



Notice of Annual General Meeting

To be held on: Thursday, 16 June 2022
240 Blackfriars Road, London SE1 8BF at 11.00 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 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.

28 April 2022

Dear Shareholder**2022 Annual General Meeting**

I am pleased to invite you to the 2022 Annual General Meeting (AGM) of Informa PLC (the Company) which will be held at 240 Blackfriars Road, London SE1 8BF on 16 June 2022 at 11.00 am. The formal notice convening the AGM is set out on pages 7 to 9 of this Notice ('the Notice'). Explanatory notes to the Resolutions and other shareholder information are set out in Part II of this Notice.

The AGM provides an opportunity for you to meet the Board and to ask questions about the business of the Company.

Attendance and voting

In order to allow the voting preferences of all Shareholders to be taken into account, a poll vote will be conducted on all Resolutions at the AGM. If you are unable to attend the AGM but would like to exercise your right to vote on the Resolutions contained within this Notice, please complete the Form of Proxy that was sent to you with this Notice and return it to our Registrar, Computershare, to arrive no later than **11.00am on 14 June 2022**.

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 **11.00am on 14 June 2022**.

Further information on appointing a proxy is given on pages 29 to 30 of this Notice.

Board changes and AGM resolutions

Joanne Wilson and Louise Smalley were appointed to the Board as Independent Non-Executive Directors in October 2021 and Zheng Yin was appointed as an Independent Non-Executive Director in December 2021. They will stand for election by Shareholders at the 2022 AGM. All other Directors will stand for re-election as is our usual practice.

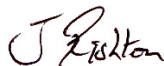
All the resolutions set out in the Notice of AGM on pages 7 to 9 will be familiar to Shareholders. Attention is drawn in particular to Resolutions 19 to 22 relating to the new Directors' Remuneration Policy and the rules of the Company's incentive schemes. Further information on each is set out in the explanatory notes on pages 10 to 12.

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

**John Rishton****Chair****Informa PLC**

Dear Shareholder

On behalf of the Board and the Remuneration Committee, I am pleased to propose the attached new and next Remuneration Policy for approval at this year's Annual General Meeting.

The new and next Remuneration Policy is the culmination of extensive consultation and collaboration with Shareholders over the last year by myself, the Board Chair and other Directors. We believe it provides a robust and effective framework that is aligned to the Group's future strategy, with the right balance of incentive stretch and opportunity for management and strong alignment with Shareholders and the wider stakeholder group.

The Policy will apply directly to the three Executive Directors at Informa (Group Chief Executive, Group Finance Director and Group Chief Operating Officer) and this framework and approach will also be applied to the 100+ Senior Leaders at the Group, ensuring essential internal alignment and a consistent focus and ambition.

Since my appointment as Chair-Elect of the Remuneration Committee in 2021, I have been able to meet with more than 30 Shareholders, representing almost two-thirds of Informa's equity, as well as several proxy advisors. I would like to take this opportunity to thank everyone for their time and input, which has been invaluable in shaping the direction and detail of the new and next Remuneration Policy.

Whilst there are always different investor views and individual preferences on remuneration, there were some consistent themes and I was particularly encouraged by the strong support for the Informa management team and positive response to the launch of the *Growth Acceleration Plan II*, the Group's four-year programme to build a more focused, higher growth business (www.informa.com/about-us/group-strategy). All of these inputs have been incorporated into the Committee's thinking in formulating the new and next Remuneration Policy.

Key Features of the Proposed New and Next Remuneration Policy

One of the key conclusions for the Committee that I discussed with Shareholders was that post the COVID-impact period, the Company will return to a performance-based LTIP structure for the new and next Remuneration Policy.

The first LTIP award under the new Policy will be made in 2024, following completion of the *2021-2023 Equity Revitalisation Plan* period.

At that point, the Company will be focused on accelerating growth and performance, with any ongoing material impacts of COVID expected to be more limited. Therefore, a performance-based long-term incentive plan that rewards outperformance and incentivises growth will ensure close alignment to strategy, in the same way a similar LTIP structure served the Company well pre-pandemic, through the first *Growth Acceleration Plan*.

Subject to approval of the new and next Remuneration Policy at the AGM, there will therefore be a shift and change to specific elements of the current remuneration structure from 2024, when it will align to this LTIP-based incentive approach, as outlined below:

Key changes to current Remuneration Policy from 2024:

- **Short-term Incentive Plan from 2024:** Maximum Annual Bonus of 200% of base salary for the CEO and 150% for the FD/COO from 2024 onwards. At least 75% of STIP performance measures will be financial in nature, with measures to include Return on Invested Capital, Underlying Revenue Growth and Profit/Earnings. In addition, performance outcomes will align to best practice, with 50% of the maximum bonus paid for on-target performance, scaling up to 100% for exceptional performance. Any bonus over 100% of salary will be paid in deferred shares and any new Directors appointed to the Board who are yet to reach their shareholding requirement will be required to defer at least one third of any bonus paid into shares until the requirement is met;
- **LTIP Award from 2024:** Maximum long-term LTIP award of 325% of base salary for the CEO and 225% for the FD/COO, with a three-year vesting period, plus two-year holding period. The current intention is that performance measures will include a Cash Returns measure at 50% of the total, focused on three-year Cash flow Generation, a Relative TSR measure at 35% of the total, focused on total shareholder returns relative to a relevant peer group of comparable companies and an ESG measure at 15% of the total, aligned to the Group's FasterForward sustainability strategy, with exact ESG metrics to be determined ahead of the 2024 performance period.
- **Post-cessation Shareholding Requirement:** An increase in the CEO post-cessation holding requirement from 150% to 200% of base salary for the first two years post-employment with Informa, and a minimum of 150% of base salary for the FD/COO.

Key elements unchanged from current Remuneration Policy:

- **Base Salary:** No change to current Policy, with any ordinary increases in base salary aligned to the increases awarded to the wider workforce;
- **Pension Entitlement:** No change to current Policy with annual pension entitlements for the CEO/FD reducing from 25% to 10% of base salary from 1 January 2023. The annual pension entitlement for the COO is 10% and was set on appointment.

- **In-post Shareholding Requirement:** No change to the current Policy, with a minimum shareholding requirement of 400% of base salary for the CEO and 275% for the FD/COO. The CEO and FD currently have holdings equating to c.450% of salary and the COO c.240%.

Specific Performance Targets for 2024 Grant

The above summary includes details of the performance measures that will be implemented with the Policy for both the STIP and the LTIP, including their respective weightings. The specific performance targets and ranges for the 2024 LTIP grant will be set in 2023 and so it is our intention to consult with Shareholders at the appropriate time on these important implementation specifics, including the detailed metrics that will be used for the ESG measure. On the latter, the Group has a well-defined sustainability strategy in its FasterForward programme (www.informa.com/sustainability/faster-forward), which includes a series of Group commitments, including becoming a zero waste and net zero carbon business by 2030 or earlier, and embedding sustainability content inside all our brands to help accelerate sustainable development across our customer markets. It is expected that ESG metrics for remuneration will be aligned directly to such commitments within FasterForward and so will be material, measurable and highly relevant to Informa.

Peer Group Benchmarking

In establishing the appropriate maximum rewards within the Policy for both the STIP (200% of base salary for the CEO, 150% for the FD/COO) and LTIP (325% for the CEO, 225% for the FD/COO), the Committee commissioned remuneration advisors, Ellason, to undertake a balanced peer group benchmarking exercise. This included analysis of the remuneration structures and reward opportunities for relevant media sector peers and also a group of FTSE constituents of similar size, as measured by market capitalisation.

Details of this analysis are included in the Appendix to this letter and highlight that the new Policy tracks slightly below the median of media sector peers. The Committee was keen to ensure that the package is competitive and provides strong motivation to management, whilst not chasing to the top-end of peer group comparators. Given the strong support for the Informa management team and their extensive knowledge and experience at the Group, with over 20 years of combined tenure between the CEO and FD, the Committee therefore believes the Policy strikes the right balance.

Continuity with the Current Remuneration Policy to the end of 2023

Following the voting outcomes on the annual Remuneration Report at the 2021 AGM, the new and next Remuneration Policy is being proposed for approval at this year's AGM. As outlined, the first LTIP grant under this new Policy will take place in 2024, following the completion of the *2021-2023 Equity Revitalisation Plan* ('ERP'), which was approved by Shareholders in December 2020.

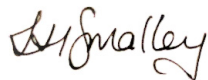
Under the ERP, the quantum of short and long-term incentives was reduced and restricted shares awarded rather than LTIP grants. These restricted shares were granted in early 2021 for the full three-year period of the Plan (covering 2021, 2022 and 2023) and so no additional equity grants will be made to the three existing Executive Directors until after this period ends. Similarly, the current reduced short-term incentive maximum will remain in place until the end of the three-year ERP plan period. (See Appendix for detailed schedule of awards and summary of the ERP.)

Alignment to Strategy and Shareholder Interests

In determining the final proposals for the new and next Remuneration Policy, the Board and Remuneration Committee has given careful consideration to the consultation feedback received from Shareholders, adapting our thinking where necessary. We believe the introduction of the new and next Remuneration Policy, the first grant of which will be in 2024, is in the best interests of all stakeholders and it has the full support of the Board. We encourage all Shareholders to vote in favour of its introduction.

As the Group embarks on the next stage of its growth and development, focusing the business around its two leadership businesses of Academic Markets and B2B Markets, the quality and depth of talent and strength of leadership will remain key assets and differentiators for the Group. I am confident the new Policy creates a strong framework to support this, whilst incentivising further growth and acceleration, aligning closely with the interests of Shareholders and the wider stakeholder group.

