knightsbridge, London SW1X 7LY	London	Qualifying Lender	Tax residence: UK
	Attention:			
	Operational: [REDACTED]			
	Credit: [REDACTED] [REDACTED]@emiratesnbd.com / [REDACTED] [REDACTED]@EmiratesNBD.com / [REDACTED] [REDACTED]@emiratesnbd.com /			
	Notices: [REDACTED]			
	Email:			
	[REDACTED] [REDACTED]@emiratesnbd.com / [REDACTED] [REDACTED]@emiratesnbd.com / [REDACTED] [REDACTED]@emiratesnbd.com / [REDACTED] [REDACTED]@EmiratesNBD.com / [REDACTED] [REDACTED]@emiratesnbd.com / [REDACTED] [REDACTED]@emiratesnbd.com			
	Account details for payments:			
	Correspondent Bank Name: Barclays Bank Plc SWIFT Code: [REDACTED] Beneficiary name / SWIFT / Sort Code: Emirates NBD P.J.S.C / [REDACTED] / [REDACTED] Beneficiary IBAN / Account Number: [REDACTED]			

Name of New Lender	Contact details	Facility Office	Qualifying Lender/Treaty Lender/Non-Qualifying Lender	Tax residence and Treaty Passport scheme reference number (if applicable)
Goldman Sachs Bank USA	Address: 200 West Street, New York, NY 10282-2198 Attention: <u>Operational / Notices:</u> Loans Servicing Address: Goldman Sachs Services Pvt. Ltd, Helios Business Park, 150 Outer Ring Road Kadubeesanahalli, Bangalore – 560103 Fax: 44 20 7552 7070 (for notice delivery) Email: ficc-bankloan-servicing-ldn@gs.com (queries only) <u>Credit / Notices:</u> Corporate Actions Address: Goldman Sachs Services Pvt. Ltd, Helios Business Park, 150 Outer Ring Road Kadubeesanahalli, Bangalore – 560103 Fax: 44 (20) 7552-9754 (for notice delivery) Email: loandocumentation@ln.email.gs.com (queries only)	200 West Street New York, NY 10282	Treaty Lender	USA 13/G/351779/DTTP

Name of New Lender	Contact details	Facility Office	Qualifying Lender/Treaty Lender/Non-Qualifying Lender	Tax residence and Treaty Passport scheme reference number (if applicable)
Account details for payments: Bank Name: Barclays Bank Plc CHAPS: [REDACTED] SWIFT Code: [REDACTED] City: London Account name: Goldman Sachs Bank USA Account number: [REDACTED] IBAN: [REDACTED] Reference: oxybelis2024 Contact name: [REDACTED]				

Name of New Lender	Contact details	Facility Office	Qualifying Lender/Treaty Lender/Non-Qualifying Lender	Tax residence and Treaty Passport scheme reference number (if applicable)
HSBC Bank plc	Address: 8 Canada Square, London, E14 5HW, UK	UK	Qualifying Lender	N/A

Attention:

Operational: Loanops.uklibor@hsbc.com

Credit: [REDACTED]@hsbcib.com &
[REDACTED]@hsbc.com

Notices: Loanops.uklibor@hsbc.com

Account details for payments:

Via CHAPS: [REDACTED]

SWIFT Code: [REDACTED]

Account name: HSBC Bank plc, London

Reference: 010/LA/Informa £1.25bn bridge

IBAN: [REDACTED]

Name of New Lender	Contact details	Facility Office	Qualifying Lender/Treaty Lender/Non-Qualifying Lender	Tax residence and Treaty Passport scheme reference number (if applicable)
ING Bank N.V., London Branch	Address: ING Bank N.V., London Branch, 8-10 Moorgate, London EC2R 6DA	ING Bank N.V., London Branch	Qualifying Lender	N/A
Attention:				
Operational: Execution@ing.com				
Credit: [REDACTED]@ing.com				
Notices: Execution@ing.com				
Email:				
Execution@ing.com				
Account details for payment:				
Bank name: ING Bank N.V., Amsterdam				
Account number: [REDACTED]				
Sort Code: [REDACTED]				
Swift Code: [REDACTED]				

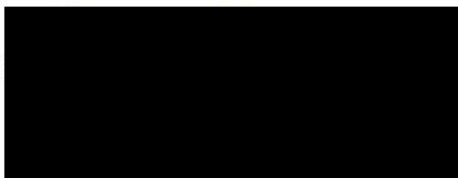
Name of New Lender	Contact details	Facility Office	Qualifying Lender/Treaty Lender/Non-Qualifying Lender	Tax residence and Treaty Passport scheme reference number (if applicable)
Standard Chartered Bank	Address: 1 Basinghall Avenue, London EC2V 3DD Attention: <u>Operational:</u> n/a Credit: [REDACTED] [REDACTED] <u>Notices:</u> UK.LPUInstructions@sc.com UK.LoansProcessing@sc.com [REDACTED]@sc.com [REDACTED]@sc.com Telephone number - [REDACTED] SSIs: Name – [REDACTED] Telephone number - [REDACTED] [REDACTED] Email - [REDACTED]@sc.com ; [REDACTED]@sc.com	United Kingdom	Qualifying Lender	N/A

Name of New Lender	Contact details	Facility Office	Qualifying Lender/Treaty Lender/Non-Qualifying Lender	Tax residence and Treaty Passport scheme reference number (if applicable)
	Email: ██████████@sc.com ██████████@sc.com ██████████@sc.com Account details for payment: Beneficiary – Standard Chartered Bank, London Swift address – ██████████ Correspondent – Standard Chartered Bank London Swift code – ██████████ Account Number – ██████████ IBAN - ██████████			

Existing Lender

MORGAN STANLEY BANK, N.A.

By:



New Lenders

**BANCO SANTANDER S.A., LONDON
BRANCH**

By:

**BANCO SANTANDER S.A., LONDON
BRANCH**

By:

**BANK OF CHINA LIMITED, LONDON
BRANCH**

By: [Redacted]

[Redacted]

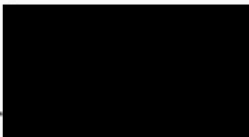
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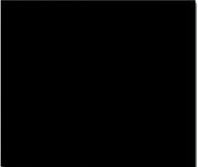
BNP PARIBAS

By:


BNP PARIBAS

By:






BNP PARIBAS FORTIS SA/NV/

By:



BNP PARIBAS FORTIS SA/NV

By:



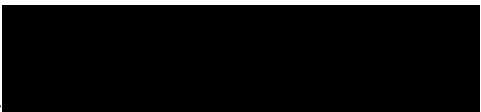
DBS BANK LTD., LONDON BRANCH

By:.....

**EMIRATES NBD BANK (P.J.S.C),
LONDON BRANCH**

By:  .. 

**EMIRATES NBD BANK (P.J.S.C),
LONDON BRANCH**

By:  .. 

GOLDMAN SACHS BANK USA

By: ...



HSBC BANK PLC

By: .....


ING BANK N.V., LONDON BRANCH

By: 

ING BANK N.V., LONDON BRANCH

By: 



STANDARD CHARTERED BANK

By: .....



Agent

The Transfer Date is confirmed by the Agent and the Transfer Date is confirmed as 27 August 2024.

HSBC BANK PLC

By:

