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informa plc

(Incorporated and registered in England and Wales with registered number 3099067)

Recommended proposals for a reduction of share capital, cancellation of share premium account and associated amendment to the articles of association

Notice of a General Meeting of the Company to be held at 9.30 a.m. on 27 November 2007 is set out at the end of this document. Shareholders will find enclosed a Form of Proxy for use at the General Meeting.

To be valid for use at the General Meeting, a Form of Proxy must be completed and returned by Shareholders by post or by hand (during normal business hours) to the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL not later than 9.30 a.m. on 25 November 2007. Alternatively, Shareholders may register the appointment of a proxy electronically with Equiniti via the website www.sharevote.co.uk. Electronic proxy appointments must also be received by Equiniti no later than 9.30 a.m. on 25 November 2007. Proxy voting in respect of uncertificated shares may also be registered electronically through CREST – see note 4 on page 7 of this document.

Shareholders who return a Form of Proxy or give an electronic proxy instruction will still be able to attend and vote in person at the General Meeting if they so wish.

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EXPECTED TIMETABLE

Latest time and date for receipt of Forms of Proxy	9.30 a.m. on 25 November 2007
General Meeting	9.30 a.m. on 27 November 2007
Court hearing of petition to confirm the reduction of share capital and cancellation of share premium	19 December 2007
Anticipated date on which the reduction of share capital and cancellation of share premium account become effective	21 December 2007

DEFINITIONS

The following terms apply throughout this document unless the context otherwise requires:

“Act”	the Companies Act 1985
“Articles”	the articles of association of the Company
“Board” or “Directors”	the board of directors of the Company
“Company”	Informa plc
“Court”	the High Court of Justice in England and Wales
“Effective Date”	the date on which the proposed Reductions become effective, expected to be on or around 21 December 2007
“EPS”	earnings per share
“General Meeting” or “Meeting”	the general meeting of the Company to be held at 9.30 a.m. on 27 November 2007
“Form of Proxy”	the form of proxy accompanying this document for use in connection with the General Meeting
“Group”	the Company and its subsidiaries
“Ordinary Share” or “share”	an ordinary share of 10 pence in the share capital of the Company having the rights and restrictions as set out in the Articles
“Proposals”	the proposals for the Reductions and amendment to the Articles, in each case as described in this document
“Reductions”	together, the proposed reduction of the Company’s share capital and cancellation of the Company’s share premium account, in each case as described in this document
“Resolutions”	the resolutions to be proposed at the General Meeting relating to the Proposals
“Shareholder”	a holder of Ordinary Shares

Letter to Shareholders from the Chairman

Informa plc

(Incorporated in England and Wales with registered number 3099067)

Directors:

Peter Rigby (*Chairman*)
David Gilbertson (*Chief Executive*)
Anthony Foye (*Finance Director*)
Derek Mapp (*Senior Non-Executive Director*)
Sean Watson (*Non-Executive Director*)
Dr Pamela Kirby (*Non-Executive Director*)
John Davis (*Non-Executive Director*)

Registered office:

Mortimer House,
37-41 Mortimer Street
London W1T 3JH

26 October 2007

Dear Shareholders,

PROPOSALS CONCERNING A REDUCTION OF SHARE CAPITAL, CANCELLATION OF SHARE PREMIUM ACCOUNT AND ASSOCIATED AMENDMENT TO THE ARTICLES OF ASSOCIATION

Introduction

Following recent changes in the Company's dividend payment policy, the Board is seeking approval for an increase in the distributable reserves of the Company by an amount of £547,064,431.95. This increase will be achieved by way of a reduction of the Company's share capital and the cancellation of the Company's share premium account, subject in each case to Shareholder approval and confirmation by the Court.

Background to the Reductions

On 30 August 2007, the Board announced that, following a review of the Company's dividend policy and given the excellent cash flow characteristics of the Group's business and the level of resilience of the Group's revenue and profits streams, it had decided to increase materially the Company's dividend payout ratio. This change also makes the Company's dividend policy more aligned with comparator companies. The Board's new policy is in the normal course to set the Company's dividend cover so that the aggregate dividend per share for a financial year shall be in a range of 40-50 per cent. of the adjusted diluted earnings per share for that year, i.e. that the EPS would be 2.0 to 2.5 times the dividend.

In line with this new policy, and reflecting the Board's view of the Group's prospects, the Board declared an interim dividend for the 2007 financial year of 5.6p (2006 3.3p), which represented an increase of 70 per cent. on the 2006 interim dividend.

In order to enable the Company to implement its new dividend policy, the Board is seeking approval for an increase of the Company's distributable reserves. It is proposed that the Company's distributable reserves will be increased by an amount of £547,064,431.95 by way of a reduction of its share capital and cancellation of its share premium account.

Under the Act, the Company is only permitted to pay dividends from its accumulated profit and loss account. This account is a reserve contained in its balance sheet, prescribed by law. Details of this account, and the Company's other reserves, are set out on page 115 of the Company's 2006 Annual Report which was posted to Shareholders in April 2007. The Company has also recently filed at Companies House statutory unconsolidated accounts of the Company for the six months ended 30 June 2007. Details of the Company's accumulated profit and loss account and other reserves are set out on page 2 of that document, which was not sent to Shareholders. Both the Company's 2006 Annual Report and these statutory unconsolidated accounts are available for viewing on the Company's website (www.informa.com) and at the Company's registered office as set out at the beginning of this letter.

The Directors believe that the Company's dividend policy should be dictated by its cash resources, financial position and prospects of the Group as a whole. It should not be impeded by the size of the Company's accumulated profit and loss account, which is a technical accounting reserve, if it is otherwise appropriate to pay dividends. The size of this reserve is not only an impediment in relation to the Group's current position; given the complex nature of a large international group of companies, it cannot be assumed that most of the Group's future profits will be able to be transferred up to the Company from its various subsidiaries. Accordingly, the Directors believe that the Company should now restructure its balance sheet by removing (by reducing to nil) its share premium account and by cancelling and extinguishing a significant proportion of the amount paid up or credited as paid up on each of its Ordinary Shares, since neither share premium account nor share capital are reserves which are available for distribution by way of cash dividends to Shareholders. As a result of these Reductions, the Company's accumulated profit and loss account, which as stated above is available for distribution, will be increased by the aggregate of these two amounts. This will ensure that the Company has the capacity to pay substantially higher dividends in accordance with its dividend policy.

The technical details of this restructuring, to be effected by the Reductions, are described below. This restructuring will have no effect on the rights attaching to the Ordinary Shares and is only a means of avoiding a potential restriction on the Company's ability to make dividend payments in the future.

Cancellation of Share Premium Account

The Board proposes to cancel the Company's share premium account, which currently stands at £505,027,200.95, and to credit that amount to the Company's profit and loss account.

The Act imposes limitations on the use of a company's capital reserves, including its share premium account. A company may, however, cancel its share premium account if so authorised by its articles of association, if it obtains the approval by special resolution of its shareholders in general meeting and if the Court confirms the cancellation. The Directors are seeking the approval of the Shareholders for the cancellation of the share premium account of the Company.

If approved by Shareholders, the Court's confirmation is expected to be granted on or around 19 December 2007. In seeking this confirmation, the Company will be required to give such undertakings or other form of creditor protection as the Court may require for the protection of the Company's creditors at the Effective Date. These may include seeking the consent of the creditors to the cancellation of share premium account or the provision by the Company to the Court of an undertaking to deposit a sum of money into a blocked account created for the purpose of discharging creditors of the Company. The Directors intend to seek the consent of the Company's main creditors, being other members of the Group and the Company's bankers. The Board is confident that these consents will be obtained. In order for the share premium account cancellation then to become effective, the Court order confirming the cancellation must be filed with Companies House, usually 2-3 days after the date of the hearing.

Reduction of Share Capital

The Board proposes to reduce the share capital of the Company by cancelling and extinguishing 9.9 pence of the amount paid up or credited as paid up on each of the issued Ordinary Shares and reducing the nominal value of both the issued, and authorised but unissued, Ordinary Shares from 10 pence to 0.1 pence per share. As a result, an amount of £42,037,231 will be credited to the Company's profit and loss account. The steps and Court process described above in respect of the cancellation of the Company's share premium account apply in essentially the same way to the proposed reduction of the Company's share capital.

Shareholders who hold their shares in certificated form should note that replacement certificates will not be issued to reflect this change in nominal value; they should simply retain their existing share certificates.

Amendment to the Articles

As a result of the Reductions, it will be necessary to make a consequential amendment to the Articles to reflect the nominal value of the Ordinary Shares following the reduction of the Company's share capital as described above. This will be to delete the present article 3 in its entirety and replacing it with the following new article: "The authorised share capital of the Company is £600,000 divided into 600,000,000 ordinary shares of 0.1 pence each".

General Meeting

You will find on page 7 of this document a notice convening a General Meeting of the Company to be held at 9.30 a.m. on 27 November 2007 at Informa plc headquarters, 4th Floor, 27 Mortimer Street, London, W1T 3JF.

The Resolutions are proposed as special resolutions to obtain approval to: (i) the reduction of the Company's share capital by cancelling and extinguishing 9.9 pence of the amount paid up or credited as paid up on each issued Ordinary Share and reducing the nominal value of each issued and authorised but unissued Ordinary Share to 0.1 pence per share; (ii) the cancellation of the Company's share premium account; and (iii) the amendment to the Articles (as each are described above).

The Form of Proxy for use at the General Meeting is enclosed with this document. Whether or not you propose to attend the General Meeting, you are requested to complete and return the Form of Proxy by post or by hand (during normal business hours) to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZL as soon as possible and in any event so as to arrive not later than 9.30 a.m. on 25 November 2007. Alternatively, Shareholders may register the appointment of a proxy electronically with Equiniti by logging on to the website www.sharevote.co.uk. Electronic proxy appointments must also be received by Equiniti no later than 9.30 a.m. on 25 November 2007. Proxy voting in respect of uncertificated shares may also be registered electronically through CREST – see note 4 on page 7 of this document.

