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**1 May 2009**

## **INFORMA ANNOUNCES PROPOSALS TO CHANGE INFORMA GROUP CORPORATE STRUCTURE**

Informa (the current parent company of the Informa Group) today announces details of a proposed Court sanctioned Scheme of Arrangement to change the Group's corporate structure by putting in place a new parent company for the Informa Group ("**New Informa**"). The new parent company will be UK listed, incorporated in Jersey and tax resident in Switzerland.

The Group has also today announced a fully underwritten Rights Issue to raise net proceeds of approximately £242m. The Rights Issue and the Redomiciliation are independent transactions and are not inter-conditional.

The Informa Group consists of several businesses which include some of the longest-standing brands in world publishing. The result of a merger of two UK headquartered groups in 1998, the Informa Group has grown, both organically and through various mergers and acquisitions, into a global group with offices in more than 40 countries and more than 9,000 employees worldwide. Given the substantial geographic spread of the Group's businesses and future plans for continued international expansion, the Informa Board, after detailed consideration, believes the proposed corporate structure would best support the long term growth of the Informa Group.

The Informa Board believes the proposed structure will also help facilitate the centralisation of certain group activities. In determining the tax residence of the new parent company, the Informa Board considered a number of factors which together make Switzerland the most appropriate location for the parent company of the Informa Group: a highly stable political and economic environment; a less complex taxation system which offers upfront certainty of treatment and does not seek to impose tax on the unremitted profits of subsidiary companies in other jurisdictions; its business infrastructure including global connectivity, and its location and time zone.

If enacted in their current form, proposed changes to UK tax law that take effect from 1 July 2009 are likely to have a detrimental impact on the Informa Group's tax position and such detrimental impact could be material. The Informa Board believes that the implementation of the Scheme will provide a platform to mitigate the probable impact of such changes to UK tax law. Additionally, the Scheme is expected to result in a structure through which the New Informa Group can develop and expand its business internationally, including in emerging markets such as the Indian sub-continent, China and the Middle East.

It is expected that the Scheme Circular setting out full details of the proposed change in corporate structure and proposed Scheme of Arrangement to effect the Redomiciliation will be posted by Informa to Shareholders today. New Informa has confirmed to Informa that it expects that a prospectus, issued by New Informa in connection with the admission to the Official List of the New Informa Shares that will be issued pursuant to the Scheme (the “**Scheme Prospectus**”), will also be published today.

New Informa was incorporated under the Jersey Companies Law on 11 March 2009, as a public company limited by shares with the name Informa Limited and changed its name on 29 April 2009 to Informa plc. If the Scheme becomes effective, New Informa will become the parent company of the Informa Group and the existing parent company, Informa plc, will be renamed Informa Group plc.

New Informa has confirmed to Informa that the Redomiciliation will not result in any changes to the Group’s business strategy, nor the day-to-day conduct of the Informa operations in the UK or elsewhere, and New Informa will continue to report results in pounds sterling. New Informa has also confirmed to Informa that the Redomiciliation will not result in any substantial changes to corporate governance (other than any additional procedures required of a Swiss tax resident company), to existing shareholder protection measures, nor to the existing dividend policy of the Informa Group.

New Informa has confirmed to Informa that the New Informa Board will be the same as the Informa Board, save that Sean Watson will not be a New Informa Director.

New Informa has confirmed to Informa that application will be made for the New Informa Shares to be admitted to the Official List and admitted to trading on the London Stock Exchange’s main market for listed securities, and that New Informa is expected to replace Informa as a member of the FTSE 250 Index.

### **Terms of the Scheme**

Under the terms of a Scheme of Arrangement to be undertaken pursuant to Part 26 of the Companies Act 2006 (the “**Scheme**”), Shareholders will receive one New Informa Share for each Informa Share that they hold. Shareholders will not be required to make any payment for the New Informa Shares issued under the Scheme.

The effect of the Scheme will be that:

- (a) New Informa will become the parent company of the Informa Group. New Informa will be listed in the UK and New Informa Shares admitted to trading on the London Stock Exchange in place of Informa; and
- (b) Each Informa Shareholder will own an identical number of shares in New Informa as that person owned Ordinary Shares in Informa prior to the Scheme becoming effective.

