

# Notice of Annual General Meeting

## Strength & Specialisation

### To be held on:

Thursday 15th June 2023

240 Blackfriars Road, London SE1 8BF at 11.00am

### 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 advisor 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 are aware that, from time to time, some shareholders are approached by individuals claiming to be acting on behalf of Informa or an Informa subsidiary.

Shareholders are strongly advised to be **highly cautious about 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, try to make a note of their name and that of their organisation – 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 Financial Conduct Authority (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 the 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](http://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 Computershare shareholder helpline on 0370 707 1679 or email our Investor Relations team at [investorrelations@informa.com](mailto:investorrelations@informa.com).

19 April 2023

**Dear Shareholder****2023 Annual General Meeting**

I am pleased to invite you to the 2023 Annual General Meeting (AGM) of Informa PLC (the company) which will be held at 240 Blackfriars Road, London SE1 8BF on 15 June 2023 at 11.00 am.

The AGM provides an opportunity to meet the Board and ask questions about the company and I would encourage shareholders to attend if possible. Questions can also be submitted in advance of the AGM by emailing [AGM@informa.com](mailto:AGM@informa.com) by 6 pm on Tuesday 13 June 2023.

**Attendance and voting**

In order for the votes of all shareholders to be taken into account, we will once again be holding a poll vote on the resolutions being proposed at the AGM. If you cannot attend the AGM but would like to vote on the resolutions, please complete and return the Form of Proxy by **11.00 am on 13 June 2023**.

You can also appoint a proxy through Computershare's website at [investorcentre.co.uk/eproxy](http://investorcentre.co.uk/eproxy).

Further information on appointing a proxy is given on pages 8 to 9 of this document.

**Board changes and AGM resolutions**

The notice of AGM (the Notice) and the proposed resolutions are set out on pages 2 to 3 of this document and include the usual business of the AGM, including the election of Directors, receiving the Annual Report and audited financial statements, approving the Directors' Remuneration Report and approving the Final Dividend. This year, we will also be including a resolution to appoint PricewaterhouseCoopers LLP (PwC) as our external auditor, who will take over from Deloitte LLP following the completion of their term. PwC were appointed following a competitive tender and further details are set out in the Audit Committee Report on pages 112 to 121 of the Annual Report.

Further information on each resolution is set out in the explanatory notes on pages 4 to 5.

In January 2023 Helen Owers completed her ninth year as a Director on our Board and so will not stand for re-election at the AGM. Helen has contributed significantly over her time at Informa, both as a respected colleague to fellow Board members and also to the broader Informa community, including through her responsibility for colleague engagement. On behalf of the Board and Informa, I would like to thank Helen for her hard work and many contributions and wish her the very best for the future.

As announced on 9 March, subject to shareholder approval at the AGM, Andy Ransom will join the Board as a Non-Executive Director and a member of the Nomination and Remuneration Committees on 15 June. This is covered by resolution 1 within the Notice.

All other Directors will stand for re-election, as is our usual practice. Board biographies, including for Andy Ransom, are set out on pages 6 to 7 of this document.

**Final Dividend**

The Board is recommending a final dividend of 6.8 pence per ordinary share for the year ended 31 December 2022. Subject to shareholder approval at the AGM, the final dividend will be paid on 14 July 2023 to shareholders on the register of members at 6pm on 2 June 2023.

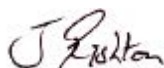
Details of the company's Dividend Reinvestment Plan, including full terms of reference and eligibility for shareholders based outside the UK, are available from Computershare at [investorcentre.co.uk](http://investorcentre.co.uk).

**Recommendation**

The Directors consider that each of the resolutions set out in the Notice are in the best interests of the company and its shareholders as a whole, and unanimously recommend voting in favour of all resolutions, as all Directors intend to do in respect of their own shareholdings.

The results of voting will be announced to the London Stock Exchange and published on our website as soon as possible after the end of the AGM.

