

Notice of Annual General Meeting

To be held on

Friday, 21 June 2024

240 Blackfriars Road, London SE1 8BF at 11.00 a.m.

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 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), 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.

Informa PLC

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



25 April 2024

Dear Shareholder

2024 Annual General Meeting

We are pleased to invite you to the 2024 Annual General Meeting (AGM) of Informa PLC (the company) which will be held at 240 Blackfriars Road, London SE1 8BF on Friday 21 June 2024 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 by 6 pm on Wednesday 19 June 2024.

Attendance and voting

In order for the votes of all shareholders to be considered, 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 19 June 2024**.

You can also appoint a proxy through Computershare's website at investorcentre.co.uk/eproxy.

Further information on appointing a proxy is given on pages 19 to 20 of this document.

Board changes and AGM resolutions

The notice of AGM (the Notice) and the proposed resolutions are set out on pages 6 and 7 of this document and cover the usual business of the AGM, including the re-election of Directors, the Annual Report and audited financial statements, approving the Directors' Remuneration Report, approving the Final Dividend and re-appointing PricewaterhouseCoopers LLP (PwC) as our external auditor. This year, as part of our three-year remuneration cycle, we are also seeking approval of the Directors' Remuneration Policy for 2025-2027 (resolution 13).

Further information on each resolution is set out in the explanatory notes on pages 8 to 9.

David Flaschen will complete his nine-year term as a Board Director in 2024 and so is not standing for re-election at the AGM. David has contributed significantly over his time at Informa, both as a respected Board colleague and as a dedicated sponsor to our AllInforma Illuminate colleague run network. On behalf of the Board and Informa, I would like to thank David for his hard work and many contributions and wish him the very best for the future.

All other Directors will stand for re-election, as is our usual practice, and biographies for all are included on pages 10 to 11 of this document.

Final Dividend

The Board is recommending a final dividend of 12.2 pence per ordinary share for the year ended 31 December 2023. Subject to shareholder approval at the AGM, the final dividend will be paid on 12 July 2024 to shareholders on the register of members at 6 pm on 7 June 2024.

Details of the company's Dividend Reinvestment Plan (DRIP), including full terms of reference and eligibility for shareholders based outside the UK, are available from Computershare at investorcentre.co.uk. All DRIP elections must be received by Computershare by 6 pm on Friday 21 June 2024 to be eligible for the final dividend payable on 12 July 2024.

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 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

A handwritten signature in black ink that reads "John Rishton".

John Rishton

Chair

Informa PLC

25 April 2024

Dear Shareholder

On behalf of the Board and the Remuneration Committee, I am pleased to present the Directors' Remuneration Policy for renewal at this year's AGM, covering implementation across the forward three-year period of 2025-2027.

The Policy is designed to create a forward framework for compensation over the period that will excite, engage, attract, retain and motivate senior leaders across the business, including the Executive Directors.

2025-2027 Director's Remuneration Policy

Informa consulted extensively and received strong approval from shareholders on the current Remuneration Policy (93.5% voting in favour at the 2022 AGM) and, therefore, our approach to Policy renewal for 2025-2027 is to largely retain and repeat this existing Policy on overall structure and approach. This includes no changes to base salary policy, no changes to the annual STIP approach and no changes to the performance based LTIP framework introduced from 2024 under the existing Policy.

In two specific areas, the Committee's review of benchmark data provided by our remuneration advisors highlighted that the Group has fallen behind the market and is no longer competitive: LTIP equity award quantum and Non-Executive Director fees.

A summary of this benchmark data is included in the Appendix to this letter on pages 4 to 5.

Taking into account Informa's current size, complexity and international exposure, particularly in the US, and considering the wider stakeholder experience, as well as the Group's consistent strong performance over recent years, the Committee concluded that it should update its position in these two specific areas for the next policy period.

