THIS DOCUMENT AND THE ACCOMPANYING DOCUMENTS ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt about the Acquisition, the contents of this document, or as to the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank, solicitor, accountant, fund manager or other appropriate independent financial adviser authorised under the Financial Services and Markets Act 2000 ("FSMA") if you are resident in the United Kingdom or, if not, from another appropriately authorised independent professional adviser in the relevant jurisdiction.

If you sell, have sold or otherwise transferred all of your Informa Shares you should send this document and the accompanying documents, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or the transferee. However, the distribution of this document, any accompanying documents and/or the Form of Proxy into certain jurisdictions other than the United Kingdom may be restricted by law. Therefore, persons into whose possession this document and any accompanying documents come should inform themselves about, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. If you have sold only part of your holding of your Informa Shares you should retain these documents.

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informa

INFORMA PLC

(Incorporated under the Companies Act of 2006 and registered in England and Wales with Registered No. 08860726)

PROPOSED ACQUISITION OF PENTON BUSINESS MEDIA HOLDINGS, INC.

Circular to Informa Shareholders and Notice of Informa General Meeting

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Your attention is drawn to the letter from the Chairman of Informa PLC ("Informa") which is set out on pages 13 to 28 of this document and which contains the recommendation from the Informa Board that you vote in favour of the Resolution to be proposed at the General Meeting referred to below. Please read the whole of this document and, in particular, the risk factors set out in Part II (*Risk Factors*).

Notice of the General Meeting to be held at The Conrad London St James, 22-28 Broadway, London, SW1H 0BH at 10.30 a.m. on 10 October 2016 is set out at the end of this document. A Form of Proxy for use in connection with the General Meeting is enclosed with this document. Whether or not you intend to be present at the General Meeting, you are requested to complete and sign the Form of Proxy in accordance with the instructions printed on it so as to be received by the Registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible and, in any event, no later than 10.30 a.m. on 6 October 2016 (or, in the case of an adjournment, not later than 48 hours (excluding non-business days) before the time fixed for the holding of the adjourned meeting). If you hold Informa Shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to the Registrars, Computershare Investor Services PLC (CREST participant ID 3RA50). Alternatively, you may give proxy instructions by logging on to www.investorcentre.co.uk/eproxy. To appoint a proxy electronically you will be asked to provide your Control Number, Shareholder Reference Number and PIN, which are detailed on your proxy form. Proxies sent electronically must be sent as soon as possible and, in any event, so as to be received by not later than 10.30 a.m. on 6 October 2016 (or, in the case of an adjournment, not later than 48 hours (excluding non-business days) before the time fixed for the holding of the adjourned meeting). The completion and return of a Form of Proxy (or the electronic appointment of a proxy) will not preclude you from attending and voting in person at the General Meeting or any adjournment thereof, if you wish to do so and are so entitled.

This document is a circular relating to the Acquisition which has been prepared in accordance with the Listing Rules. This document has been approved by the FCA. This document does not constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell, otherwise dispose of or issue, or any solicitation of any offer to sell, otherwise dispose of, issue, purchase, otherwise acquire or subscribe for, any security. The information provided in this document is provided solely in compliance with the Listing Rules for the purpose of enabling Informa Shareholders to consider the Resolution. A prospectus, prepared in accordance with the Prospectus Rules of the FCA made under section 73A of the FSMA, has been approved by the FCA in accordance with section 87A of the FSMA and has been made available to the public in accordance with Rule 3.2.1 of the

Prospectus Rules. Any investment decision relating to the Rights Issue should be based upon consideration of the Prospectus, which Qualifying Informa Shareholders (other than, subject to certain exemptions, Qualifying Informa Shareholders with a registered address, or resident or located, in the United States or any of the Restricted Jurisdictions) should read in full prior to making any such investment decision.