Yours faithfully

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

# Notice of 2023 Annual General Meeting

The 2023 Annual General Meeting of Informa PLC will be held at 11.00 am on 15 June 2023 at 240 Blackfriars Road, London SE1 8BF, to consider, and if thought fit, pass the resolutions set out below.

Resolutions 1 to 18 will be proposed as ordinary resolutions and resolutions 19 to 22 will be proposed as special resolutions.

## ORDINARY RESOLUTIONS

### Resolution 1

To elect Andrew Ransom as a Director.

### Resolution 2

To re-elect John Rishton as a Director.

### Resolution 3

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

### Resolution 4

To re-elect Gareth Wright as a Director.

### Resolution 5

To re-elect Mary McDowell as a Director.

### Resolution 6

To re-elect Gill Whitehead as a Director.

### Resolution 7

To re-elect Louise Smalley as a Director.

### Resolution 8

To re-elect David Flaschen as a Director.

### Resolution 9

To re-elect Joanne Wilson as a Director.

### Resolution 10

To re-elect Zheng Yin as a Director.

### Resolution 11

To re-elect Patrick Martell as a Director.

### Resolution 12

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 2022 (Annual Report).

### Resolution 13

To approve the Directors' Remuneration Report set out on pages 122 to 141 of the Annual Report.

### Resolution 14

To approve a final dividend for the year ended 31 December 2022 of 6.8 pence per ordinary share.

### Resolution 15

To appoint PricewaterhouseCoopers LLP (PwC) 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, 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 end of the company's next AGM or close of business on 14 September 2024.

Any terms used in this resolution which are defined in Part 14 of the Companies Act have 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 Directors 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 £472,353 (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 £472,353 (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 end of the company's next AGM or close of business on 14 September 2024 (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.

## SPECIAL RESOLUTIONS

### Resolution 19: General power to disapply pre-emption rights

That, if Resolution 18 is passed, the Directors be authorised, 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 near 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 or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £141,706.

This authority will apply until the earlier of the end of the company's next AGM or close of business on 14 September 2024 (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 20: 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 19, the Directors be authorised to allot equity securities (as defined in section 560(1) the Companies Act) for cash under the authority given by Resolution 19 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 the allotment of equity securities or sale of treasury shares up to a nominal amount of £141,706. This authority may only be used for the purposes of financing (or re-financing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors of the company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles most recently published by the PEG prior to the date of this Notice.

This authority will apply until the earlier of the end of the company's next AGM or close of business on 14 September 2024 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 21: 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 141,706,000 (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 end of the company's next AGM or close of business on 14 September 2024, provided that during this period the company may enter 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 22: 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

19 April 2023

Registered Office:

5 Howick Place, London SW1P 1WG

Registered in England and Wales No: 8860726

# Explanatory Notes on Resolutions

The explanatory notes that follow form part of the Notice and provide important information regarding the items of business to be considered at the AGM.

Resolutions 1 to 18 (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 19 to 22 (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 11: Election of Directors

As is usual, and in line with the 2018 UK Corporate Governance Code 2018 (the Code), Andy Ransom will offer himself for election and all other Directors will offer themselves for re-election at the AGM.

On behalf of the Board, the Chair confirms that each Director standing for 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 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 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 can be found on pages 6 to 7 of this document.

## Resolution 12: 2022 Annual Report

The Directors present the Annual Report to shareholders at the AGM. The Annual Report contains the reports of the Directors (including the Strategic Report) and auditor as well as the financial statements for the year ended 31 December 2022.

## Resolution 13: Directors' Remuneration Report

Resolution 13 seeks shareholder approval for the Directors' Remuneration Report (DRR) for the year ended 31 December 2022, set out on pages 122 to 141 of the Annual Report.

The DRR gives details on how the company's remuneration policy has been implemented during the year and the payments and share awards, if any, made to the Directors. The DRR also gives details of how the company intends to apply the remuneration policy during 2023.