Shareholders who return a Form of Proxy or give an electronic proxy instruction will still be able to attend and vote in person at the General Meeting if they so wish.

Recommendation

The Board considers that the Proposals are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, as the Directors intend to do in respect of their own beneficial shareholdings, which amount in aggregate to 1,787,022 Ordinary Shares, being 0.418 per cent. of the existing Ordinary Shares in issue at the date of this document.

Yours sincerely,



Peter Rigby
Chairman

Informa plc

Notice of General Meeting

NOTICE IS HEREBY GIVEN that a **GENERAL MEETING** of Informa plc (the "Company") will be held at 9.30 a.m. on 27 November 2007 at 4th Floor, 27 Mortimer Street, London W1T 3JF for the purpose of considering and, if thought fit, passing the following resolutions, each of which is proposed as a special resolution:

Special Resolutions

1. THAT the share capital of the Company be reduced by cancelling and extinguishing 9.9 pence of the amount paid up or credited as paid up on each of the issued Ordinary Share of 10 pence in the capital of the Company and reducing the nominal value of each issued and authorised but unissued Ordinary Share in the capital of the Company to 0.1 pence.
2. THAT the share premium account of the Company be and is hereby cancelled.
3. THAT the articles of association of the Company be altered by deleting the present article 3 in its entirety and replacing it with the following new article:
"The authorised share capital of the Company is £600,000 divided into 600,000,000 ordinary shares of 0.1 pence each".

By Order of the Board



John Burton
Company Secretary
26 October 2007

Registered Office:
Mortimer House,
37-41 Mortimer Street,
London W1T 3JH

Notes:

- 1 A member of the Company who is entitled to attend and vote at the General Meeting is entitled to appoint a proxy to exercise all or any of that member's rights to attend, speak and vote at the General Meeting. You may appoint more than one proxy but you may not appoint more than one proxy to exercise rights attached to any one share. A proxy need not be a member of the Company.
- 2 A Shareholder wishing to appoint a proxy should complete the accompanying Form of Proxy, which is pre-paid and addressed. To be valid, the Form of Proxy must be received by Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL no later than 9.30 a.m. on 25 November 2007. If you prefer, you may send it in an envelope using the same FREEPOST address details. To appoint more than one proxy, please contact Equiniti on 0870 600 3970.
- 3 Alternatively, Shareholders may register the appointment of a proxy electronically by logging on to the website of www.sharevote.co.uk. Full details of the procedure are given on that website. Electronic proxy appointments must be received by no later than 9.30 a.m. on 25 November 2007.
- 4 (a) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this General Meeting 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.

- (b) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “CREST proxy instruction”) must be properly authenticated in accordance with Euroclear UK and Ireland Limited’s (EUI) specifications and must contain the information required for such instructions, as described in the CREST manual. 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 7RA01) by the latest time(s) for receipt of proxy appointments specified in the Notice of the General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp 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.
- (c) CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
- (d) 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.
- 5 Shareholders who return a Form of Proxy or register the appointment of a proxy electronically will still be able to attend the General Meeting and vote in person if they so wish.
- 6 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those registered in the register of members as at 6.00 pm on the date which is two days prior to the Meeting (or if, adjourned, the date of the adjourned Meeting) shall be entitled to attend or vote at the Meeting or adjourned Meeting and that the number of votes which any such shareholder may cast will be determined by reference to the number of shares registered in such shareholder’s name at that time. Changes to entries on the register of members after the relevant time shall be disregarded in determining the rights of any person to attend or vote at the Meeting or adjourned Meeting.
- 7 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company’s register of members in respect of the joint holding (the first-named being the most senior).
- 8 To change proxy instructions, a shareholder should submit a new proxy appointment using the methods described above. Note that the cut-off time for receipt of proxy appointments stated above apply in relation to any amended proxy instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the Form of Proxy enclosed with this document, please contact Equiniti on 0870 600 3970. If you submit more than one valid proxy appointment, the one received last will take precedence.
- 9 In order to revoke a proxy instruction, contact Equiniti either by writing to them at Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL, or by telephone on 0870 600 3970. The revocation of a proxy appointment must be received by Equiniti not later than 6 hours before the time fixed for the Meeting.
- 10 Shareholders who have general queries about the Meeting should contact Equiniti, either by writing to them at Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL, or by telephone on 0870 600 3970. Shareholders may not use any electronic address provided either in this notice of General Meeting or any of the related documents (including the Chairman’s Letter and Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
- 11 As at 6.00 p.m. on 24 October 2007, the Company’s issued share capital comprised 424,618,495 of Ordinary Shares of 10 pence each. On a poll, each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 24 October 2007 is 424,618,495.