This document does not constitute a prospectus or a prospectus equivalent document. Nothing in this document should be interpreted as an offer of securities or a term or condition of the Rights Issue. Investors should read the Prospectus for information about the Rights Issue before deciding whether or not to take any investment decision in relation to the Nil Paid Rights, the Fully Paid Rights or the Rights Issue Shares referred to in this document. Investors should not subscribe for or acquire any Nil Paid Rights, Fully Paid Rights or Rights Issue Shares except on the basis of the information, and the terms and conditions of the Rights Issue, contained in the Prospectus. This document cannot be relied on for any investment contract or decision.

Each of Morgan Stanley & Co. International plc ("**Morgan Stanley**") and N.M. Rothschild & Sons ("**Rothschild**"), which are authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom, and Centerview Partners UK LLP ("**Centerview Partners**"), which is authorised and regulated by the FCA in the United Kingdom, is acting as joint financial adviser exclusively to Informa and for no one else in connection with the Acquisition and/or the Rights Issue. In connection with such matters, neither Morgan Stanley, Rothschild, Centerview Partners nor any of their respective affiliates nor any of their or their affiliates' respective directors, officers, employees and agents will regard any other person (whether or not a recipient of this document) as their respective clients, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in relation to the Acquisition and/or the Rights Issue, the contents of this document or any other matter referred to herein.

Morgan Stanley, Rothschild or Centerview Partners assume no responsibility for the accuracy, completeness or verification of this document and accordingly disclaim, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this document or any such statement. No representation or warranty, express or implied, is made by Morgan Stanley, Rothschild, Centerview Partners nor any of their respective affiliates, directors, officers, employees and advisers as to the accuracy, completeness or verification of the contents of this document, and nothing contained in this document is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or the future.

Barclays Bank PLC, acting through its Investment Bank ("**Barclays**"), which is authorised by the PRA and regulated by the PRA and the FCA in the United Kingdom, is acting as sponsor, joint financial adviser, joint global coordinator and joint bookrunner exclusively for Informa and no one else in connection with the Acquisition, the Rights Issue and other matters referred to in this document and will not regard any other person (whether or not a recipient of this document) as a client of Barclays in relation to the Acquisition and the Rights Issue and is not, and will not be, responsible to anyone other than Informa for providing the protections afforded to Barclays' clients or for giving advice in relation to the Acquisition, the Rights Issue or any other matter referred to in this document. Apart from the responsibilities and liabilities, if any, which may be imposed on Barclays by FSMA or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither Barclays nor any of its respective subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Barclays for the contents of this document, including its accuracy, correctness or for any other statement made or purported to be made by it, or on its behalf in connection with Informa or the Acquisition, the Rights Issue and other matters referred to in this document. Save for the aforementioned responsibilities and liabilities, if any, which may be imposed under FSMA, Barclays, its subsidiaries, branches and affiliates accordingly disclaim all and any liability whether arising in tort, contract or otherwise in respect of this document or any such statement. Nothing in this document excludes, or attempts to exclude, Barclays' liability for fraud or fraudulent misrepresentation.