On LTIP equity awards, the Committee is proposing to align the 2025-2027 Policy to the market median of Informa's relevant peer group, such that the maximum potential LTIP award will be 400% of base salary. Subject to Policy approval, in 2025, the first year of the next Policy period, the Committee is intending to grant an LTIP award of up to 400% of base salary to the Group Chief Executive and up to 325% of base salary for the other Executive Directors, with the final decision to be made at the start of 2025. It is intended that the performance metrics to be used for the LTIP awards in 2025 will follow the framework established within the current Policy, based on the business priorities at the time.

On Non-Executive Director fees, which are a matter reserved for the Chair and Executive Directors in consultation with independent remuneration advisors, Informa's current fees are substantially below the market for the FTSE 100 and companies of a similar size. This will be reviewed during 2024, with the intention to reset fees to align more closely to the market from 2025, aligning to the first year of the updated Policy. This will better reflect the increasing complexity of the business and the demands and time commitments of the role at Informa.

Alignment to Strategy and Shareholder Interests

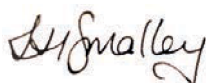
As part of the Remuneration Committee's review process, the views of the management team, external and internal advisers were considered. The Board Chair and I also met with a significant number of Informa's institutional shareholders early in 2024 to discuss the proposed changes.

Following this extensive review, the Remuneration Committee is satisfied the updated Policy is in the best interests of shareholders and does not promote excessive risk-taking. With the full support of the Board, the Committee has therefore approved the Remuneration Policy and we encourage all shareholders to vote in favour of its introduction.

Talent and leadership remain key strengths and differentiators for Informa, and they have been central to the Group navigating the challenges of the COVID-19 pandemic and emerging a higher quality and higher growth business.

The Group remains ambitious for further growth and expansion over the coming years, and I am confident that the updated Remuneration Policy provides a strong framework to support this, 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 2025-2027 Remuneration Policy

A summary of the Remuneration Policy is included below, with the full Policy detailed on pages 12 to 18.

Element of pay	Key points
Base salary	<ul style="list-style-type: none">• No change, increases will be broadly in line with those awarded to the wider colleague population• No cap, only in specific circumstances (for example where roles/responsibilities change) will the wider colleague increase be exceeded
Benefits and pension	<ul style="list-style-type: none">• Competitive range of benefits• International relocation benefits may be provided• Pension may be paid as a cash sum and/or as a contribution into a pension scheme. The payments in lieu of pension contributions to the executive directors are equal to 10% of salary, in-line with that available to colleagues
STIP	<ul style="list-style-type: none">• No change to quantum, with maximum opportunity set at 200% of salary for the Group Chief Executive and 150% of salary for the other Executive Directors• On-target bonus is intended to result in a payment which is half of the maximum• At least 75% of STIP performance measures will be financial in nature• 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• Performance measures will align with both the Group's in-year and strategic priorities, contributing to the sustainable success of the Group. A range of factors will be considered when setting targets including internal budgets, strategic ambition, analysts' consensus views and investors' expectations as well as performance on ESG matters• Malus and clawback provisions apply
LTIP	<ul style="list-style-type: none">• Maximum potential award of up to 400% of base salary for the Group Chief Executive and up to 325% of salary for the other Executive Directors• The performance period will be three years and awards will vest after a minimum of three years. Vested shares will also be subject to a two-year post-vesting holding period• Performance measures will align with the Group's strategic priorities and contribute to the sustainable success of the group. A range of factors will be considered when setting targets including internal budgets, strategic ambition, analysts' consensus views and investors' expectations, as well as performance on ESG matters• Malus and clawback provisions apply
Shareholding requirements	<ul style="list-style-type: none">• 400% of base salary for the Group Chief Executive and 275% of base salary for the other Executive Directors• New Executive Directors will be expected to meet the guideline within five years of their appointment to the board.• The Group Chief Executive is required to retain shares to the value of 200% of salary for two years after resignation and the other Executive Directors are required to hold shares to the value of 150% of salary for two years after resignation.