Yours faithfully



Louise Smalley

Remuneration Committee Chair

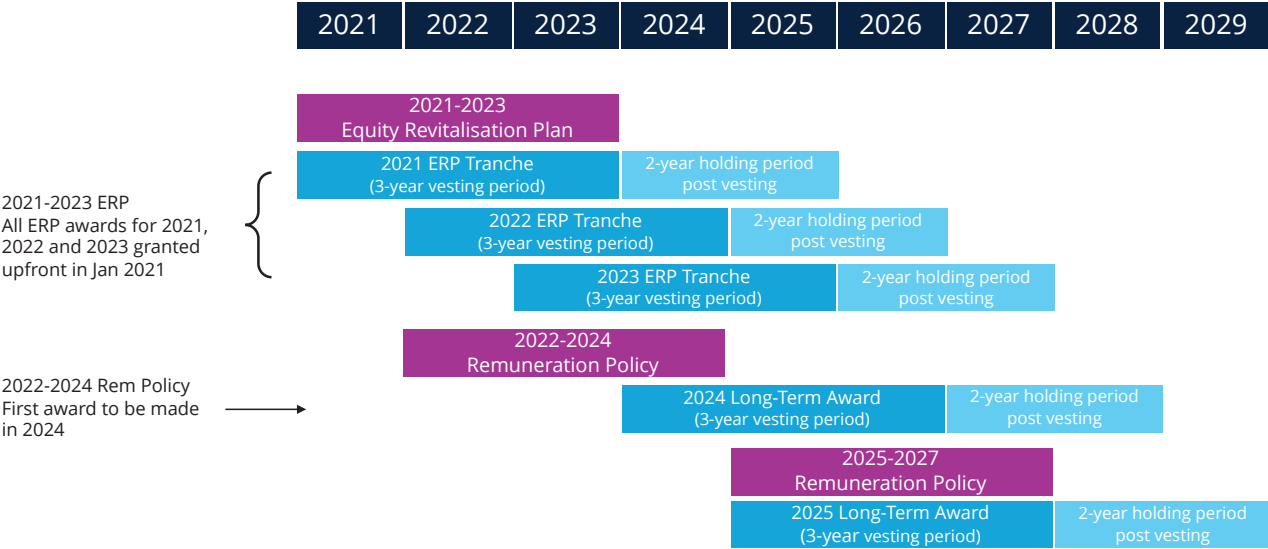
Informa PLC

Appendix

Summary of the short and long-term incentive structure for the period from 2021 to 2023

- **Short-term Incentive Plan:** Maximum Annual Bonus for the Executive Directors of 100% of base salary in 2022 and 2023, based on a balanced scorecard of performance measures
- **Restricted Share Award:** Annual long-term restricted share award of 200% of base salary for the CEO, 135% for the FD and 125% for the COO respectively, with a three-year vesting period, followed by a two-year holding period

Long-Term Award Schedule



Benchmarking Charts

CEO pay data

Media Peer Group

	Salary (£000)	Annual Bonus (% of salary)	LTI Face Value (% of salary)
Upper quartile	1,093	200%	455%
Median	960	200%	400%
Lower quartile	788	180%	290%

Market Cap Peer Group

	Salary (£000)	Annual Bonus (% of salary)	LTI Face Value (% of salary)
Upper quartile	920	200%	330%
Median	863	200%	250%
Lower quartile	770	155%	200%

CFO pay data

Media Peer Group

	Salary (£000)	Annual Bonus (% of salary)	LTI Face Value (% of salary)
Upper quartile	735	200%	350%
Median	640	168%	300%
Lower quartile	412	150%	220%

Market Cap Peer Group

	Salary (£000)	Annual Bonus (% of salary)	LTI Face Value (% of salary)
Upper quartile	620	195%	267%
Median	555	170%	210%
Lower quartile	475	150%	200%

Remuneration information taken from latest Annual Report disclosure

Annual bonus: Maximum opportunity as a percentage

Long term incentive: face value of award as percentage of salary, based on PSP equivalence (restricted shares are valued at 200% and options valued at 33%, relative to PSP awards)

Euros converted using exchange rate 1.16

USD converted using exchange rate 1.38

Media peers include: Ascential, BT, DM>, Euromoney, Future, InterPublic, ITV, Pearson, Publicis, Relx, Wolters Kluwer, WPP

Market cap peers based on 20 FTSE companies of similar market cap to Informa, including: Auto Trader, Avast, Barratt, Bunzl, Burberry, Hikma, Intl. Consol. Airlines, Intercontinental Hotels, Intertek, JD Sports, Kingfisher, Mondi, Pearson, Persimmon, Rolls Royce, Sage, Sainsbury, Severn Trent, Smiths, United Utilities

Profile of Informa incentives, % salary

CEO

	2020	2021-2023	2024 proposed	Sector peer median (for reference)
Bonus max	175%	100%	200%	200%
LTIP max	325%		325%	400%
ERP max		200%		
Total all incentives¹	500%	500%	525%	600%

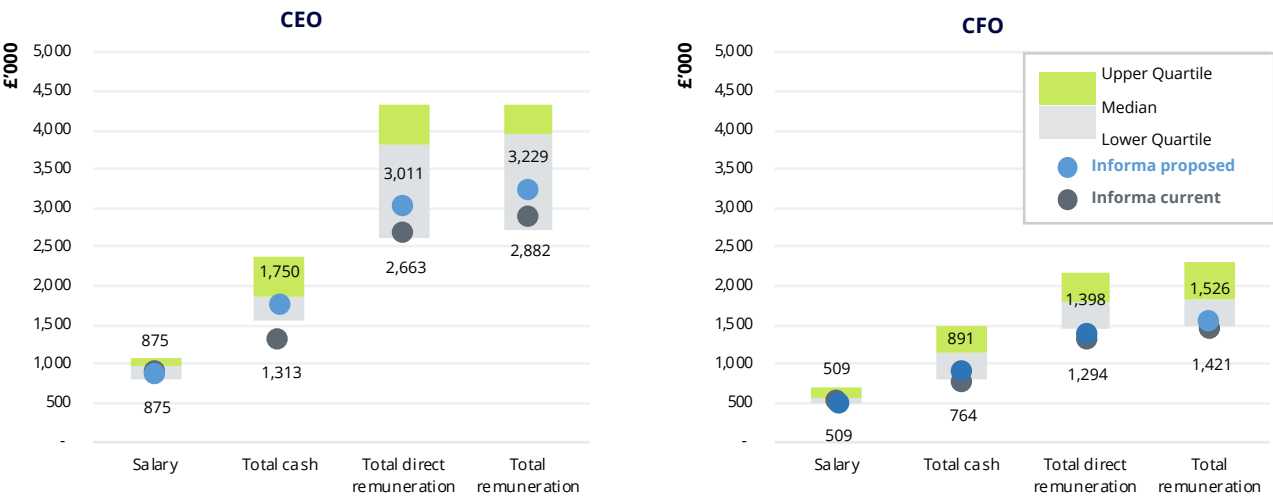
CFO

	2020	2021-2023	2024 proposed	Sector peer median (for reference)
Bonus max	150%	100%	150%	168%
LTIP max	200%		225%	300%
ERP max		135%		
Total all incentives¹	350%	370%	375%	470%

1. Total opportunity is based on a performance-based incentive equivalent, i.e. ERP is multiplied by 2x to be equivalent to an LTIP

Benchmarking Charts

Remuneration vs Media sector peers



Total Cash = Salary + Target Bonus

Total Direct Remuneration = Total Cash + Fair Value of Long-Term Incentives

Total Remuneration = Total Direct Remuneration+ Pension

Bonuses are valued assuming a target payout; long-term incentives are valued using a fair value methodology taking into account length of vesting period, toughness of performance conditions required for vesting, and underlying incentive vehicle (e.g. full-value shares or options)

Informa current remuneration includes an ERP award which assumes a 5% p.a. forfeiture risk through leaver conditions and a 10% discount applied to reflect the share price underpin. Informa proposed remuneration assumes an LTIP fair value of c.45% of face (similar to the value used for comparators)

Notice of 2022 Annual General Meeting

Notice is hereby given that the 2022 Annual General Meeting of the Company will be held at 11.00am on 16 June 2022 at 240 Blackfriars Road, London SE1 8BF, to consider, and if thought fit, pass the resolutions set out below.

Resolutions 1 to 22 inclusive will be proposed as ordinary resolutions and resolutions 23 to 26 inclusive will be proposed as special resolutions.

ORDINARY RESOLUTIONS

Resolution 1

To elect Louise Smalley as a Director.

Resolution 2

To elect Joanne Wilson as a Director.

Resolution 3

To elect Zheng Yin as a Director.

Resolution 4

To re-elect John Rishton as a Director.

Resolution 5

To re-elect Stephen A. Carter C.B.E. as a Director.

Resolution 6

To re-elect Gareth Wright as a Director.

Resolution 7

To re-elect Patrick Martell as a Director.

Resolution 8

To re-elect Mary McDowell as a Director.

Resolution 9

To re-elect Helen Owers as a Director.

Resolution 10

To re-elect Gill Whitehead as a Director.

Resolution 11

To re-elect Stephen Davidson as a Director.

Resolution 12

To re-elect David Flaschen as a Director.

Resolution 13

To receive the Annual Report and audited financial statements of the Company (incorporating the reports of the Directors and Auditor) for the year ended 31 December 2021 ('Annual Report').