The Scheme requires the approval of Informa Shareholders at the Court Meeting and at the Scheme General Meeting. If the Scheme is approved by the requisite majority at the Court Meeting and at the Scheme General Meeting, an application will be made to the Court to sanction the Scheme at the Court Hearing. If the Scheme is sanctioned at the Court Hearing and the other conditions to the Scheme have been satisfied, the Scheme is expected to become effective, and dealings in New Informa Shares are expected to commence, at 8.00 a.m. (London time) on 30 June 2009, the anticipated Effective Date. If the Scheme has not become effective

by 30 June 2009 (or such later date as Informa and New Informa may agree and the Court may allow), it will lapse, in which event there will not be a new parent company of Informa, Shareholders will remain shareholders of Informa and the existing Ordinary Shares will continue to be listed on the Official List.

### **Dividend Access Plan**

Informa will put in place a dividend access plan, which, subject to the Scheme becoming effective, New Informa has confirmed to Informa that it will adhere to. The aim of the Dividend Access Plan is to ensure that New Informa Shareholders (with an address in the register of members of New Informa outside Switzerland) may elect (or, in the case of New Informa Shareholders with an address in the register of members of New Informa outside Switzerland with 100,000 or fewer New Informa Shares, be deemed to elect) to continue to receive UK-sourced dividends.

The key features of the Dividend Access Plan are:

- (a) Non-Swiss resident New Informa Shareholders may elect to participate in the Dividend Access Plan. Those New Informa Shareholders will be treated as receiving dividends from Informa UK Dividend Co, which will be resident for tax purposes in the UK, or from New Informa, which will be resident for tax purposes in Switzerland. Subject to a possible future charge to Swiss withholding tax, the UK tax consequences of receiving a dividend from Informa UK Dividend Co should be equivalent to the UK tax consequences of receiving a dividend from Informa;
- (b) New Informa Shareholders who hold 100,000 or fewer New Informa Shares upon the Scheme becoming effective (or if a person subsequently becomes a New Informa Shareholder with 100,000 or fewer New Informa Shares) and, in either case, have a registered addresses outside Switzerland, will be deemed to have elected to participate in the Dividend Access Plan in respect of all their New Informa Shares and will receive their dividends from Informa UK Dividend Co via the Dividend Access Plan. Those New Informa Shareholders must serve a DAP Withdrawal Notice to opt out of the Dividend Access Plan; and
- (c) New Informa Shareholders who hold 100,000 or more New Informa Shares upon the Scheme becoming effective (or if a person subsequently becomes a New Informa Shareholder with 100,000 or more New Informa Shares) and, in either case, have a registered address outside Switzerland, must, if they wish to participate in the Dividend Access Plan, complete and return an Election Notice.

New Informa and Informa UK Dividend Co reserve the right to suspend or terminate the arrangements under the Dividend Access Plan at any time, in which case the dividend will be paid directly to all New Informa Shareholders (including New Informa Shareholders who have currently made (or are deemed to have made) an election to participate in the Dividend Access Plan) by New Informa.

### **Other proposals**

#### **(A) New Informa Reduction of Capital**

Subsequent to the Scheme becoming effective and the Redomiciliation being completed, Informa understands that New Informa intends to carry out the New Informa Reduction of

Capital in order to create distributable reserves in the accounts of New Informa to support the payment of future dividends.

Pursuant to the New Informa Reduction of Capital, it is proposed that the share capital of New Informa be reduced by the reduction in the nominal value of the issued New Informa Shares from 27 pence to 0.1 pence and the cancellation of the entire amount standing to the credit of New Informa's share premium account after the Scheme has become effective, in each case so as to create a distributable reserve that will be available to New Informa to be distributed as dividends or applied towards any other lawful purpose.

#### (B) Informa Employee Share Plans

Rights under the Informa Employee Share Plans will not vest or be exercised early as a result of the Scheme but rights will continue on the same basis after the Scheme, except that participants will ultimately receive New Informa Shares instead of Ordinary Shares. New Informa has confirmed to Informa that the New Informa Directors will adopt the New Informa Employee Share Plans, subject to obtaining Shareholder approval, in order to make future employee share plan awards. These plans are replacements for and essentially similar to the LTIP (as proposed to be amended at the Annual General Meeting of Informa to be held on 8 May 2009), the SIP and the Stock Purchase Plan, which are the employee share plans under which Informa currently makes awards.