Appendix

Benchmarking Charts

CEO pay data

	Chief Executive	Base salary £'000	Maximum bonus % of salary	Face value of LTIs % of salary	Maximum total variable pay % of salary
	Stephen Carter	£911	200%	325%	525%
Bespoke Group	Upper quartile	£1,138	213%	450%	663%
	Median	£1,063	200%	377%	602%
	Lower quartile	£1,008	195%	238%	418%
FTSE 11-50 excl FS	Upper quartile	£1,223	200%	390%	595%
	Median	£1,095	200%	350%	550%
	Lower quartile	£925	180%	250%	449%

Bespoke Group: BT Group, Bunzl, Experian, ITV, Pearson, RELX, Vodafone and WPP FTSE 11-100 excluding Financial Services: as at 30 November 2023.

CFO pay data

	Chief Financial Officer	Base salary £'000	Maximum bonus % of salary	Face value of LTIs % of salary	Maximum total variable pay % of salary
	Gareth Wright	£529	150%	225%	375%
Bespoke Group	Upper quartile	£736	200%	300%	500%
	Median	£723	200%	300%	500%
	Lower quartile	£685	163%	252%	407%
FTSE 11-50 excl FS	Upper quartile	£755	200%	318%	505%
	Median	£725	200%	273%	473%
	Lower quartile	£616	155%	225%	400%

Bespoke Group: BT Group, Bunzl, Experian, ITV, Pearson, RELX, Vodafone and WPP FTSE 11-100 excluding Financial Services: as at 30 November 2023.

COO pay data

	Chief Operating Officer and Informa Markets Chief Executive	Base salary £'000	Maximum bonus % of salary	Face value of LTIs % of salary	Maximum total variable pay % of salary
	Patrick Martell	£454	150%	275%	425%
FTSE 11-50 excl FS	Upper quartile	£808	200%	269%	456%
	Median	£710	165%	225%	399%
	Lower quartile	£513	135%	206%	361%

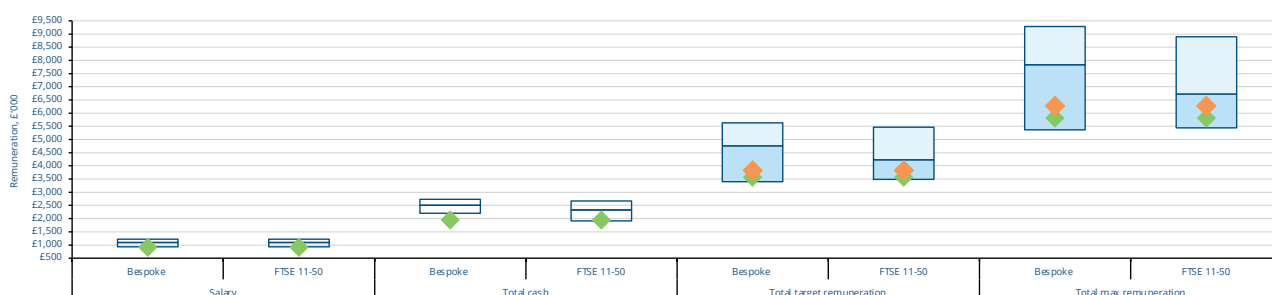
Bespoke Group: Insufficient data points to provide a robust benchmark FTSE 11-100 excluding Financial Services: as at 30 November 2023, using other Executive Director roles (i.e. roles other than the CEO and CFO)