Resolution 14

To approve the Directors' Remuneration Report set out on pages 132 to 155 of the Annual Report.

Resolution 15

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

Resolution 16

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

Resolution 17: 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 applies, 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 apply until the earlier of the conclusion of the Company's next AGM or close of business on 15 September 2023.

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 18: Authority to allot shares

That, in accordance with section 551 of the Companies Act and in substitution for all existing authorities, the Board be given power to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (i) up to an aggregate nominal amount of £492,571 (such amount to be reduced by any allotments or grants made under paragraph (ii) below in excess of such sum); and
- (ii) comprising equity securities (as defined in section 560(1) of the Companies Act) up to an aggregate amount of £492,571 (such amount to be reduced by any allotments or grants made under paragraph (i) above) in connection with an offer by way of a rights issue:
 - (a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary 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 15 September 2023 (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 ends which would, or might, require shares to be allotted or subscription or conversion rights to be granted after the authority ends 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 ended.

Notice of 2022 Annual General Meeting

Resolution 19: To adopt the Directors' Remuneration Policy

To adopt the Directors' Remuneration Policy, the text of which is set out in Part III of this Notice of Meeting, to take effect from the conclusion of the AGM at which it is passed.

Resolution 20: To approve the rules of the Updated Informa Long-Term Incentive Plan

To approve the rules of the Updated Informa Long Term Incentive Plan, the main features of which are summarised in Part III of this Notice of Meeting, and produced to this meeting and initialled by the Chair for the purposes of identification, and to authorise the Board to do all acts and things which it considers necessary or desirable to carry the same into effect.

Resolution 21: To approve the rules of the Updated Informa Deferred Share Bonus Plan

To approve the rules of the Updated Informa Deferred Share Bonus Plan, the main features of which are summarised in Part III of this Notice of Meeting, and produced to this meeting and initialled by the Chair for the purposes of identification, and to authorise the Board to do all acts and things which it considers necessary or desirable to carry the same into effect.

Resolution 22: To approve an update to historical LTIP Rules

To approve an update to all historical LTIP Rules as set out on page 11 of this Notice of Meeting and to authorise the Board to do all acts and things which it considers necessary or desirable to carry the same into effect.

SPECIAL RESOLUTIONS

Resolution 23: General power to disapply pre-emption rights

That, if Resolution 18 is passed, the Board be given power, in substitution for all existing powers and 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 18 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 £73,885.

This authority will apply until the earlier of the conclusion of the Company's next AGM or close of business on 15 September 2023 (unless previously renewed, varied or revoked by the Company in a general meeting), but, in each case, during this period 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 ended.

Resolution 24: Additional power to disapply pre-emption rights for acquisitions or capital investments

That, if Resolution 18 is passed, and in addition to any authority granted under Resolution 23, the Board be given the power 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 £73,885; 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 prior to the date of this Notice.

This authority will apply until the earlier of the conclusion of the Company's next AGM or close of business on 15 September 2023 but, in each case, during this period 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 ended.

Resolution 25: Authority to purchase own shares

That, pursuant to 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 147,771,000 (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 market value 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) 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 apply until the earlier of the conclusion of the Company's next AGM or close of business on 15 September 2023, provided that during this period the Company may enter into a contract to purchase ordinary shares which would or might be completed wholly or partly after this authority has ended and the Company may purchase ordinary shares pursuant to any such contract as if this authority had not ended.

Resolution 26: 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

Group Company Secretary

28 April 2022

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

Part II: 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 22 (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 23 to 26 (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 12: 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 16 June 2022.

Louise Smalley and Joanne Wilson were appointed to the Board on 1 October 2021 and will stand for election at the AGM in accordance with the Company's Articles of Association. Zheng Yin was appointed to the Board on 20 December 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.

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 election or 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 on pages 13 to 15 of this document. Their biographies can also be found on pages 104 to 107 of the 2021 Annual Report and at the Company's website: www.informa.com.

Resolution 13: 2021 Annual Report

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 14: Directors' Remuneration Report ('DRR')

Resolution 14 is an advisory vote to approve the DRR for the year ended 31 December 2021 which is set out on pages 132 to 155 of the Annual Report.

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

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

Resolutions 15 and 16: 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 15 proposes that Deloitte LLP be reappointed as the Company's auditor.

Resolution 16 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 2021 (including non-audit fees) are set out in Note 7 on page 195 of the Annual Report.

Resolution 17: Authority to make political donations

The authority being proposed in this resolution 17 is a renewal of the authority granted at the 2021 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 2021.

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 2022 AGM to the conclusion of the 2023 AGM up to a maximum aggregate amount of £30,000.

Resolution 18: 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 £492,571 (representing 492,571,000 ordinary shares of 0.1 pence each) and approximately one third of the issued ordinary share capital of the Company as at 27 April 2022 (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 £492,571 (representing 492,571,000 ordinary shares). This amount (together with the authority provided under paragraph (i) 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 15 September 2023, 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.

Resolution 19: Directors' Remuneration Policy

This resolution seeks Shareholder approval for the Directors' Remuneration Policy (the 'Policy'), the text of which is set out in Part III of this Notice of Meeting.

The Companies Act requires quoted companies to present a directors' remuneration policy to shareholders for approval at least every three years. The current Policy was approved by Shareholders at a General Meeting in December 2020.

If this resolution is approved, the Policy will be effective immediately following the AGM, although the incumbent Executive Directors will not be eligible for any new long term incentive awards under it until 2024. If Shareholders do not approve the Policy, the Company will continue to make payments to Directors on the terms of the existing Policy.

Resolution 20: Updated Informa Long-Term Incentive Plan Rules ('Updated LTIP')

This resolution seeks Shareholder approval for the adoption of the Updated LTIP Rules, as required by Listing Rule 9.4R.

The Company previously operated the Informa 2014 Long-Term Incentive Plan ('2014 LTIP') for its Executive Directors and selected senior colleagues. The 2014 LTIP was amended in December 2020, with Shareholder approval, to allow restricted share awards to be granted and the plan was re-named the Informa Equity Revitalisation Plan ('ERP').

The Remuneration Committee is recommending that a performance-based long term incentive plan is re-introduced in the Policy in place of restricted share awards. The Remuneration Committee will not grant awards under the Updated LTIP Rules to the incumbent Executive Directors until 2024.

The Updated LTIP Rules are similar to the rules of the previous 2014 LTIP (before the changes made in December 2020 to implement the ERP), with amendments to update for current market practice. A summary of the Updated LTIP Rules is set out on pages 26 to 27 of this Notice of Meeting.

Resolution 21: Updated Informa Deferred Share Bonus Plan Rules ('Updated DSBP')

This resolution seeks Shareholder approval for the adoption of the Updated DSBP Rules, as required by Listing Rule 9.4R.

Adoption of the Updated DSBP rules would mean that any annual bonus above 100% of basic salary would be paid to the Executive Directors in the form of ordinary shares and deferred for a further three years. The Company previously operated the Informa 2014 Deferred Share Bonus Plan ('2014 DSBP') for its Executive Directors.

The Updated DSBP Rules are similar to the rules of the previous 2014 DSBP, with amendments to update for current market practice. A summary of the Updated DSBP Rules is set out on page 28 of this Notice of Meeting.

Resolution 22: Update to historical LTIP Rules

The resolution seeks Shareholder approval to update all historical LTIP Rules to provide 'good leavers', (colleagues who have left the employment of the Company's Group due to death, injury, ill-health, disability, redundancy, retirement, the employing company no longer being part of the Informa Group or another reason permitted by the Board) with a more reasonable period of time in which to exercise vested options that were granted under the Company's legacy long-term incentive plans.

Currently the exercise period for good leavers is only 6 months from the date of departure (or 12 months where a participant has passed away). To provide more flexibility and avoid good leavers unintentionally letting vested options lapse, the Board is proposing that this period be extended to three years from the later of the date of departure or the point at which options vest or become exercisable.

Explanatory Notes on Resolutions

Resolutions 23 and 24: 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 23 and 24 renew the authorities that were given at the 2021 AGM and comply with the IA's share capital management guidelines and follow the resolution templates issued by Pre-Emption Group ('PEG') in relation to the disapplication of pre-emption rights.

Resolution 23 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 £73,885. This amount represents approximately 5% of the Company's issued ordinary share capital as at the Latest Practicable Date.

Resolution 24 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 £73,885. 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 24 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 23 and 24 will expire at the earlier of the conclusion of the Company's next AGM or 15 September 2023 and the Directors expect to seek to renew these authorities at each subsequent AGM.

Resolution 25: Authority to purchase own shares

Resolution 25 renews the authority granted at last year's AGM.

The Resolution authorises the Company to buy back up to 147,771,000 of its issued ordinary shares. This is equal to 10% of the Company's issued ordinary shares on the Latest Practicable Date. The resolution sets out the lowest and highest prices that the Company can pay for the ordinary shares.

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 25 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 15 September 2023.

Resolution 26: Authority to call general meetings on 14 days' notice

This resolution would renew the authority given at the 2021 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 AGM 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.

Biographies of the Directors standing for election or re-election

(Resolutions 1 to 12 inclusive)

Louise Smalley

Non-Executive Director

Appointed: October 2021

Skills and experience: Louise has extensive experience in talent management and development, as well as remuneration and reward, working for large UK and international corporations. She attended the Cambridge Institute for Sustainability Leadership and has prior experience integrating sustainability strategies.