The vote on this resolution is advisory and the Directors' entitlement to remuneration is not conditional on it being passed.

Deloitte LLP, the company's auditor for the year ended 31 December 2022, has audited those parts of the DRR that are required to be audited.

The new and next Directors' Remuneration Policy (Remuneration Policy) was approved by shareholders at the 2022 AGM and is valid for a period of up to three years. It will be put to shareholders for approval again by no later than the AGM in 2025. The Remuneration Policy is available on our website.

## Resolution 14: Final Dividend

This resolution seeks shareholder approval to pay a final dividend of 6.8 pence per share for the year ended 31 December 2022. If approved, the final dividend will be paid on 14 July 2023 to shareholders on the register at 6pm on 2 June 2023.

## Resolutions 15 and 16: Appointment of auditor and auditor's remuneration

The Companies Act requires that an independent auditor is appointed at each general meeting at which accounts are presented to shareholders.

Following a competitive tender for audit services, the Board is proposing that PwC replace Deloitte LLP as our independent auditor from 2023. Further information on the tender process can be found on pages 120 and 121 of the Annual Report.

Resolution 16 seeks authorisation from shareholders for the Directors to agree the auditor's fee. In practice, and in line with the Code, audit fees are considered and approved by the Audit Committee on the Board's behalf. Details of all fees paid to the auditor for the year ended 31 December 2022 are set out in Note 7 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 2022 AGM.

The company does not make any donations to political parties or incur political expenditure as those terms are normally understood, and the Directors have no intention of using this authority for that purpose during 2023, nor was it used during 2022.

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 wide 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.

To avoid any inadvertent infringement of the Companies Act, shareholders are asked to renew the authority which will apply until the end of the AGM in 2024.

## Resolution 18: Authority to allot shares

Under section 551 the Companies Act, the Directors may only allot shares (or grant certain rights over shares) if they are authorised to do so by shareholders. Resolution 18 would renew the authority previously given to the Directors at last year's AGM.

The Investment Association (IA) share capital management guidelines on directors' authority to allot shares state that its members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two thirds of the Company's issued share capital. The guidelines provide that any routine authority to allot shares representing more than one third of the Company's issued share capital should only be used to allot shares pursuant to a fully pre-emptive rights issue.

Resolution 18 will, if passed, authorise the Directors to allot (or grant rights over) shares (i) up to a nominal amount of £472,353 being one third of the issued ordinary share capital of the company on 19 April 2023 (being the latest practicable date prior to the publication of this Notice (the Latest Practicable Date)) and (ii) in connection, up to a further aggregate nominal value of £472,353, again being one-third of the issued ordinary share capital on the Latest Practicable Date, in connection with a fully pre-emptive rights issue only.

The authority will apply until the earlier of the end of the company's next AGM or close of business on 14 September 2024, but the company may make offers and enter into agreements which would, or might, require shares to be allotted (or certain rights granted over shares) after the authority expires and the Directors may allot shares (or grant certain rights over shares) under any such offer or agreement as if the authority had not expired.

The Directors do not have any present intention to exercise this authority, however they consider it appropriate to maintain the flexibility that this authority provides and therefore the Directors are again seeking to renew this authority. If the authority is exercised in the future, the Directors intend to follow best practice as recommended by the IA. As previously stated, it is anticipated that the Directors will seek to renew this authority at each AGM.

The company does not currently hold any shares in treasury.

### **Resolutions 19 and 20: Disapplication of pre-emption rights**

Under section 561(1) of the Companies Act, if the Directors wish to offer unissued shares for cash (other than pursuant to an employee share scheme), they must first offer those shares to the company's existing shareholders in proportion to their holdings. There may be occasions, however, when the Directors need the flexibility to finance business opportunities by offering unissued shares for cash without first offering them to existing shareholders. Resolutions 19 and 20 would allow the Directors to disapply the strict statutory pre-emption provisions.