NED fee data – excluding member fees

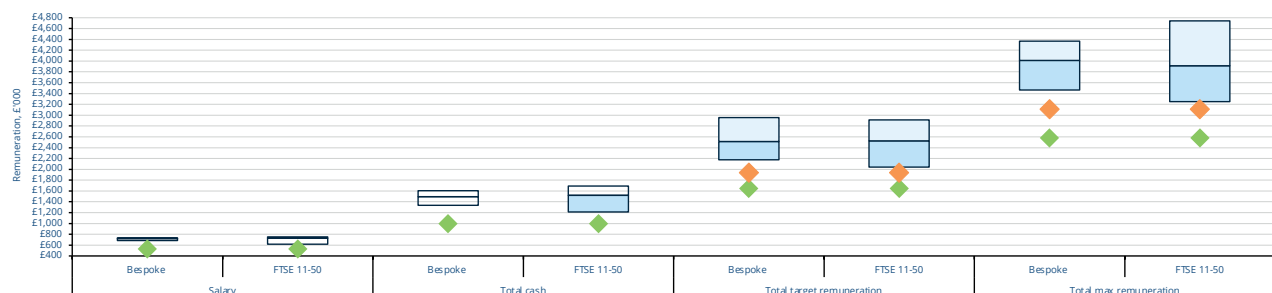
£'000	Additional fees					
	NED Base fee	Fee for acting as SID	Audit Chair	Remuneration Chair	Nomination Chair	
Informa	£73.6	£11.9	£15.7	£11.9	-	
Bespoke Group	Upper Quartile	£96	£53	£36	£32	£15
	Median	£82	£29	£29	£29	£15
	Lower Quartile	£76	£25	£24	£24	£15
	% Disclose	100%	100%	100%	100%	17%
FTSE 11-50 excl FS	Upper Quartile	£93	£30	£35	£31	£20
	Median	£82	£25	£27	£26	£17
	Lower Quartile	£75	£20	£20	£20	£15
	% Disclose	100%	100%	100%	100%	17%

Bespoke Group: BT Group, Bunzl, Experian, ITV, Pearson, RELX, Vodafone and WPP FTSE 11-100 excluding Financial Services: as at 30 November 2023

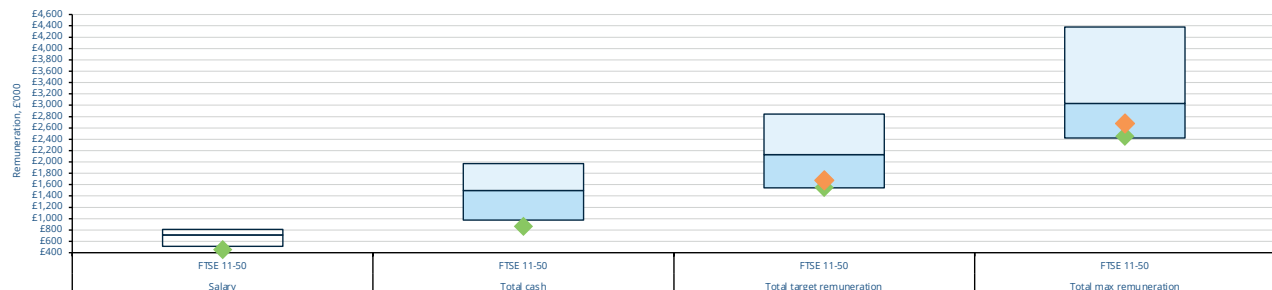
CEO pay data



CFO pay data



COO pay data



Information Classification: General 1

UQ
 Median
 LQ

◆ Current position
◆ Proposed position

Notice of 2024 Annual General Meeting

The 2024 Annual General Meeting of Informa PLC will be held at 11.00 am on Friday 21 June 2024 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 re-elect John Rishton as a Director.

Resolution 2

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

Resolution 3

To re-elect Mary McDowell as a Director .

Resolution 4

To re-elect Gareth Wright as a Director.

Resolution 5

To re-elect Gill Whitehead as a Director.

Resolution 6

To re-elect Louise Smalley as a Director.

Resolution 7

To re-elect Patrick Martell as a Director.

Resolution 8

To re-elect Joanne Wilson as a Director.

Resolution 9

To re-elect Zheng Yin as a Director.

Resolution 10

To re-elect Andrew Ransom as a Director.

Resolution 11

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 2023 (Annual Report).

Resolution 12

To approve the Directors' Remuneration Report set out on pages 121 to 139 of the Annual Report.

Resolution 13

To adopt the Directors' Remuneration Policy, the text of which is set out on pages 12 to 18 of this Notice of Meeting, to take effect from the conclusion of the Annual General Meeting at which it is passed.