Louise most recently served as Whitbread plc's Group HR Director and an Executive Director, having previously held HR Director positions within Whitbread's Hotels & Restaurants and David Lloyd Leisure divisions. Prior to joining Whitbread, she worked in human resources at Esso and BP.

Other current appointments: Louise is a Non-Executive Director at DS Smith PLC.

Joanne Wilson

Non-Executive Director

Appointed: October 2021

Skills and experience: Joanne brings further strong and current financial and operational experience to the Group.

Joanne is the Chief Financial Officer of Britvic PLC, responsible for strategic planning, deal analysis, investor relations and IT, and also chairs Britvic's ESG Committee.

Prior to joining Britvic, Joanne was Chief Financial Officer at dunhumby, a customer data science specialist and part of the Tesco Group. She previously held a range of financial and commercial roles at Tesco, internationally as well as in the UK.

Joanne began her career at KPMG in London, where she qualified as a Chartered Accountant before transferring to Hong Kong to work in KPMG's Corporate Finance practice.

Other current appointments: Joanne is Chief Financial Officer at Britvic PLC.

Zheng Yin

Non-Executive Director

Appointed: December 2021

Skills and experience: Zheng brings significant senior executive experience in Asia to the Board and provides valuable local insights into macro-economic and commercial trends in China and Asia, a significant trading region for Informa.

Zheng was appointed as Executive Vice President, China at Schneider Electric in 2017 having previously held senior business development and strategy roles within the Group. Prior to joining Schneider Electric, Zheng was Head of Business Development for China for Phillips and held senior positions within Dow Jones and Reuters in the US, Hong Kong and Mainland China.

Other current appointments: Zheng is Executive Vice President, China at Schneider Electric

John Rishton

Board Chair

Appointed: June 2021 (Board Chair), September 2016 (Non-Executive Director)

Skills and experience: John brings significant financial and international commercial experience to Informa. He joined the Board as a Non-Executive Director and Chair of the Audit Committee in September 2016 before being appointed as Chair of the Board in June 2021.

John was Chief Executive of Rolls-Royce Group PLC from 2011 to 2015, having been a Non-Executive Director since 2007. Prior to joining Rolls-Royce, John was Chief Executive and President of Royal Ahold NV, a Dutch international retailer and, prior to that role, its Chief Financial Officer. John has also previously held the position of Chief Financial Officer of British Airways PLC.

Other current appointments: John is Chair of Serco Group PLC. He will retire as a Non-Executive Director of Unilever plc at their AGM on 4 May 2022.

Stephen A. Carter CBE

Group Chief Executive

Appointed: September 2013 (Group Chief Executive)

Skills and experience: Stephen joined Informa in 2010 as a Non-Executive Director and was appointed as Group Chief Executive in September 2013.

Before joining Informa, Stephen held senior positions in the public and private sectors. He was President and Managing Director EMEA at Alcatel Lucent Inc from 2010 to 2013, Managing Director and COO of ntl (now Virgin Media) from 2000 to 2003, and Managing Director of JWT UK & Ireland from 1995, becoming Chief Executive in 1997.

In the public sector, Stephen became the founding CEO of Ofcom in 2003 and was appointed as Chief of Strategy and Minister for Telecommunications and Media from 2008 to 2009 in the Government of Prime Minister, The Right Hon. Gordon Brown. Stephen was made a Life Peer in 2008.

Other current appointments: Stephen is currently a Non-Executive Director of United Utilities Group PLC but will not be seeking re-election at that company's AGM on 22 July 2022. Stephen is Informa's representative on the Board of PA Media Group Limited.

Biographies of the Directors standing for election or re-election

Gareth Wright

Group Finance Director

Appointed: July 2014

Skills and experience: Gareth has strong experience in senior financial roles across multiple UK public companies.

He joined Informa in 2009 and has held a variety of positions within the Group, including Deputy Finance Director and Acting Group Finance Director, before being appointed as Group Finance Director in July 2014. Gareth also chairs the Company's Risk Committee.

Prior to joining Informa, Gareth held a variety of roles at National Express plc, including Head of Group Finance and Acting Group Finance Director.

From 1994 to 2001, he worked as a chartered accountant for Coopers & Lybrand (now part of PwC) in its audit function.

Other current appointments: Gareth has no other appointments.

Patrick Martell

Group Chief Operating Officer

Appointed: 1 March 2021

Skills and experience: Patrick is the Group's Chief Operating Officer, Chief Executive of Informa Intelligence and one of Informa's nominees on the Board of its Curinos business.

Patrick joined Informa in November 2014 as CEO of the Intelligence Division, overseeing the Division's return to growth. During this time, Patrick also served as Integration Officer for the Penton and UBM acquisitions.

From 2009 to 2014 Patrick was Group CEO of St Ives plc where he led a successful restructuring and repositioning of the business, undertaking numerous consolidations, acquisitions and disposals, and transforming its financial performance, valuation and operations.

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

Mary McDowell

Non-Executive Director

Appointed: June 2018

Skills and experience: Mary joined the Board in June 2018 having previously been a Non-Executive Director at UBM plc. Mary was appointed as Informa's Senior Independent Director in November 2021.

Mary is a technology industry executive with deep product and digital experience, leading companies in times of market and technological change to maximise their potential. She is Board Chair of Mitel Networks Corporation, having served as its President and CEO from October 2019 to November 2021.

Mary was CEO of Polycom from 2016 until its acquisition by Plantronics in 2018, and prior to that she was an Executive Partner at Siris Capital LLC. Mary worked at Nokia for nine years, most recently as Executive Vice President in charge of Nokia's feature phones and associated digital services. She spent 17 years at HP-Compaq before joining Nokia, including five years as Senior Vice President and General Manager of that company's industry-standard server business.

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

Helen Owers

Non-Executive Director

Appointed: January 2014

Skills and experience: Helen is the Board member responsible for workforce engagement.

Helen has extensive international senior executive experience in the media industry, most notably through her role as President of Global Businesses and Chief Development Officer at Thomson Reuters.

She previously worked at Gemini Consulting as a media and telecoms strategy consultant, and also has experience in professional publishing from her time at Prentice Hall.

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

Gill Whitehead

Non-Executive Director

Appointed: August 2019

Skills and experience: Gill brings significant current experience in digital, data and analytics to Informa.

In November 2021, Gill was appointed as Chief Executive of the Digital Regulators Forum, a collaboration between the Competition and Markets Authority, Financial Conduct Authority, Information Commissioner's Office and Ofcom. Prior to this, she spent three years as Google UK's Senior Director of Client Solutions & Analytics, leading teams in data analysis, measurement, user experience, consumer segmentation and insights.

Gill previously worked at Channel Four and BBC Worldwide in a variety of strategy leadership and technology-driven roles, beginning her career at the Bank of England and Deloitte Consulting.

Gill is a Fellow of the Institute of Chartered Accountants and completed an MSc in Internet Social Sciences at the Internet Institute at the University of Oxford.

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

Stephen Davidson

Non-Executive Director

Appointed: September 2015

Skills and experience: Stephen brings extensive experience of financial markets, media, telecommunications and corporate matters to the Board.

Stephen has previously served as Telewest's Chief Financial Officer and Chief Executive, Mecom Group PLC's Executive Chairman, and WestLB's Vice-Chairman of Investment Banking.

Throughout his career, he has held various positions in industry and investment banking, as well as numerous Chair and Non-Executive positions on the boards of media, telecommunications and technology companies.

Other current appointments: Stephen is a Non-Executive Director of Calnex Solutions plc and of MCB Group Ltd. He stood down as Chair of Actual Experience PLC on 24 March 2022 and as Chair of Datatec Limited on 1 March 2022. He remains on the Board of both entities as a Non-Executive Director for a further year.

David Flaschen

Non-Executive Director

Appointed: September 2015

Skills and experience: David is also one of Informa's nominees on the Board of its Curinos business.

David has over 20 years of executive and leadership experience in the information services industry, including positions at Thomson Financial and Dun & Bradstreet. He also has extensive experience in online businesses, having served as a Non-Executive Director at companies such as TripAdvisor Inc. and BuyerZone.com.

David was a professional football player and a founding member of the North American Soccer League Players Association's Executive Committee.

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

Key

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

Part III: Directors' Remuneration Policy

Introduction

The following pages detail the new and next **Directors' Remuneration Policy** (the 'Policy') which Shareholders are being asked to approve at the 2022 AGM on 16 June 2022.

While the Policy will apply from the date of its approval by Shareholders, the incumbent Executive Directors will not be granted awards under the LTIP element of the Policy until 2024, following the completion of the *2021-2023 Equity Revitalisation Plan* which was approved by Shareholders in December 2020.

The purpose of the Policy is to create a forward framework for compensation, initially for the next three years, that will excite, engage, attract, retain and motivate senior leaders across the business, including the Executive Directors. However, we approached the consultation and development of this framework with a view to the long-term and therefore it is closely aligned to the Group's *Growth Acceleration Plan II*, which will determine the long-term future of the Group.

Policy

The following tables summarise the key elements of Executive Director remuneration and the fees paid to the Chair and Non-Executive Directors.