In November 2022, the PEG updated their Statement of Principles (the Statement of Principles) to support companies seeking authority to disapply the pre-emption provisions when issuing shares for cash. The key change to the Statement of Principles was to increase the number of shares that could be issued without first offering those shares to current shareholders from 5% of issued share capital to 10%. The updated Statement of Principles is available at [pre-emptiongroup.org.uk](http://pre-emptiongroup.org.uk).

At last year's AGM, shareholders passed resolutions authorising the Directors to allot shares for cash without a prior offering to existing shareholders. Resolutions 19 and 20 will renew these authorities and take advantage of the increased limits set out in the Statement of Principles.

Resolution 19 will permit the Directors to allot ordinary shares for cash (or sell treasury shares) on a non-pre-emptive basis up to a maximum nominal amount of £141,706, being approximately 10% of the company's issued ordinary share capital at the Latest Practicable Date.

Resolution 20 will permit the Directors 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 £141,706, again approximately 10% of issued ordinary share capital as at the Latest Practicable Date.

The Directors will only use the power conferred by resolution 20 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 twelve-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 authorities granted by resolutions 19 and 20 will expire at the earlier of the end of the company's next AGM or 14 September 2024.

### **Resolution 21: Authority to purchase own shares.**

On 10 February 2022, the company announced that it would commence share buyback programme of up to £1bn of its ordinary shares of 0.1 pence each. The share buyback began on 14 February 2022 and, as at the Latest Practicable Date, the company has repurchased and cancelled 117,009,682 ordinary shares at an aggregate purchase price of £698.9 million (excluding transaction costs).

Resolution 21 will allow the Board to retain forward flexibility by renewing the authority granted at last year's AGM.

The resolution would allow the Directors to buy back up to 141,706,000 of its issued ordinary shares, equal to 10% of the company's issued ordinary shares on the Latest Practicable Date and sets out the lowest and highest prices that can be paid for the shares, exclusive of expenses.

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 them. The company's present intention to cancel all purchased shares. However, in order to respond properly to the company's capital requirements and prevailing market conditions, the Directors will reassess whether to cancel the purchased shares or hold them in treasury at the time of any and each actual purchase.

The buyback authority will automatically expire at the earlier of the end of the company's next AGM or close of business on 14 September 2024.

### **Resolution 22: Authority to call general meetings on 14 days' notice**

This resolution would renew the authority given at the 2022 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.

If passed, the authority granted by this resolution will be effective until the company's next AGM when 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](http://www.investorcentre.co.uk/eproxy).

# Directors' biographies

## (Resolutions 1 to 11 inclusive)

### Andrew Ransom **R** **N**

Non-Executive Director

**Appointed:** June 2023

**Skills and experience:** Andy has extensive and current international Chief Executive experience, including a strong track record of leading successful product innovation, digital transformation and developing a high-performance culture.

Andy has been Chief Executive of Rentokil Initial plc since October 2013 having joined Rentokil in 2008 as Executive Director of the global Pest Control business. Before joining Rentokil, Andy was a member of the executive management team at ICI, with operational responsibility for their Regional and Industrial Division. Andy previously held various management positions at ICI, including as General Counsel and head of the mergers and acquisitions team.

Andy has over 30 years' experience of creating value through global mergers and acquisitions and a strong record of engaging with various stakeholders.

Andy is a patron of Malaria No More UK.

### John Rishton **N**

Board Chair and Nomination Committee Chair

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

**Skills and experience:** John was Chair of the Audit Committee from September 2016 until his appointment as Board Chair in June 2021.

John brings significant financial and international commercial experience to Informa, having been Chief Executive of Rolls-Royce Group PLC from 2011 to 2015. His previous positions include Chief Financial Officer and then Chief Executive and President of Royal Ahold NV and Chief Financial Officer of British Airways PLC. John has also held non-executive directorships at Unilever, Associated British Ports and Allied Domecq.