Resolution 14

To approve a final dividend for the year ended 31 December 2023 of 12.2 pence per ordinary share.

Resolution 15

To re-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 20 September 2025.

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 £453,623 (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 £453,623 (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 20 September 2025 (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 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:

- (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 £136,087.

This authority will apply until the earlier of the end of the company's next AGM or close of business on 20 September 2025 (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 £136,087 and used only 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 20 September 2025 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 136,087,000 (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 20 September 2025, 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

25 April 2024

Registered Office:
5 Howick Place, London SW1P 1WG
Registered in England and Wales No: 08860726

Explanatory Notes on the 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 10: Election of Directors

As is usual, and in line with the 2018 UK Corporate Governance Code 2018 (the Code), all 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 10 to 11 of this document.

Resolution 11: 2023 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 2023.

Resolution 12: Directors' Remuneration Report

This resolution seeks shareholder approval for the Directors' Remuneration Report (DRR) for the year ended 31 December 2023, set out on pages 121 to 139 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 2024.

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

PwC, the company's auditor for the year ended 31 December 2023, has audited those parts of the DRR that are required to be audited.

Resolution 13: Directors' Remuneration Policy

A new Directors' Remuneration Policy (Remuneration Policy) for the period 2025-2027 will be put to shareholders for approval at the AGM. Further details can be found on pages 12 to 18 of this document. The existing Remuneration Policy, which was approved at the 2022 AGM and is available on our website, will apply to the incumbent Executive Directors during 2024.

Resolution 14: Final Dividend

This resolution seeks shareholder approval to pay a final dividend of 12.2 pence per share for the year ended 31 December 2023 that will be paid, if approved, on 12 July 2024 to shareholders on the register at 6 pm on 7 June 2024.

Resolutions 15 and 16: Re-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. The auditor will usually hold office from the conclusion of such meeting until the next general meeting at which accounts are presented.

PwC 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 PwC be reappointed as the company's auditor.

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 2023 are set out in Note 6 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 2023 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 2024, nor was it used during 2023.

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 £453,623 being one third of the issued ordinary share capital of the company on 19 April 2024 (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 £453,623, 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 20 September 2025, 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.

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, including 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 £136,087, 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 £136,087, 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 20 September 2025.

Resolution 21: Authority to purchase own shares

On 14 February 2022, the company commenced a share buyback programme of its ordinary shares of 0.1 pence each. As at the Latest Practicable Date, the company has repurchased and cancelled 182,595,535 ordinary shares at an aggregate purchase price of £1,186,153,936 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 136,087,000 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 is 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 20 September 2025.

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

This resolution would renew the authority given at the 2023 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.

Directors' biographies

(Resolutions 1 to 10 inclusive)

John Rishton ^(N)

Board Chair and Nomination Committee Chair

Appointed Non-Executive Director in September 2016, Chair in June 2021

John brings significant financial and international commercial experience to Informa. He was Chair of the Audit Committee from September 2016 until his appointment as Board Chair in June 2021.

John was Chief Executive of Rolls-Royce Group PLC from 2011 to 2015, having been a Non-Executive Director since 2007. 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 & Risk Committee Chairman at Majid Al Futtaim Properties LLC.

Stephen A. Carter C.B.E.

Group Chief Executive

Appointed Non-Executive Director in May 2010, Group Chief Executive in late 2013

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

Stephen was made a Life Peer in 2008.

Mary McDowell ^(N)

Senior Independent Director

Appointed June 2018 and as Senior Independent Director in November 2021

Mary is a technology industry professional 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.

Mary served as CEO of Polycom until its acquisition by Plantronics in 2018, was an Executive Partner at Siris Capital LLC, and Executive Vice President at Nokia in charge of feature phones and associated digital services. Earlier in her career she spent 17 years at HP, including five years as Senior Vice President and General Manager of its industry-standard server business.