Element and link to strategy	Operation	Maximum opportunity	Performance measures
Executive Directors Base salary Executive Directors receive an annual salary that reflects the individual's role, experience and contribution. Base salaries are set at levels to attract and retain individuals of the calibre required to lead the Group.	Reviewed by the Committee prior to the beginning of each year and on any change of position or scope of responsibility. In deciding appropriate levels, the Committee considers pay practices in the Group as a whole and makes reference to objective external data that gives current information on remuneration practices in appropriate comparator companies of a similar size to Informa. If, in the Committee's judgement, it is appropriate to appoint an individual on a salary below comparable market benchmarks, the Committee may exceed the normal rate of increase in the following two to three years based on performance.	There are no prescribed maximum increases for base salary. In usual circumstances, increases will be broadly in line with those awarded to the wider workforce taking into account performance and geography. In exceptional circumstances, such as following a significant increase in the size and/or complexity of the Group or an individual's role and scope, the Committee can exceed the normal level of increase. The Committee will provide the rationale for any such higher increases in the Directors' Remuneration Report following the increase.	None
Change from previous policy: none			

Element and link to strategy	Operation	Maximum opportunity	Performance measures
Benefits and Pension The arrangements provide a competitive level of benefits	Ongoing benefits may include but are not limited to company car, car allowance or car service, death-in-service insurance coverage, family private health insurance, family dental insurance, accident insurance and permanent health insurance cover. Life assurance is payable in a lump sum, in the event of the insured individual's death-in-service. In the event of an international relocation, additional benefits may include but are not limited to relocation, housing and schooling costs, financial advice and repatriation. It is the intention that any such arrangements ensure that an individual is not adversely impacted should the Group require them to relocate. Executive Directors are invited to participate in the Company's defined contribution pension schemes or take a cash allowance in lieu of pension entitlement.	The car allowance or cost range is from zero to £30,000 per annum. Life assurance is provided at four times base salary. Other benefits are provided through third parties and therefore the cost to the Company and value to the Executive Directors may vary; however, the nature of the provision will remain unchanged. There is no prescribed maximum for benefits related to an international relocation given the nature of the provision and the amounts will vary based on factors such as an individual's circumstances and the countries involved. For the Company's pension cash allowance (or pension contribution as appropriate), from 20 December 2020 it was agreed to align the rate with that available to colleagues (currently 10% of base salary). The pension contributions for the Group Chief Executive and the Group Finance Director (currently 25% of base salary) will be reduced and aligned with that available to colleagues from 1 January 2023. Executive Directors appointed after 20 December 2020 will receive a pension contribution in-line with that available to colleagues from appointment.	None
Change from previous policy: none			

Directors' Remuneration Policy

Element and link to strategy	Operation	Maximum opportunity	Performance measures
Short-Term Incentive Plan ('STIP') Incentivises and rewards Executive Directors for the achievement of stretching one year performance targets set by the Committee at the start of each financial year	The STIP can be delivered entirely in cash, or in a combination of cash and shares. Any bonus up to 100% of base salary is paid in cash and any bonus above 100% of base salary is deferred in shares under the Updated DSBP Rules, for a period of three years. In addition, any new Directors appointed to the Board who are yet to reach their shareholding requirement will be required to defer at least one third of any bonus paid into shares until the requirement is met. Dividend equivalents in the form of cash or shares may accrue on any DSBP awards. Malus and clawback rules operate in accordance with the Updated DSBP Rules. In certain circumstances the Committee will have the discretion to reduce the size or cancel an unvested DSBP award ('malus') or require the repayment of the cash bonus or shares received (or an equivalent cash amount) ('clawback') after awards have been received by an Executive Director.	Maximum opportunity is up to 200% of base salary for the Group Chief Executive and 150% of base salary for any other Executive Director. Threshold performance results in a bonus of 25% of maximum. On target performance results in a bonus of 50% of maximum. No bonus is payable for performance below threshold. The incumbent Executive Directors' maximum STIP bonus in 2022 and 2023 will continue to be 100% of base salary, with the Committee setting relevant steps between the minimum and maximum outcomes according to the challenging targets they set for each of those years in line with previous practice.	The performance measures, weightings and targets are set annually by the Committee and may vary to ensure that they promote the Company's strategy and shareholder value, and may differ between the individuals, depending on a Director's area of responsibility. The STIP opportunity will be linked to the achievement of challenging financial and, when appropriate, non-financial in-year annual performance targets. Performance measures may include, but are not limited to, ROIC, underlying revenue growth, profit and cash flow. From 2024 financial measures will make up at least 75% of the performance measures, with non-financial operational and strategic measures accounting for no more than 25% of the maximum available. Details of the measures and their weightings will be disclosed annually in the Directors' Remuneration Report, with the targets disclosed retrospectively in the following year provided they are not deemed to be commercially sensitive at that time. The Committee reserves the right to adjust the targets if significant events occur (e.g. material acquisition and/or divestment of a Group business) which cause the Committee to determine that they are no longer appropriate. During 2022 and 2023 the Committee will continue to use a balanced scorecard of financial, operational and strategic measures, mirroring the approach adopted through 2020 and 2021 in response to the COVID-19 pandemic.
Change from previous policy: The STIP maximum for the incumbent Executive Directors will not increase until 2024 when the maximum STIP opportunity for the Executive Directors will be increased up to 200% of base salary, with on-target performance resulting in a bonus of 50% of the maximum. Any bonus over 100% of base salary will be deferred into shares for a period of three years and for newly appointed Directors yet to reach their shareholding requirement, at least one third of any bonus paid will be deferred into shares until the requirement is met.			

Element and link to strategy	Operation	Maximum opportunity	Performance measures
Long-Term Incentive Plan ('LTIP') Incentivises and rewards Executive Directors for the delivery of long-term financial performance and shareholder value. Share based to provide alignment with shareholder interests.	Executive Directors can receive an annual award of shares (or share-based equivalent) subject to the achievement of specified and stretching performance conditions over a three-year performance period. Awards may vest or become exercisable after a minimum of three years, and then a two-year holding period applies for vested awards, during which time the Executive Directors may not sell their vested shares, save to cover tax, social security or other regulatory requirements. Dividend equivalents in the form of cash or shares may accrue on shares earned from LTIP awards. Malus and clawback rules operate in respect in accordance with the Updated LTIP Rules. In certain circumstances, the Committee has discretion to reduce the size of or cancel an unvested award ('malus') or require the repayment of the shares received (or an equivalent cash amount) ('clawback') once shares have been received by the Executive Director.	Maximum award is up to 325% of base salary for the Executive Directors. For the 2024 award, it is proposed that performance will be assessed as follows: Cash Returns: To apply to 50% of the 2024 award with 0% of this element of the award vesting for below threshold performance, increasing to maximum vesting for achievement of maximum performance. Relative TSR: To apply to 35% of the 2024 award. This element of an award will vest in full for top quartile performance achievement or equivalent and 25% of the award will vest if performance is at the median or equivalent. Awards will vest on a straight-line basis between median and top quartile performance achievement. No vesting will occur for this element of the award if the Company's TSR performance is below the median. In 2024, it is the current intention that TSR will be measured against a relevant group of comparable companies in the media sector. ESG: To apply to 15% of the 2024 award with 0% of this element of the award vesting for below threshold performance, increasing to maximum vesting for achievement of maximum performance. The incumbent Executive Directors will not receive an LTIP award until 2024.	Performance is measured over three financial years. The performance measures, weightings and targets are set by the Committee annually and linked to the achievement of challenging financial and appropriate non-financial performance targets. The current intention is that these will include a Cash Returns measure (50% weighting), relative Total Shareholder Return ('TSR') (35% weighting) and an ESG measure (15% weighting). Details of the final measures and their weightings will be disclosed annually in the Directors' Remuneration Report, with the targets disclosed at the start of the performance period, provided they are not deemed to be commercially sensitive. On ESG, the Group has a well-defined sustainability strategy, FasterForward (www.informa.com/sustainability/faster-forward), which includes a series of Group commitments such as becoming zero waste and net zero carbon by 2030 or earlier, and embedding sustainability content inside all our brands. It is expected that ESG metrics will be aligned directly to such commitments and so will be material, measurable and highly relevant to Informa. At the end of the performance period, the Committee will assess performance against the targets set and review any other relevant events during the period in reaching a judgement with respect to the overall level of vesting under the award. The specific performance targets and ranges for the 2024 LTIP grant will be set in 2023 and it is our intention to consult with Shareholders at the appropriate time on these important implementation specifics. The Committee reserves the right to adjust the targets if significant events occur (e.g., material acquisition and/or divestment of a Group business) which cause the Committee to determine that they are no longer appropriate. The Committee has discretion to use different or additional performance measures or weightings for awards in future years to ensure that the LTIP remains appropriately aligned to the prevailing business strategy and objectives. The Committee will consult with major Shareholders prior to making material changes to the performance measures.
Change from previous policy: The Updated LTIP will replace the current restricted share plan structure. The maximum award is up to 325% of salary, though the incumbent Executive Directors will not receive any new LTIP awards until 2024. Any new awards will be subject to performance conditions set annually by the Committee.			

Directors' Remuneration Policy

Element and link to strategy	Operation	Maximum opportunity	Performance measures
Share Incentive Plans ('SIPs') Encourages share ownership and alignment with shareholder interests	SIPs may be operated in countries where Informa operates. These SIPs will be informed by relevant tax and share legislation. For example, in the UK, the Company operates a SIP which qualifies for tax benefits. The Committee retains the discretion to allow Executive Directors to participate in SIPs that operate in their home market, where the terms of participation are consistent for all eligible colleagues. The Board has authority to match colleague subscriptions up to a maximum two for one basis.	Limits vary according to local market practice. In the UK, the default limits set out in the UK tax legislation will serve as a maximum, although lower levels may be operated in practice.	None
Change from previous policy: none			
Shareholding requirements	The Executive Directors are required to hold shares or exercisable options over shares to the value of 400% of base salary for the Group Chief Executive and 275% of base salary for all other Executive Directors. New Executive Directors are expected to meet the guideline within five years of appointment and maintain this throughout their term of office. The incumbent Executive Directors will be expected to meet the requirement within three years of approval of this Policy. Executive Directors will also be required to retain a shareholding of 200% of base salary for the CEO and 150% for all other Executive Directors for two years after resignation. The Company has nominee accounts in place to facilitate this process.		
Change from previous policy: The CEO's post-employment shareholding requirement is increased to 200% of final base salary for two years.			

