

Notice of Annual General Meeting

Notice is hereby given that the Third Annual General Meeting of Informa Group plc will be held at The Cafe Royal (George/Marquise Suites, Fifth Floor), 68 Regent Street, London, W1R 6EL on Tuesday, 25 May 1999 at 3.30 pm for the following purposes:

Ordinary Business

- 1 To receive and adopt the report of directors and accounts for the year ended 31 December 1998.
- 2 To declare a final dividend of 4.145p net.
- 3 To re-elect Mr P S Rigby as a director.
- 4 To re-elect Mr D M De Groot as a director.
- 5 To re-elect Mr J H Haines as a director.
- 6 To re-elect Lord W Rees-Mogg as a director.
- 7 To re-elect Mr J A M van Lotringen as a director.
- 8 To re-elect Mr J H Wilkinson as a director.
- 9 To re-elect Miss R I Wyles as a director.
- 10 To re-elect Mr S B Warshaw as a director.
- 11 To re-elect Mr P J Miller as a director.
- 12 To consider the following resolution, special notice having been received of the intention to propose the resolution as an ordinary resolution:

That KPMG Audit Plc be reappointed auditors of the Company (having previously been appointed by the board to fill the casual vacancy arising by reason of the resignation of PricewaterhouseCoopers) to hold office until the conclusion of the next general meeting, at which accounts are laid before the company and that their remuneration be determined by the directors.

Special Business

To consider and if thought fit to pass the following resolutions which will be proposed as to resolution 13 as an ordinary resolution and as to resolutions 14, 15 and 16 as special resolutions:

- 13 That, in accordance with article 6 of the Company's articles of association, the directors be empowered to allot relevant securities up to a maximum nominal amount of £3,864,603, that such authority shall expire on 25 May 2004 and that all previous authorities under section 80 of the Companies Act 1985 shall be revoked.
- 14 That, in accordance with article 7 of the Company's articles of association, passing of resolution 12 the directors be empowered to allot equity securities for cash and that for the purposes of paragraph 1(b) of article 7, the nominal amount to which this power is limited is £579,690 and this power shall expire on 25 August 2000 or at the conclusion of the next annual general meeting of the Company, if earlier.
- 15 That, in accordance with article 11 of the Company's articles of association and the Companies Act 1985, the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 163 of the Companies Act 1985) of ordinary shares of 10p each in the capital of the Company ("ordinary shares") provided that:
 - (a) the maximum number of ordinary shares that may be purchased pursuant to this authority is 5,796,905.
 - (b) the maximum price which may be paid for any ordinary share purchased pursuant to this authority is an amount equal to 105% of the average of the middle market prices shown in the quotations for the Company's ordinary shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which that ordinary share is purchased and the minimum price which may be paid for any such ordinary shares shall be the nominal value of that share (in each case exclusive of expenses payable by the Company); and
 - (c) the authority hereby conferred shall expire on 25 May 2000 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2000 unless renewed before that time, but the Company may make a contract to purchase ordinary shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority, and may make a purchase of ordinary shares in pursuance of any such contract.