Mary is an independent Non-Executive Director and Chair of the Compensation and Human Resources Committee at Autodesk, Inc. and an independent Non-Executive Director of Arrow Electronics, Inc.

Gareth Wright

Group Finance Director

Appointed as an Executive Director in July 2014

Gareth has considerable 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 with Coopers & Lybrand (now part of PwC).

Gill Whitehead ^(N) ^(A)

Non-Executive Director and Audit Committee Chair

Appointed August 2019 and as Audit Committee Chair in June 2021

Gill brings significant experience in digital, data and analytics to Informa. She was appointed as Group Director, Online Safety at Ofcom in April 2023. Gill was previously 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 Limited.

Louise Smalley ^(N) ^(R)

Non-Executive Director and Remuneration Committee Chair

Appointed October 2021 and as Remuneration Committee Chair in 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 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 and AG Barr plc.

Patrick Martell

Group Chief Operating Officer

Appointed as an Executive Director in March 2021

Patrick has significant experience of B2B markets and a track record of leading businesses through digital transformation and mergers and acquisitions.

He joined Informa in 2014 as Chief Executive of Informa Intelligence, leading its return to growth through technology and product investments and operational efficiency. He took on the newly created role of Group Chief Operating Officer in 2018 following the acquisition of UBM. After the successful divestment of Informa Intelligence in 2022, Patrick became Chief Executive of Informa Markets in 2023.

Before Informa, Patrick was Group CEO of St Ives where he led its successful restructuring and repositioning.

Patrick was the Senior Independent Director and Chair of the Remuneration Committee at RM plc until the end of December 2023.

Joanne Wilson N A

Non-Executive Director

Appointed October 2021

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

Joanne has been Chief Financial Officer of WPP PLC since April 2023. Before that, 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

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.

Andrew Ransom R N

Non-Executive Director





Appointed June 2023

Andy brings extensive current international chief executive experience to the Board, including a track record of leading successful product innovation and digital transformation and of developing a high-performance culture. He has more than 30 years' experience of creating value through global mergers and acquisitions and engaging with stakeholders.

Andy has been Chief Executive of Rentokil Initial plc since October 2013, having joined the company in 2008 as Executive Director of its global Pest Control business. Before joining Rentokil, Andy was a member of the executive management team at ICI.

Andy is a patron of Malaria No More UK and Vice Chair of the Board of Trustees of Street League.

Key

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

Remuneration Policy

The key elements of Executive Director remuneration and the fees paid to the Chair and Non-Executive Directors are set out below.

Executive Director remuneration

1. Base salary

Overview and link to strategy

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.

Operation

Normally reviewed by the Committee prior to the beginning of each year and on a 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 and complexity 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.

Performance framework

Not subject to performance measures. However, an individual's experience, development and performance in the role will be taken into account when setting and reviewing salary levels.

Maximum

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 specific 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 either prior to or in the Directors' Remuneration Report following the increase.

2. Benefits and Pension

Overview and link to strategy

The arrangements provide Executive Directors with a competitive level of benefits.

Operation

Ongoing benefits may include, but are not limited to, company car, car allowance, 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.

Performance Framework

Not subject to performance measurement.

Maximum

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.

The Company's pension cash allowance (or pension contribution as appropriate) for current or new Executive Directors is aligned to the rate available to colleagues (currently 10% of base salary).

3. Short term incentive plan ('STIP')

Overview and link to strategy

The 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.

Operation

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 Deferred Share Bonus Plan ('DSBP') Rules, for a period of three years. In addition, any new Executive 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 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.

Performance framework

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, underlying revenue growth, profit and cash flow measures. 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.

Maximum

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.

4. Long term incentive plan ('LTIP')

Overview and link to strategy

The LTIP incentivises and rewards Executive Directors for the delivery of long-term financial performance and shareholder value.

Awards are share based to provide alignment with shareholder interests.

Operation

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 accordance with the 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.

Performance framework

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. Performance measures may include, but are not limited to, Cash Returns measures such as operating profit and operating cash flow, relative Total Shareholder Return ('TSR') and ESG measures. 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.