Malus and clawback

Malus and clawback powers in the STIP and LTIP may be applied over a three-year period from award under the STIP or vesting under the DSBP and LTIP in the following cases:

- material misstatement of the Group's financial results;
- a mathematical error in the calculation in the number of shares or the amount of cash payment under an award;
- as a result of a regulatory investigation or a breach of any material legislation, rule or code of conduct; and
- if, after the Executive Director has left employment with the Group, facts emerge which, if known at the time, would have resulted in either the share award lapsing or discretion being applied by the Board.

Legacy arrangements

Executive Directors are eligible to receive payment from any award or other remuneration arrangements made prior to the approval of the current Remuneration Policy (such as the vesting of DSBP and long-term incentive awards made under previous Remuneration Policies or made prior to appointment to the Board). Details of any such payments will be set out in the relevant year's Directors Remuneration Report as they arise.

Performance measures and the target setting process

The performance measures that apply to STIP and LTIP awards are selected by the Committee to align with the Group's strategic priorities and contribute to the sustainable success of the Group.

The Committee considers a range of factors including internal budgets, strategic ambitions, analysts' consensus views and investor expectations, as well as performance on environmental, social and governance issues. Depending on the nature of the measure, some factors play a greater role than others but all targets are set to ensure they are suitably challenging.

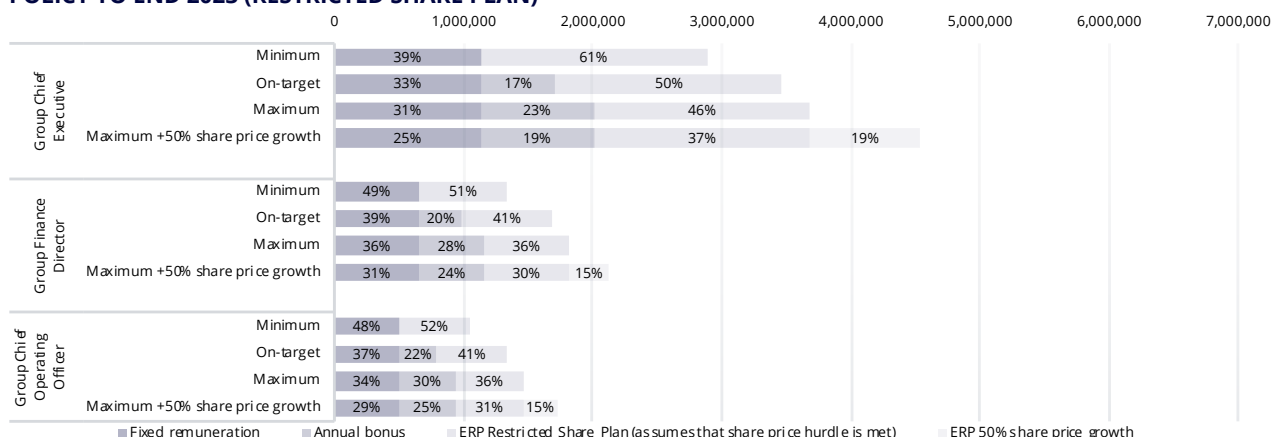
The Committee judges that the performance measures for both Executive Directors and senior management do not raise environmental, social, governance or operational risks by inadvertently motivating irresponsible behaviours.

Pay for performance scenarios

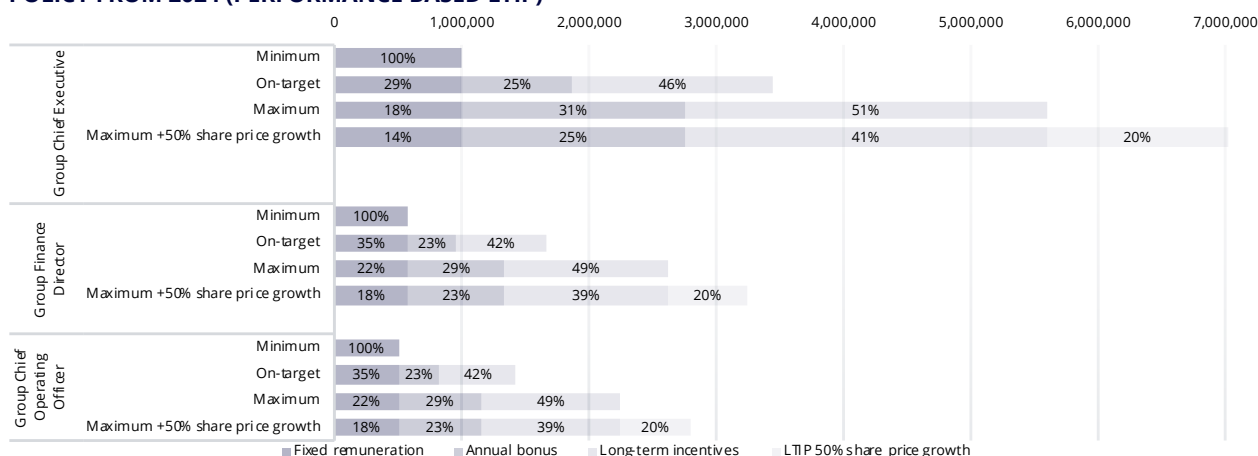
The charts below illustrate the projected value and breakdown of remuneration for each Executive Director for two scenarios: the first based on the Policy to the end of 2023 (Restricted Share Plan) and the second based on the new and next Policy from 2024 (Performance based long-term incentives).

- Fixed pay includes annual base salary as at 1 January 2022, the value of benefits as set out in the single figure table on page 143 of the 2021 Annual Report and a pension cash allowance as described on page 144 of the 2021 Annual Report
- STIP is shown as a maximum percentage of base salary with minimum, on-plan and maximum performance shown as 0%, a scenario that assumes 67% to 2023 and 50% in 2024, and 100% respectively
- Long-term incentives are shown as the ERP awards granted to the Executive Directors for 2022 (Policy to end of 2023) or LTIP awards of 325% of base salary for the Group Chief Executive and 225% of base salary for the other Executive Directors (Policy from 2024) with minimum, on-plan and maximum performance shown as 0%, 55% (in line with the average LTIP vesting level across the FTSE 100 over the last 7 years) and 100% respectively
- Share price appreciation has only been calculated on maximum performance and based on a 50% increase in the value of the LTIP between 22 March 2022 (five days after the release of the full year results for 2021) and vesting
- No dividend equivalent accrual has been included in the LTIP calculations

POLICY TO END 2023 (RESTRICTED SHARE PLAN)



POLICY FROM 2024 (PERFORMANCE BASED LTIP)



Directors' Remuneration Policy

Other remuneration policies

Appointments to the Board

The Committee will take a number of factors into account when making a Board appointment, depending on whether it is an external hire or internal promotion.

The intention is that elements of pay will be consistent with the Policy table above. To allow for the uncertainties associated with making appointments, particularly when recruiting externally, the following guiding principles also form part of the appointments policy for Executive Directors:

- Salary levels will be informed by the factors set out in the Policy and by the individual's prior experience. If the Committee judges it appropriate to appoint an individual on a salary below market norms, it may exceed the normal rate of increase set out in the Policy in the two to three years following, based on performance in role.
- Benefits will be in line with the elements set out in the Policy, but may vary if a non-UK national is appointed or if a role is to be based outside the UK.
- Subject to the bullet point below, the aggregate incentive awards that can be received in one year will not exceed the maxima in the Policy. In the year of appointment, an off-cycle award may be made by the Committee under the Updated LTIP Rules to ensure an immediate alignment of interests.
- In the event of an external appointment, the Committee may buy-out incentive awards (both annual and long term) that the individual has forfeited on departure. In determining the nature of any award, the Committee will take account of the likelihood of vesting, the applicability of performance requirements, the time horizons, the anticipated value of any awards and the vehicle of the awards. The fair value of the buy-out award would be no greater than the awards being replaced. In order to facilitate like-for-like buy-out awards on recruitment, the Committee may avail itself of Listing Rule 9.4.2 to apply an alternative incentive structure, if required.
- In the event of an internal appointment to the Board, pre-existing obligations can be honoured by the Committee and so payment will be permitted under this Policy.

The Group may pay expenses and additional benefits related to travel and relocation depending on the nationality and home market of the incumbent.

Service contracts

Executive Directors have rolling service contracts and the key terms are summarised below. The service contracts are available for inspection at the Company's registered office.