#### **Conditions to implementation of the Scheme**

The implementation of the Scheme is conditional, *inter alia*, on the following having occurred:

- (i) the Scheme being approved by a majority in number, representing three-fourths in value, of the Informa Shareholders present and voting, either in person or by proxy, at the Court Meeting;
- (ii) the Scheme being separately approved by a majority in number, representing three-fourths in value, of the Informa Shareholders present and voting, either in person or by proxy, at the Scheme General Meeting; and
- (iii) the Scheme having been sanctioned by the High Court at the Court Hearing.

The Scheme is not conditional upon completion of the Rights Issue.

#### **Informa financing arrangements**

On the Effective Date, New Informa will become an additional obligor of each of the Informa loan facilities pursuant to an amendment and restatement agreement to the Facilities Agreement.

#### **Dividends and dividend policy**

Informa regularly reviews the Group's dividend policy with due consideration to the excellent cash flow characteristics of the business, and the resilience of its revenue and profit streams relative to current economic conditions.

In line with this policy, the Informa Board has recommended a final dividend for 2008 of 3.9 pence (2007: 11.3 pence, 2006: 8.9 pence) which, together with the interim dividend of 6.1 pence (2007: 5.6 pence) represents a total dividend of 10.0 pence (2007: 16.9 pence, 2006: 12.2 pence).

Informa intends to withdraw the proposed resolution in respect of the final dividend for the financial year ended 31 December 2008 that has been included in the notice for Informa's forthcoming Annual General Meeting because the record date for that dividend has been set at 29 May 2009, which is no longer suitable in light of the expected timetable for the Rights Issue. Subject to that resolution being withdrawn, the Informa Board intends to declare a second interim dividend in respect of the financial year ended 31 December 2008, which will be in the same amount as the final dividend. The second interim dividend will be paid on 23 June 2009, and will be payable to all Informa Shareholders registered in Informa's register of members at the close of business on 15 May 2009. The New Ordinary Shares (that will be issued pursuant to the Rights Issue) will not rank for that dividend.

As previously announced by Informa on 4 March 2009, the Informa Board has confirmed its current policy to pay future dividends that will be approximately three times covered by earnings. The New Informa Board has confirmed to Informa that, subject to the Scheme becoming effective, it intends to continue this dividend policy.

### **Taxation**

Informa understands that New Informa is a Swiss tax resident company and will therefore be subject to the Swiss tax system, including any obligations to deduct Swiss withholding taxes from dividends and other distributions. The implementation of the Redomiciliation is not expected to have any adverse tax consequences for Shareholders until New Informa has paid cumulative dividends (including dividends paid under the Dividend Access Plan) in excess of the value of Informa immediately before the Scheme becomes effective. Based on current law as at the date of this announcement, a liability to Swiss withholding tax may arise once this threshold is exceeded. In deciding the most appropriate location for its tax residence Informa understands that New Informa considered the commercial, operational and tax benefits of Switzerland and weighed these against the possible future Swiss withholding tax liabilities and concluded that redomiciliation to Switzerland was in the best interests of Shareholders. Shareholders should note that under Switzerland's current tax treaties the maximum rate of Swiss withholding tax of 35 per cent. can be reduced. The rate of withholding tax in respect of qualifying UK and US Shareholders is 15 per cent. New Informa has confirmed to Informa that the New Informa Board will continue to review the position and take appropriate action to protect the overall interests of Shareholders.

### **Current trading and prospects**

The Group today issues its Interim Management Statement for the period from 1 January 2009 to 31 March 2009. The Group continues to trade in line with management's expectations, despite challenging trading conditions in many of the markets and geographies in which the Group operates.

Across the Group, total revenues for the first three months of 2009 are ahead of the same period last year as the Group is benefiting from the significantly more favourable translation of foreign currencies, the resilience of certain of its revenue streams and the diversity of its businesses across geographies and sectors. Strong management of the Group's flexible cost base has resulted in an improvement in adjusted operating margin over the same period last year. During 2008 the Group took active steps to reduce costs, incurring £17 million of restructuring charges in order to generate £33 million of expected annualised cost savings. Further significant cost savings, which will incur associated restructuring charges, are being implemented in 2009.