John is Chair of Serco Group PLC and Audit and Risk Committee Chairman at Majid Al Futtaim Properties LLC.

### Stephen A. Carter C.B.E.

Group Chief Executive

**Appointed:** September 2013 (Group Chief Executive), May 2010 (Non-Executive Director)

**Skills and experience:** Stephen was previously President and Managing Director EMEA at Alcatel Lucent Inc., Managing Director and COO of ntl (now Virgin Media) and Managing Director then Chief Executive of JWT UK & Ireland.

He was the founding CEO of Ofcom and Chief of Strategy and Minister for Telecommunications and Media in the government of Prime Minister, The Right Hon. Gordon Brown. Stephen was made a Life Peer in 2008.

Stephen is a Non-Executive Director of Vodafone PLC and is Informa's representative on the Board of PA Media Group Limited, Bologna Fiere and Norstella and Chair of the joint venture with the Principality of Monaco.

### 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 our Risk Committee.

Before joining Informa, Gareth held a variety of roles at National Express plc, including Head of Group Finance and Acting Group Finance Director. He qualified as a chartered accountant for Coopers & Lybrand (now part of PwC).

### Mary McDowell **N**

Senior Independent Director

**Appointed:** June 2018

**Skills and experience:** Mary was appointed as Senior Independent Director in November 2021.

Mary is a technology industry executive with deep product and digital experience. She was Board Chair of Mitel Networks Corporation until November 2022, having previously served as its President and CEO.

Before that, Mary served as CEO of Polycom until its acquisition by Plantronics, was an Executive Partner at Siris Capital LLC, and Executive Vice President at Nokia in charge of feature phones and associated digital services. She spent 17 years at HP, including five years as Senior Vice President and General Manager of its industry-standard server business.

Mary is a Non-Executive Director and Chair of the Compensation and Human Resources Committee at Autodesk, Inc.

### Gill Whitehead **N** **A**

Non-Executive Director and Audit Committee Chair

**Appointed:** August 2019

**Skills and experience:** Gill became Audit Committee Chair in June 2021.

Gill brings significant current experience in digital, data and analytics to Informa. She is Group Director, Online Safety at Ofcom, having previously served 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.

Before this, Gill spent four years as a Senior Director at Google leading Market Insights and Client Solutions & Analytics teams. She previously worked at Channel Four and BBC Worldwide and began her career at the Bank of England and Deloitte Consulting.

Gill is a Non-Executive Director of the British Olympic Association and Chair of Rugby World Cup (England) 2025.



## Louise Smalley N R

Non-Executive Director and Remuneration Committee Chair

**Appointed:** October 2021

**Skills and experience:** Louise became Remuneration Committee Chair on 1 January 2022.

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 held HR directorships within Whitbread's Hotels & Restaurants and David Lloyd Leisure divisions. Before joining Whitbread, she worked in human resources at Esso and BP.

Louise is a Non-Executive Director at DS Smith Plc.

## David Flaschen N A

Non-Executive Director

**Appointed:** September 2015

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

David has more than 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.

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

## Joanne Wilson N A

Non-Executive Director

**Appointed:** October 2021

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

Joanne has recently taken up the role of Chief Financial Officer of WPP PLC. Before joining WPP, she was Chief Financial Officer of Britvic PLC, where she was responsible for strategic planning, deal analysis, investor relations and IT, and chaired Britvic's ESG Committee.

Joanne was formerly CFO at dunnhumby, a customer data science specialist and part of the Tesco Group, having held a range of international and domestic financial and commercial roles at Tesco. She qualified as a chartered accountant with KPMG before transferring to Hong Kong to work in its Corporate Finance practice.

## Zheng Yin N R

Non-Executive Director

**Appointed:** December 2021

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

Zheng is Executive Vice President, China and East Asia at Schneider Electric SE, having previously held senior business development and strategy roles within the Group. Before 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.