The Executive Directors in office at the date of this Notice of AGM and their dates of appointment are:

	Date of appointment	Date of current service contract
Stephen A. Carter ¹	11 May 2010	30 May 2014
Gareth Wright	9 July 2014	9 July 2014
Patrick Martell	1 March 2021	1 March 2021

¹ Stephen A. Carter was appointed as a Non-Executive Director on 11 May 2010, CEO-Designate on 1 September 2013 and Group Chief Executive on 1 December 2013

Notice period	Up to 12 months' prior notice by either party
Payment in lieu of notice ('PILON')	Payment on immediate termination by the Company of salary, benefits allowance and pensions allowance covering the Executive Director's notice period. Such payments are to be made in equal monthly instalments in arrears and the Group is entitled to reduce such payments by the amount of any earnings received or receivable by the Executive Director from any other employment, engagement, office or appointment in respect of the same period
Change of control provisions	The Executive Director will have no claim against the Group or against the undertaking arising out of or connected with a change of control of the Company
Entitlements on termination	No automatic entitlement to compensation for the loss of any rights or benefits under any share option, bonus, long-term incentive or other profit sharing or benefit scheme operated by the Company

No payment of salary, benefits allowance, pensions allowance or bonus except for that described above in PILON.

Loss of office

The Committee's principle around loss of office is that no payments for failure will be made. Loss of office payments will be made in accordance with the relevant contractual employment or settlement obligations and provisions under the plan rules.

Plan	Scenario	Timing and calculation of payment/vesting
Short term incentive plan	Retirement, injury, disability, ill-health, redundancy, sale of employer or business out of the group, or negotiated termination not for cause, or any other reason at the Committee's discretion	Performance is typically assessed at the end of the year in the normal way, and any resulting bonus is pro-rated for time. The Committee retains discretion to dis-apply time pro-rating or accelerate testing of performance.
	Death	The Committee may make a payment subject to performance. Any resulting bonus is typically pro-rated for time and paid as soon as possible after the date of death.
	Change of control	The Committee will assess the most appropriate treatment for the outstanding bonus period according to the circumstances.
	All other reasons	No bonus is paid.
DSBP	Retirement, injury, disability, ill-health, redundancy, sale of employer or business out of the group, or negotiated termination not for cause, or any other reason at the Committee's discretion	Awards vest at the end of the holding period with Committee discretion to accelerate vesting.
	Death	Awards vest immediately.
	Change of control	Awards normally vest immediately; alternatively, awards may be exchanged for new equivalent awards in the acquirer where appropriate.
	All other reasons	Awards lapse.
Long term incentives	Retirement, injury, disability, ill-health, redundancy, sale of employer or business out of the group, or negotiated termination not for cause, or any other reason at the Committee's discretion	Any unvested awards normally vest on the normal vesting date, subject to performance, and will be pro-rated for time (based on the proportion of the vesting period elapsed). The Committee retains discretion to accelerate vesting and performance testing and to dis-apply time pro-rating.
	Death	Any unvested awards vest immediately, subject to performance and time pro-rating (which the Committee retains the discretion to dis-apply).
	Change of control	Any unvested awards normally vest immediately, subject to performance, and will be pro-rated for time (based on the proportion of the vesting period elapsed). Alternatively, awards may be exchanged for new equivalent awards in the acquirer where appropriate. The Committee retains discretion to dis-apply time pro-rating.
	All other reasons	Awards lapse.

In respect of the Policy, legacy long-term incentive awards that are still subject to a holding period will normally be released at the end of the holding period, though the Committee has discretion to determine otherwise, taking into account the circumstances at the time.

The Group may terminate an Executive Director's service contract with immediate effect, by giving written notice of its intention to make a payment in lieu of notice that is equal to the salary, benefits allowance and pensions allowance that the Executive Director would be entitled to receive during the unexpired part of the notice period, less any required deductions.

Directors' Remuneration Policy

External directorships

The Executive Directors are entitled to accept appointments outside of the Company, provided that the Board Chair determines that it is appropriate. The Executive Director will be entitled to retain any fees in relation to such outside appointment.

Considerations taken into account when setting the Policy

In determining the Policy, the Committee's primary focus is on the needs of the business, its alignment with Group strategy, and the best interests of Shareholders. Market practice more generally, feedback from Shareholders and aspects of practices across the Group are also taken into account.

Practices across the Group

The Group is diverse, operating in many different countries and vertical markets, and with several different lines of business. Where businesses join the Group through acquisition, this can also create a level of difference in remuneration practices.

As a result of this diversity, the level and structure of remuneration for different groups of colleagues can differ from the Policy for Executive Directors. The intention is that all remuneration agreements consider all reasonable factors, and the Committee takes into account certain aspects of Group-wide remuneration, such as base pay increases, when setting the Policy. Other aspects are less relevant because of the operational differences influenced by geography, line of business and in some instances legacy plans from acquired businesses. The Committee engages with colleagues on their perceptions of reward and recognition but has not sought the views of colleagues on formulating the specifics of the Policy for Executive Directors because of the operational challenges and costs associated with undertaking such an exercise given the breadth of remuneration practices across our different lines of business and geographies.

The Group undertakes regular peer group and market benchmarking exercises to ensure that colleague remuneration structures are informed by market practice and remain competitive. The benchmarking analysis that informed the maximum incentive awards in the Policy are provided on pages 5 and 6. For the senior management team, base salary is reviewed annually and considers factors consistent with those applied to Executive Director pay. Incentive pay varies significantly with greater focus placed on the annual performance of the relevant Division or business unit.

The Group's remuneration policy for colleagues as a whole is based on principles that are broadly consistent with those applied to Executive Directors. Annual salary reviews for colleagues are conducted at the same time as the annual salary review for Executive Directors, and take into account personal performance, the performance of the Group and salary levels for similar roles in comparable companies.

Colleagues below executive level are eligible to participate in annual bonus schemes and receive benefits and retirement benefits. They are also entitled to participate in SIPs on the same terms as the Executive Directors.

Board Chair

The fee for the Board Chair is reviewed annually by the Committee with any increase normally taking effect on 1 January. In the event of a new Board Chair being appointed, the consolidated fee will be informed by the individual's experience and profile, as well as the anticipated time commitment and market rates.

The Board Chair is not eligible for pension scheme membership, bonus or incentive arrangements. Costs in relation to business travel are reimbursed. The Board Chair's appointment is terminable without compensation on six months' notice from either side.

John Rishton has a letter of engagement dated 1 September 2016 in respect of his original appointment as a Non-Executive Director, and a letter dated 5 January 2021 relating to his subsequent appointment as Chair. Fees paid to John Rishton for the year ended 31 December 2021 are set out on page 151 of the 2021 Annual Report.

Non-Executive Directors

The fees for the Non-Executive Directors are reviewed by the Board each year and are intended reflect appropriate market conditions. All Non-Executive Directors receive a base fee with additional fees payable for other Board duties and time commitments, including acting as Chair of the Audit or Remuneration Committee and undertaking the role of Senior Independent Director.

Fees for any new Non-Executive Director will be set in accordance with the prevailing rate for other Non-Executive Directors at the time of appointment. Non-Executive Directors are not eligible for pension scheme membership, bonus, incentive arrangements or other benefits, save reimbursement of travel costs and associated tax due if applicable. Fees paid for the year ended 31 December 2021 are set out on page 151 of the 2021 Annual Report and the fees for 2022 are set out on page 154.

The letters of appointment for the Non-Executive Directors set out their duties and the time commitment expected. The Non-Executive Directors are appointed in the expectation that they will serve for a maximum of nine years subject to re-election at AGMs. In accordance with the Code, all continuing Directors stand for election or re-election by the Company's Shareholders on an annual basis.

Details of the appointments of the Non-Executive Directors in office at the date of this Notice of AGM, and which are terminable without compensation by either party on three months' notice, are set out below.

	Date of appointment	Date of current letter of appointment
John Rishton	1 September 2016	5 January 2021
Helen Owers	1 January 2014	5 March 2019
Stephen Davidson	1 September 2015	5 March 2019
David Flaschen	1 September 2015	5 March 2019
Mary McDowell	15 June 2018	11 June 2018
Gill Whitehead	1 August 2019	23 July 2019
Louise Smalley	1 October 2021	30 September 2021
Joanne Wilson	1 October 2021	30 September 2021
Zheng Yin	20 December 2021	16 December 2021

Letters of appointment of the Board Chair and Non-Executive Directors provide for payment of accrued fees up to the date of termination, as well as the reimbursement of any expenses properly incurred prior to the date of termination. Termination may be for any reason, including resignation, failure to be re-elected by Shareholders, gross misconduct or termination for cause.

Feedback from Shareholders

The Committee considers all feedback from Shareholders. This includes the extensive consultation undertaken prior to proposing this Policy as well as numerous other annual Shareholder meetings such as the Board Chair's Annual Shareholder Roadshow and at the AGM, together with the guidance from Shareholder representative bodies.

The Committee maintains an open and transparent dialogue with Shareholders and takes an active interest in voting outcome.

The Committee is satisfied that the **Policy** is in the best interests of Shareholders and does not promote excessive risk-taking. The Committee retains discretion to make non-significant changes to the Policy without reverting to Shareholders.

Summary of the Updated LTIP Rules

The key terms of the Updated LTIP Rules are as follows:

Eligibility

Awards may be granted to any employee of the Company's group (the 'Group'), including Executive Directors, at the discretion of the Board.

Overall plan limits

In any 10-year period, not more than (i) five per cent. of the issued share capital may be issued under the Updated LTIP and any other discretionary employees' share plans adopted by the Company and (ii) 10 per cent. of the issued share capital may be issued under the Updated LTIP and all other employees' share plans adopted by the Company from time to time.

Individual limits

The Board will determine the value of awards to be granted to each participant in respect of a financial year up to, in the case of Executive Directors, 325% of their base salary.

Forms of awards

Awards may be granted in different forms, as: (a) a conditional right to shares or (b) an option with or without an exercise price.