Deferred income as at 31 March 2009 was £344 million compared to £281 million as at 31 March 2008. When aggregated with the revenues for the first three months of the year, the Group has visibility over almost 50 per cent. of consensus 2009 full year revenues as at 31 March 2009, compared with an estimated 29 per cent. as announced at the preliminary results on 4 March 2009.

The Group's publishing businesses continue to grow, with total revenues for the first three months of the year well ahead of the same period last year. Total revenues have benefited from the strength of the US dollar, whilst strong renewal rates and price increases have supported underlying growth across all the Group's publishing businesses, with a particularly strong performance from Taylor & Francis. Informa Business Information, FDA and Datamonitor have also shown good progress. Across the Group's financial data businesses, renewal rates are expected to trend down through the remainder of this year, however the Group is confident that strong management of the cost base will drive improved performance over 2008 in these businesses.

Across the Group's events businesses, total revenues for the first three months of the year are marginally ahead of the same period last year. However, underlying year to date revenues have inevitably been impacted by the recession in some of our key markets, particularly when compared against the strong trading period in the first three months of 2008, and as a result of the seasonality of certain conferences and events. Whilst the Group continues to see reasonable growth across its Telecoms and Middle East businesses, the Group has cut event volumes further across the rest of the small events portfolio to defend profitability. Although the Group will run fewer events in 2009 than in 2008, adjusted operating margin will be reasonably protected by aggressive management of the cost base. The Group's larger events are demonstrating greater resilience than the smaller events portfolio but are not immune to the economy, and visibility is becoming more difficult.

The Group's PI businesses are showing weaker total revenues in the first three months of the year compared to the same period in 2008. Nonetheless, the Board believes that cost initiatives taken in 2008 and new initiatives being taken or to be taken in 2009 will largely help to protect the adjusted operating margin across the PI businesses. In addition, after the slowdown experienced around the US elections in late 2008 and early 2009, the change in US administration is already having a positive impact on those PI businesses which work with the US federal government.

Whilst the Board has confidence that the Group will remain within its banking covenants, it has concluded that the Rights Issue will create a more appropriate capital structure in light of current economic and market conditions, which continue to show some signs of deterioration.

### **Expected timetable of principal events for the Redomiciliation**

The expected timetable of key events is provided below. This timetable is based on the Informa Board's expectations and may be subject to change. Any changes to the timetable will be the subject of a further announcement.

Latest time for lodging PINK Forms of Proxy for the Court Meeting 12.00 p.m. on 31 May 2009<sup>(1)</sup>

Latest time for Lodging BLUE Forms of Proxy for the Scheme General Meeting 12.15 p.m. on 31 May 2009

**Voting Record Time 6.00 p.m. on 31 May 2009<sup>(2)</sup>**

**Court Meeting 12.00 p.m. on 2 June 2009**

**Scheme General Meeting 12.15 p.m. on 2 June 2009<sup>(3)</sup>**

*The following dates are subject to change:*

Court Hearing to sanction the Scheme and Scheme Reduction of Capital 29 June 2009<sup>(4)</sup>

Last day of dealings in, and for registration of transfers of, Ordinary Shares 29 June 2009<sup>(5)</sup>

**Scheme Record Time 6.00 p.m. on 29 June 2009<sup>(5)</sup>**

**Effective Date of Scheme 30 June 2009<sup>(4)</sup>**

Cancellation of listing of Ordinary Shares, New Informa Shares admitted to Official List, crediting of New Informa Shares to CREST accounts and dealings in New Informa Shares commence on the London Stock Exchange 8.00 a.m. on 30 June 2009<sup>(5)</sup>

Jersey Court Hearing to sanction the New Informa Reduction of Capital 3 July 2009<sup>(5)</sup>

New Informa Reduction of Capital becomes effective 3 July 2009<sup>(6)</sup>

**Despatch of New Informa share certificates for New Informa Shares in certificated form by 14 July 2009<sup>(5)</sup>**

Notes:

- (1) PINK forms of proxy for the Court Meeting not returned by this time may be handed to Informa's Registrars, Equiniti, or to the Chairman, at the Court Meeting.
- (2) If either the Court Meeting or the Scheme General Meeting is adjourned, the Voting Record Time for the adjourned meeting will be 6.00 p.m. on the date two days before the date set for the adjourned meeting.
- (3) To commence at 12.15 p.m. or, if later, immediately after the conclusion or adjournment of the Court Meeting.
- (4) These times and dates are indicative only and will depend, among other things, on the date upon which the Court sanctions the Scheme.
- (5) These dates are indicative only and will depend, among other things, on the date upon which the Scheme becomes effective.
- (6) These dates are indicative only and will depend among other things, on the date on which the Jersey Court sanctions the New Informa Reduction of Capital and the Jersey registrar of companies registers the act of court and approved minute of the Jersey Court.

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*The New Informa Shares if and when issued in connection with the Scheme referred to in this announcement have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "US Securities Act") or under the securities legislation of any state or territory or jurisdiction of the United States. The New Informa Shares if and when issued in connection with the Scheme referred to in this announcement will be issued in reliance on the exemption provided by section 3(a)(10) of the US Securities Act. Neither the United States Securities and Exchange Commission nor any US state securities commission has reviewed or approved this document or the Scheme. Any representation to the contrary is a criminal offence in the United States.*

*Any securities if and when issued in connection with the Rights Issue referred to in this announcement have not been, and will not be, registered under the US Securities Act, or under the securities legislation of any state or territory or jurisdiction of the United States and may*



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*This announcement and any materials distributed in connection with this announcement may include forward-looking statements. These forward-looking statements are statements regarding Informa's intentions, beliefs or current expectations concerning, among other things, Informa's results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which Informa operates. By their nature, forward-looking statements involve risks and uncertainties, including, without limitation, the risks and uncertainties to be set forth in the Scheme Prospectus, because they relate to events and depend on circumstances that may or may not occur in the future. Actual future results may differ materially from those expressed in or implied by these statements. Many of these risks and uncertainties relate to factors that are beyond Informa's ability to control or estimate precisely, such as future market conditions, currency fluctuations, the behaviour of other market participants, changes in tax laws or their application and interpretation and other risk factors such as changes in the political, social and regulatory framework in which Informa operates or in economic or technological trends or conditions, including inflation and consumer confidence, on a global, regional or national basis, in particular the lowered demand for finance industry-related publishing and events businesses, the changes in the spending patterns of private and governmental sources that fund academic institutions, and the difficulty in procuring additional debt financing on acceptable terms for future acquisitions and/or investment in resources to adapt to the changing competitive environment for online delivery of publication and information. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this announcement. Informa does not undertake any obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date of these materials. No reliance may be placed, for any purposes whatsoever, on the information contained in this announcement or on its completeness (including, without limitation, on the fairness, accuracy, completeness of the information or opinions contained herein) and this announcement should not be considered a recommendation by Informa's, the Joint Bookrunners or any of their respective directors, officers, employees, advisers or any of their respective affiliates in relation to any purchase of or subscription for securities. No representation or warranty, express or implied, is given by or on behalf of Informa, the Joint Bookrunners or any of their respective directors, officers, employees, advisers or any of their respective affiliates, or any other person, as to the accuracy, fairness or sufficiency or completeness of the information or opinions or beliefs contained in this announcement (or any part hereof). None of the information contained in this announcement has been independently verified or approved by the Joint Bookrunners or any other person. Recipients of this announcement and/or the Scheme Prospectus should conduct their own investigation, evaluation and analysis of the business, data and property described in this announcement and/or, if and when published, in the Scheme Prospectus. Save in the case of fraud, no liability is accepted for any errors, omissions or inaccuracies in such information or opinions or for any loss, cost or damage suffered or incurred howsoever arising, directly or indirectly, from any use of this announcement or its contents or otherwise in connection with this announcement.*

## DEFINITIONS

In this announcement the following expressions have the following meaning unless the context otherwise requires:

<b>business day</b>	a day (excluding Saturdays and Sundays or public holidays) in England and Wales on which banks generally are open in London for the transaction of normal business
<b>certificated or in certificated form</b>	where a share or other security is not in uncertificated form
<b>Companies Act</b>	the Companies Act 1985, as amended, or the Companies Act 2006, as the context so requires
<b>Court</b>	the High Court of Justice in England and Wales
<b>Court Hearing</b>	the hearing by the Court of the claim form to sanction the Scheme and to confirm the reduction of share capital of Informa pursuant to the Scheme under section 137 of the Companies Act
<b>Court Meeting</b>	the meeting of the Informa Shareholders to be convened by order of the Court pursuant to Part 26 of the Companies Act 2006 and held at 12.00 p.m. on 2 June 2009 to consider and, if thought fit, approve the Scheme, notice of which is set out in Part VI of the Scheme Circular, and any adjournment thereof
<b>CREST</b>	the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear in accordance with the CREST Regulations
<b>CREST Regulations</b>	(as applicable) the Uncertificated Securities Regulations 2001 (512001 No. 01/378), as amended or the Companies (Uncertificated Securities) (Jersey) Order 1999, as amended
<b>DAP Withdrawal Notice</b>	a notice to withdraw from participation in the Dividend Access Plan, which is available upon request from the Jersey Registrars
<b>Dividend Access Plan</b>	the dividend access plan of Informa (to which it is proposed that New Informa will adhere) as described in Part V of the Scheme Prospectus
<b>Dividend Access Plan Rules</b>	the rules of the Dividend Access Plan
<b>Dividend Access Share</b>	the dividend access share in the capital of Informa UK Dividend Co having a nominal value of £1 and having the rights attaching to it as set out in the articles of association of Informa UK Dividend Co

<b>Dividend Access Trust</b>	the trust to be established pursuant to a declaration of trust between Informa, Informa UK Dividend Co and the Trustee
<b>Effective Date</b>	the date on which the Scheme becomes effective in accordance with the Scheme, expected to be 30 June 2009
<b>Election Notice</b>	the YELLOW form of election to participate in the Dividend Access Plan, which will accompany the Scheme Circular
<b>Euroclear</b>	Euroclear UK & Ireland Limited, the operator of CREST
<b>Excluded Territories and each an Excluded Territory</b>	Australia, Canada, Japan and South Africa
<b>Facilities Agreement</b>	the £1.45 billion term and revolving facilities agreement between Informa and certain lenders dated 14 May 2007, as amended from time to time
<b>FSA</b>	the Financial Services Authority of the UK
<b>FSMA</b>	the Financial Services and Markets Act 2000, as amended
<b>Informa</b>	Informa, a public limited company incorporated in England and Wales with registered number 3099067
<b>Informa Board or Board</b>	the board of directors of Informa
<b>Informa Employee Share Plans</b>	the LTIP, the SIP, the Stock Purchase Plan and the other schemes listed at paragraph 12.1 of Part VI of the Scheme Prospectus
<b>Informa Group or Group</b>	before the Effective Date, Informa and its subsidiaries and subsidiary undertakings and, where the context requires, its associated undertakings and, after the Effective Date, New Informa and its subsidiaries and subsidiary undertakings and, where the context requires, its associated undertakings
<b>Informa Shareholder or Shareholder</b>	a holder of Ordinary Shares
<b>Informa UK Dividend Co</b>	Informa DAP Limited, a private company limited by shares, being a subsidiary of Informa
<b>Jersey Companies Law</b>	the Companies (Jersey) Law 1991, as amended
<b>Jersey Court</b>	the Royal Court of Jersey
<b>Jersey Registrars</b>	Equiniti (Jersey) Limited, PO Box 63, 11-12 Esplanade, St. Helier, Jersey JE4 8PH
<b>London Stock Exchange</b>	London Stock Exchange plc
<b>LTIP</b>	the Informa 2005 Management Long Term Incentive Plan