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.

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 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.

Maximum

Maximum opportunity is up to 400% of base salary for the Executive Directors.

Threshold performance results in a payout of 25% of maximum.

Nothing is payable for performance below threshold.

5. Share incentive plans ('SIPs')

Overview and link to strategy

To encourage share ownership and alignment with shareholder interests.

Operation

SIPs may be operated in markets 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 shareholder authority to match colleague subscriptions up to a maximum two for one basis.

Performance framework

Not subject to performance measurement.

Maximum

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.

Remuneration Policy

6. 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 normally expected to meet the guideline within five years of appointment and maintain this throughout their term of office.

Executive Directors will also be required to retain a shareholding of 200% of base salary for the Group Chief Executive and 150% for all other Executive Directors for two years after resignation. The Company has nominee accounts in place to facilitate this process.

7. 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.

8. Discretions

All incentive awards are subject to the terms of their relevant plan rules under which awards are made. The Remuneration Committee may adjust or amend awards in accordance with the provisions of the relevant plan rules. This includes, but is not limited to, the following discretions:

- in the event of a variation of the Company's share capital, the number of shares subject to an award and/or any performance conditions may be adjusted;
- performance conditions or targets may be subject to technical adjustment, for example to reflect modifications of accounting standards; and
- the Committee may make minor changes to this Policy (for example for regulatory, exchange control, tax or to take account of a change in legislation) without seeking shareholder approval for that amendment.

9. 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.

10. 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.

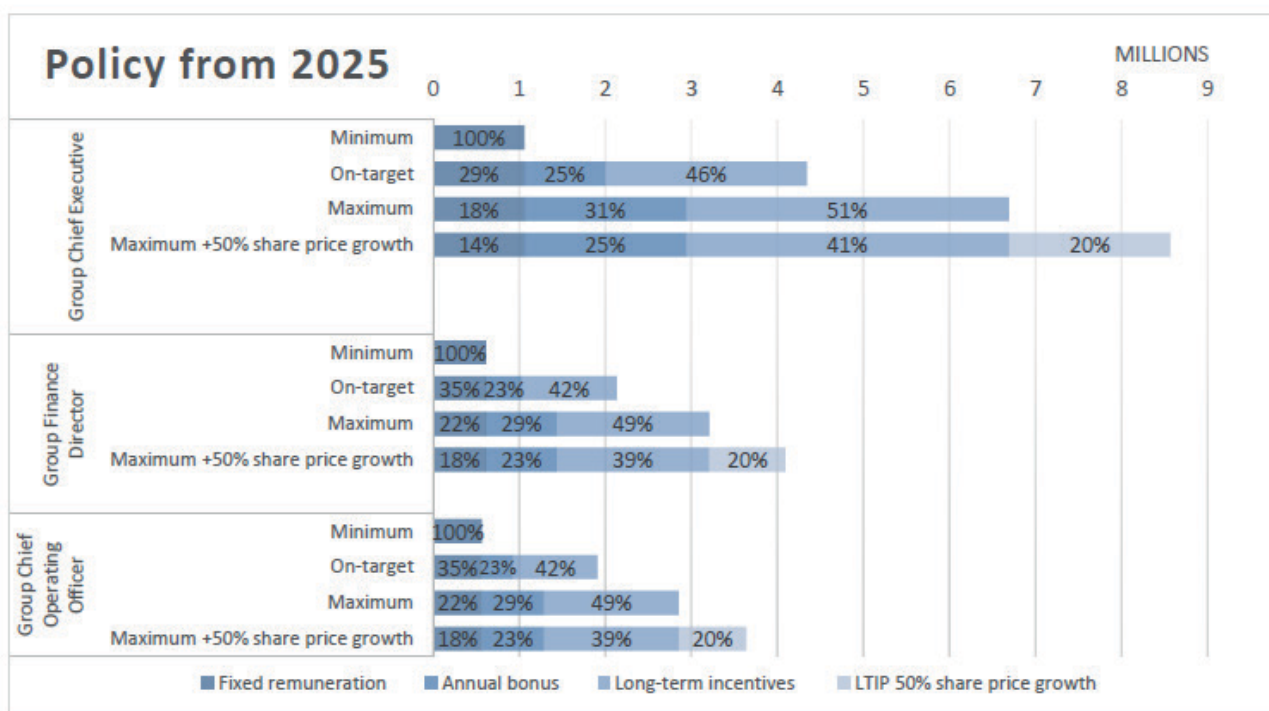
The Committee considers a range of factors including internal budgets, strategic ambitions, analysts' consensus views and investor expectations, as well as performance on environmental, social and governance issues. Depending on the nature of the measure, some factors play a greater role than others, 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 including the following elements:

- **Fixed pay** includes annual base salary as at 1 April 2024, the value of benefits as set out in the single figure table on page 132 of the 2023 Annual Report and a pension cash allowance as described on page 132 of the 2023 Annual Report.
- **STIP** is shown as a maximum percentage of base salary with minimum, target and maximum performance shown as 0%, 50%, and 100% respectively.
- **Long-term incentives** are shown as LTIP awards of 400% of base salary for the Group Chief Executive and 325% of base salary for the other Executive Directors with minimum, target and maximum performance shown as 0%, 62.5% and 100% respectively.
- Share price appreciation has been shown only for the maximum performance scenario. The illustrative share price appreciation is 50% over the three-year performance period.
- No dividend equivalent accrual has been included in the LTIP calculations.



11. 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 and development in the 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 LTIP Rules to ensure an immediate alignment of interests. Depending on the timing and circumstances of any appointment, it may be considered appropriate to set different performance measures and/or targets for the remainder of that first performance period.

- 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.

Remuneration Policy

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. Any new Executive Director would be offered similar terms to those of current Executive Directors.

The Executive Directors in office at 25 April 2024 (the date of the Notice of 2024 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 any other reason at the Committee's discretion	Awards vest at the end of the vesting 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.

Plan	Scenario	Timing and calculation of payment/vesting
Long term incentives	Retirement, injury, disability, ill-health, redundancy, sale of employer or business out of the Group, 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. The Committee may determine that the Executive Director should receive reasonable outplacement support and reimbursement of legal fees incurred. The Committee has authority to settle any legal claims against the Company that might arise on termination.

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 appointments.

Considerations taken into account when setting the Directors' Remuneration 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. For the senior management team, base salary is normally 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 normally 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.

Remuneration Policy

Chair and Non-Executive Director fees

1. Board Chair

The fee for the Board Chair is reviewed annually by the Committee with any increase normally taking effect on 1 April. 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 and other reasonable business-related expenses are reimbursed, including any associated tax due if applicable. 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 2023 are set out on page 135 of the 2023 Annual Report.

2. Non-Executive Directors

The fees for the Non-Executive Directors are normally reviewed by the Board each year and are intended to reflect appropriate market conditions and time commitments associated with each role. All Non-Executive Directors receive a base fee and additional fees are payable for other Board duties and additional time commitments; for example, 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, reasonable business-related expenses and associated tax due if applicable. Fees paid for the year ended 31 December 2023 are set out on page 135 of the 2023 Annual Report.

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 (Board Chair)	1 September 2016	5 January 2021
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
Andy Ransom	15 June 2023	8 March 2023

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 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 outcomes.

Meeting information

The following notes explain your general rights as a shareholder and your rights to attend and vote at the 2024 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 pm on Wednesday 19 June 2024 (or, in the event of any adjournment, 6 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 pm on Wednesday 19 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 Wednesday 19 June 2024**.

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. 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 Wednesday 19 June 2024**. 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 2024 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 21 June 2024 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). 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 am on Wednesday 19 June 2024**.

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.

Meeting information

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. 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 Wednesday 19 June 2024**.

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 2024 (being the Latest Practicable Date prior to the publication of this Notice) the company's issued share capital consisted of 1,360,870,069 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.

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