Timing of awards

Awards will normally be made within six weeks following (i) approval of the Updated LTIP by Shareholders or (ii) the announcement of results for any period. Awards may be granted outside these periods in exceptional circumstances, as determined by the Board.

No awards may be granted more than 10 years after the date on which the Updated LTIP Rules are approved by Shareholders.

The Remuneration Committee will not grant awards under the Updated LTIP Rules to the incumbent Executive Directors until 2024.

Number of shares

The number of shares to be awarded under the Updated LTIP will be calculated by reference to the share price, as determined by the Board, at or around the time of grant.

Source of shares

Awards under the Updated LTIP may be granted over newly issued shares, shares held in treasury or shares purchased in the market.

Performance Condition

The vesting of awards granted to Executive Directors will be subject to the satisfaction of performance conditions which will be set by the Board before grant. Awards granted to other employees of the Group may or may not be subject to performance conditions.

Vesting of awards

In normal circumstances, an award subject to performance conditions will vest after a performance period of three years, to the extent the conditions are met. An award that is not subject to performance conditions will vest on such date or dates as determined by the Board before grant.

The Board will have over-riding discretion to adjust the level of vesting upwards or downwards if, in its opinion, the level of vesting resulting from the application of applicable performance conditions is not a fair and accurate reflection of business performance, the participant's personal performance and such other factors as the Board may consider appropriate.

Malus and clawback

The Board may, prior to, or within three years of, the vesting of an award, decide to reduce the number of shares or, where relevant, the cash amount to which an award relates (malus) or require the participant to make a repayment in respect of an award (clawback) where it considers appropriate being any material misstatement of results of the Group, an error in calculating the number of shares or the amount of cash a participant should receive under an award, the Group member or business unit the participant works in being subject to regulatory investigation or being found to have breached any material law, rule or code of conduct applicable to it or standards reasonably expected of it, and the participants misconduct being discovered after they have ceased employment.

Holding period

Awards may be subject to a holding period of two years from the date on which they vest. The holding period will apply to all awards made to the Executive Directors. During the holding period, the award will be subject to the malus and clawback provisions but not to the leaver provisions set out below. Instead, a participant will only lose the award during a holding period where employment is terminated due to gross misconduct.

Dividend equivalents

The Board may grant an award on terms that the number of shares subject to the award shall increase by assuming that dividends that would have been paid on those shares during the period from award up to the date of vesting or exercise (including any holding period) would have been used to buy further shares or decide that a participant shall be entitled to receive a benefit determined by reference to the value of dividends that would have been paid on the shares under award during the period from award up to vesting or exercise (including any holding period).

Cash awards

Where an award has vested (or, in the case of an option, has been exercised) the Board may elect, instead of delivering shares, to pay cash to the participant. The amount to be paid (subject to deduction of tax or similar liabilities) shall be equal to the market value of the shares subject to the award which have vested plus any dividend equivalents.

Leaving the Group

If a participant ceases to be employed due to injury, ill-health, disability, redundancy, retirement, transfer of the employing business or company out of the Group or for any other reason at the discretion of the Board, the award will vest on the normal vesting date taking into account the extent to which any performance condition has been met over the performance period and pro-rated for time, unless the Board

decides otherwise. An award will vest early on a participant's death, or where the Board otherwise allows early vesting, taking into account the extent to which the performance condition up to the date that the participant leaves has been met and time pro-rata unless the Board decides otherwise. In all other circumstances the award will lapse on the date of cessation of employment.

Takeovers and reorganisation

Awards will vest in the event of a change of control of the Company taking into account the extent to which any performance condition has been met up to the event in question and, unless the Board decides otherwise, will be pro-rated for time. Internal reorganisation does not automatically trigger the early vesting of awards and certain other events may lead to a rollover of existing awards.

Variation of capital

In the event of any variation in the share capital of the Company, the Board may make such adjustments as it considers appropriate to the number of shares under award and, where appropriate, the exercise price of an option.

Amendments

The Board can amend the Updated LTIP Rules in any way. However, Shareholder approval will be required to amend certain provisions to the advantage of participants. These provisions relate to eligibility, individual and plan limits, the basis for determining a participant's entitlement to, and the terms of, the shares or cash comprised in awards, the adjustment of awards on any variation in the Company's share capital and the amendment powers.

Minor amendments can however be made without Shareholder approval to benefit the administration of the Updated LTIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment.

General

Awards granted under the Updated LTIP are personal to participants and, except on death, may not be transferred. Awards will not form part of pensionable earnings.

Summary of the Updated DSBP Rules

The key terms of the Updated DSBP Rules are as follows:

Eligibility

Awards may be granted to any employee of the Group, including Executive Directors, at the discretion of the Board.

Overall plan limits

In any 10-year period, not more than (i) five per cent. of the issued share capital may be issued under the Updated DSBP and any other discretionary employees' share plans adopted by the Company and (ii) 10 per cent. of the issued share capital may be issued under the Updated DSBP and all other employees' share plans adopted by the Company from time to time.

Forms of awards

Awards may be granted in different forms, as: (a) a conditional right to shares or (b) an option with or without an exercise price.

Timing of awards

Awards will normally be made within six weeks following (i) approval of the Updated DSBP Rules by Shareholders or (ii) the announcement of results for any period. Awards may be granted outside these periods in exceptional circumstances, as determined by the Board.

No awards may be granted more than 10 years after the date on which the Updated DSBP Rules are approved by Shareholders.

Number of shares

The number of shares to be awarded under the Updated DSBP will be calculated by dividing the amount of a participant's bonus that exceeds 100% of their base salary by reference to the share price, as determined by the Board, at or around the time of grant.

Source of shares

Awards under the Updated DSBP may be granted over newly issued shares, shares held in treasury or shares purchased in the market.

Vesting of awards

Awards will vest on such date or dates as determined by the Board before grant but this will not normally be within three years of grant.

Malus and clawback

The Board may, prior to, or within three years of, the vesting of an award, decide to reduce the number of shares or, where relevant, the cash amount to which an award relates (malus) or require the participant to make a repayment in respect of an award (clawback) where it considers appropriate (being any, material misstatement of results of the Group, an error in calculating the number of shares or the amount of cash a participant should receive under an award, the Group member or business unit the participant works in being subject to regulatory investigation or being found to have breached any material law, rule or code of conduct and the participants misconduct being discovered after they have ceased employment).

Dividend equivalents

The Board may grant an award on terms that the number of shares subject to the award shall increase by assuming that dividends that would have been paid on those shares during the period from award up to the date of vesting or exercise would have been used to buy further shares or decide that a participant shall be entitled to receive a benefit determined by reference to the value of dividends that would have been paid on the shares under award during the period from award up to vesting or exercise.

Cash awards

Where an award has vested (or, in the case of an option, has been exercised) the Board may elect, instead of delivering shares, to pay cash to the participant. The amount to be paid (subject to deduction of tax or similar liabilities) shall be equal to the market value of the shares subject to the award which have vested plus any dividend equivalents.

Leaving the Group

If a participant ceases to be employed due to injury, ill-health, disability, redundancy, retirement, transfer of the employing business or company out of the Group or for any other reason at the discretion of the Board, the award will vest on the normal vesting date. An award will vest early on a participant's death, or where the Board otherwise allows early vesting. In all other circumstances the award will lapse on the date of cessation of employment.

Takeovers and reorganisation

Awards will vest in the event of a change of control of the Company. Internal reorganisation does not automatically trigger the early vesting of awards and certain other events may lead to a rollover of existing awards.

Variation of capital

In the event of any variation in the share capital of the Company, the Board may make such adjustments as it considers appropriate to the number of shares under award and, where applicable, the exercise price of an option.

Amendments

The Board can amend the Updated DSBP Rules in any way. However, Shareholder approval will be required to amend certain provisions to the advantage of participants. These provisions relate to eligibility, individual and plan limits, the basis for determining a participant's entitlement to, and the terms of, the shares or cash comprised in awards, the adjustment of awards on any variation in the Company's share capital and the amendment powers.

Minor amendments can however be made without Shareholder approval to benefit the administration of the Updated DSBP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment.

General

Awards granted under the Updated DSBP Rules are personal to participants and, except on death, may not be transferred.

Awards will not form part of pensionable earnings.

Part IV: Important information concerning the meeting

The following notes explain your general rights as a Shareholder and your rights to attend and vote at the 2022 AGM or to appoint someone else to vote on your behalf.

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 14 June 2022 (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 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 14 June 2022.

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. 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.

A 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 0370 707 1679. Lines are open from 8.30am to 5.30pm, Monday to Friday.

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 14 June 2022. 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 also be received by the Company's Registrar, Computershare, no later than 11.00am on Tuesday 14 June 2022. 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 2022 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 16 June 2022 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).

Proxymity voting

5. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11.00am on Tuesday 14 June 2022 in order to be valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity'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 were 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 27 May 2022 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 1,477,715,308 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.

Important information concerning the meeting

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.
11. The draft rules of the Updated LTIP and Updated DSBP will be available for inspection on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> from the date of posting of this Notice and will also be on display at the place of the AGM for at least 15 minutes before the AGM and during the AGM.

Website

12. 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

13. 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

14. **Date:** Thursday 16 June 2022
Time: 11.00am
Location: 240 Blackfriars Road, London SE1 8BF

Informa PLC

5 Howick Place
London SW1P 1WG
T +44 (0)20 8052 0400
E AGM@informa.com
www.informa.com

PAGE INTENTIONALLY BLANK

PAGE INTENTIONALLY BLANK