<b>Merrill Lynch</b>	Merrill Lynch International of Merrill Lynch Financial Centre, 2 King Edward Street, London EC1A 1HQ
<b>New Informa</b>	Informa plc, a public limited company incorporated in Jersey under the Jersey Companies Law with registered number 102786
<b>New Informa Board</b>	the board of directors of New Informa
<b>New Informa Directors</b>	the directors of New Informa
<b>New Informa Employee Share Plans</b>	the New LTIP, the New SIP and the New Stock Purchase Plan, each as defined in and further details in respect of which are set out in paragraph 13 of Part VI of the Scheme Prospectus
<b>New Informa Employee Share Plans Resolution</b>	the ordinary resolution to be proposed at the Scheme General Meeting to approve the New Informa Employee Share Plans
<b>New Informa Board</b>	the board of directors of New Informa
<b>New Informa Group</b>	before the Effective Date, New Informa and, after the Effective Date, New Informa and its subsidiaries and subsidiary undertakings (including Informa) and where the context requires, its associated undertakings
<b>New Informa Reduction of Capital</b>	the proposed reduction of capital of New Informa, after the Scheme becomes effective, under the Jersey Companies Law
<b>New Informa Shareholder</b>	a holder of New Informa Shares
<b>New Informa Shares</b>	ordinary shares of 27 pence each in the capital of New Informa to be issued credited as fully paid pursuant to the Scheme
<b>New Ordinary Shares</b>	Ordinary Shares to be allotted and issued pursuant to the Rights Issue
<b>Official List</b>	the official list of the UK Listing Authority
<b>Ordinary Shares or Informa Shares</b>	ordinary shares of 0.1 pence each in the capital of Informa
<b>PI</b>	performance improvement
<b>Qualifying Shareholders</b>	holders of Ordinary Shares on the register of members of Informa at the Record Date with the exclusion (subject to certain exceptions) of persons with a registered address or located or resident in the US or an Excluded Territory
<b>RBS Hoare Govett</b>	RBS Hoare Govett Limited of 250 Bishopsgate, London EC2M 4AA
<b>Record Date</b>	close of business on 5 May 2009

<b>Redomiciliation</b>	the proposed corporate restructuring of New Informa as the new parent company of the Informa Group, to be implemented by way of the Scheme
<b>Rights Issue</b>	the proposed issue by way of rights of New Ordinary Shares to Qualifying Shareholders
<b>Scheme or Scheme of Arrangement</b>	the scheme of arrangement proposed to be made under Part 26 of the Companies Act 2006 between Informa and the holders of Scheme Shares as set out in Part III of the Scheme Circular, with or subject to any modification, addition or condition approved or imposed by the Court and agreed to by Informa and New Informa
<b>Scheme Circular</b>	the circular to Informa Shareholders dated the same date as the Scheme Prospectus
<b>Scheme General Meeting</b>	the general meeting of Informa Shareholders to be held at 12.15 p.m. on 2 June 2009 (or as soon thereafter as the Court Meeting shall be concluded or adjourned), notice of which is set out in Part VII of the Scheme Circular, and any adjournment thereof
<b>Scheme Prospectus</b>	the prospectus published by New Informa in connection with the New Informa Shares to be issued pursuant to the Scheme
<b>Scheme Record Time</b>	6.00 p.m. on the business day immediately preceding the Effective Date
<b>Scheme Reduction of Capital</b>	the reduction of capital forming part of the Scheme
<b>Scheme Shareholder</b>	a holder of Scheme Shares as appearing in the register of members of Informa at the Scheme Record Time
<b>SIP</b>	the Informa plc Investment Plan
<b>Stock Purchase Plan</b>	the Informa 2008 United States Stock Purchase Plan
<b>subsidiary</b>	as defined in section 736 of the Companies Act 1985
<b>subsidiary undertaking</b>	as defined in section 1162 of the Companies Act 2006
<b>Taylor &amp; Francis</b>	Taylor & Francis Group plc, being the entity that merged with Informa
<b>Trustee</b>	the trustee of the Dividend Access Trust
<b>UK Listing Authority or UKLA</b>	the FSA acting in its capacity as the competent authority for the purposes of Part 6 of the FSMA and in the exercise of its functions in respect of the Admission to the Official List otherwise than in accordance with Part 6 of the FSMA
<b>uncertificated or in uncertificated form</b>	in relation to a share or other security, a share or other security title to which is recorded on the relevant register

of the share or security concerned as being held in uncertificated form in CREST and the title to which, by virtue of the CREST Regulations, may be transferred by means of CREST

**United Kingdom or UK**

the United Kingdom of Great Britain and Northern Ireland

**United States or US**

the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia

**Voting Record Time**

6.00 p.m. (London time) on 31 May 2009, or if the Court Meeting or the Scheme General Meeting is adjourned, 48 hours before the time appointed for any adjourned Court Meeting or Scheme General Meeting