## Patrick Martell

Group Chief Operating Officer

**Appointed:** 1 March 2021





**Skills and experience:** Patrick is Chief Executive of Informa Markets.

Patrick was previously Chief Executive of Informa Intelligence, overseeing the division's return to growth and the successful divestment of its pharmaceutical, financial and maritime businesses during 2022. He also led the integration programmes for the Penton and UBM acquisitions.

Before joining Informa, Patrick was Group CEO of St Ives, leading its successful restructuring and repositioning.

Patrick is the Senior Independent Director and Chair of the Remuneration Committee at RM plc.

### Key

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

# Meeting information

The following notes explain your general rights as a shareholder and your rights to attend and vote at the 2023 AGM or to appoint someone else to vote on your behalf.

## Entitlement to attend and vote

1. Only shareholders named on the company's register of members at 6.00 pm on Tuesday 13 June 2023 (or, in the event of any adjournment, 6.00 pm 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 6.00 pm on Tuesday 13 June 2023.

## Appointment of proxy

3. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend the AGM and to speak and vote on their behalf. A proxy does not need to 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.

The proxy form that accompanies this document must be used to appoint a proxy. Please read the instructions on the proxy form.

If you did not receive a proxy form and believe that you should have received one, or if you require additional forms, please call Computershare on 0370 707 1679 between 8.30 am and 5.30 pm, Monday to Friday.

You can only appoint a proxy using the procedures set out in the proxy instructions.

To be valid, proxy forms, 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 received at the offices of the Registrar, Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BL99 6ZY, **by 11.00 am on Tuesday 13 June 2023**. A reply-paid envelope has been enclosed for the return of your proxy form.

Shareholders may also register the appointment of a proxy electronically at [investorcentre.co.uk/eproxy](https://investorcentre.co.uk/eproxy). You will need the Control Number, Shareholder Reference Number and PIN which are set out on your proxy form or the electronic broadcast you received from us.

Electronic proxy appointments must also be received by 11.00 am on Tuesday 13 June 2023. 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 appoints 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 with 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 2023 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 15 June 2023 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.

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 [euroclear.com](https://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 11.00 am on Tuesday 13 June 2023.

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 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. For further information regarding Proxymity, please go to [proxymity.io](https://proxymity.io). Before using Proxymity you will need to have agreed to their associated terms and conditions. It is important that you read these carefully as they govern the electronic appointment of your proxy.

To be valid, your instruction must be received by **11.00 am on Tuesday 13 June 2023**.

### Corporate Representatives

6. Any corporation which is a member of the company can appoint one or more corporate representatives to exercise its powers as long as they do not do so in relation to the same shares.

### Nominated Persons

7. Any person who receives this Notice as 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 the company's registered shareholders.

Nominated Persons should contact the registered holder of their shares on matters relating to their investments in the company.

### Total voting rights

8. As at 19 April 2023 (being the Latest Practicable Date prior to the publication of this Notice) the company's issued share capital consisted of 1,417,060,785 ordinary shares carrying one vote each. The company does not hold any shares in treasury.

### Requests under section 527 of the Companies Act

9. Under section 527 of the Companies Act, shareholders meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to:
- (i) the audit of the company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or
  - (ii) any circumstance connected with an auditor of the company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act.

The company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act. Where the company is required to place a statement on a website under section 527 of the Companies Act, it must forward the statement to the company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the company has been required under section 527 of the Companies Act to publish on a website.

### Documents available for inspection

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

### Website

11. A copy of this Notice, and other information required by section 311A of the Companies Act, can be found on our website.

### Voting results

12. The results of the voting at the AGM will be announced through a regulatory information service and will appear on our website as soon as reasonably practicable following the conclusion of the AGM.

### Meeting information

13. **Date:** Thursday 15 June 2023  
**Time:** 11.00am  
**Location:** 240 Blackfriars Road, London SE1 8BF

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