Merrill Lynch International ("**BofA Merrill Lynch**") and HSBC Bank plc ("**HSBC**") are authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom. Banco Santander, S.A. ("**Banco Santander**") is a Spanish public limited company, incorporated under the laws of Spain and lead regulated by the Bank of Spain and the Spanish Securities Market Commission (the "**CNMV**"), and in the United Kingdom authorised by the PRA and regulated by the FCA and the PRA. BNP Paribas is lead supervised by the European Central Bank (the "**ECB**") and the Autorité de Contrôle Prudentiel et de Résolution (the "**ACPR**"). Commerzbank Aktiengesellschaft, London Branch ("**Commerzbank**", together with Barclays, BofA Merrill Lynch, HSBC, Banco Santander and BNP Paribas, the "**Underwriters**") is authorised under German Banking Law by BaFin (the Federal Financial Supervisory Authority) and is authorised and subject to limited regulation by the FCA and PRA in the United Kingdom. BofA Merrill Lynch (together with Barclays, the "**Joint Global Coordinators**"), which is acting as joint global coordinator and joint bookrunner in relation to the Rights Issue, HSBC (together with Barclays and BofA Merrill Lynch, the "**Joint Bookrunners**"), which is acting as joint bookrunner in relation to the Rights Issue, and Banco Santander, BNP Paribas and Commerzbank (collectively, the "**Co-Lead Managers**"), which are acting as co-lead managers in relation to the Rights Issue, are acting exclusively for Informa and no one else in connection with the Rights Issue or Acquisition and other matters referred to in this document and will not regard any other person (whether or not a recipient of this document) as a client in relation to the Rights Issue or Acquisition, the contents of this document, the Rights Issue Admission or the Consideration Shares Admission and are not, and will not be, responsible to anyone other than Informa for providing the protections afforded to their respective clients or for providing advice in relation to the Rights Issue or Acquisition, the contents of this document, the Rights Issue Admission, the Consideration Shares Admission or any transaction or arrangement referred to in this document. BofA Merrill Lynch, HSBC, Banco Santander, BNP Paribas and Commerzbank assume no responsibility for the accuracy, completeness or verification of this document and accordingly disclaim, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this document or any such statement. No representation or warranty, express or implied, is made by BofA Merrill Lynch, HSBC, Banco Santander, BNP Paribas and Commerzbank, nor any of their respective affiliates, directors, officers, employees and advisers as to the contents of this document including its accuracy, completeness or verification, in connection with the Company, the New Informa Shares, the Rights Issue or the Acquisition and nothing in this document will be relied upon as a promise or presentation in this respect, whether or not to the past or future.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law. No action has been taken by Informa to obtain any approval, authorisation or exemption to permit the possession or distribution of this document (or any other publicity material relating to the Acquisition) in any jurisdiction, other than in the United Kingdom.

Overseas Informa Shareholders may be affected by the laws of other jurisdictions in relation to the distribution of this document. Persons into whose possession this document comes should inform themselves about and observe any applicable restrictions and legal, exchange control or regulatory requirements in relation to the distribution of this document. Any failure to comply with such restrictions or requirements may constitute a violation of the securities laws of any such jurisdiction.

The contents of this document should not be construed as legal, business or tax advice. Each Informa Shareholder should consult his, her or its own legal adviser, financial adviser or tax adviser for legal, financial or tax advice.

Notice to US Investors

The Nil Paid Rights, the Fully Paid Rights, the Rights Issue Shares, the Provisional Allotment Letters and the Consideration Shares have not been and will not be registered under the Securities Act or under any securities laws of any state or other jurisdiction of the United States and accordingly may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within the United States except pursuant to registration under the Securities Act or an applicable exemption from, or transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. There will be no public offer of Nil Paid Rights, Fully Paid Rights, Rights Issue Shares or Consideration Shares in the United States.

Notice to all investors

Any reproduction or distribution of this document, in whole or in part, and any disclosure of its contents or use of any information contained in this document for any purpose other than considering the Acquisition is prohibited. By accepting delivery of this document, each Informa Shareholder agrees to the foregoing.

The distribution of this document and/or the transfer of the New Informa Shares into jurisdictions other than the United Kingdom may be restricted by law. Persons into whose possession these documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. In particular, such documents should not be distributed, forwarded to or transmitted in or into the United States or any of the Restricted Jurisdictions.

Investors acknowledged that: (i) they have not relied on Morgan Stanley, the Underwriters, Centerview Partners or Rothschild or any person affiliated with them in connection with any investigation of the accuracy of any information contained in this document or their investment decision in relation to the Acquisition and/or the Rights Issue; (ii) they have relied only on the information contained in this document in relation to the Acquisition; (iii) they will only rely on the information contained in the Prospectus in relation to the Rights Issue; and (iv) that no person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such information or representations must not be relied upon as having been authorised by Informa, Morgan Stanley, the Underwriters, Centerview Partners or Rothschild.

None of Informa, Morgan Stanley, the Underwriters, Centerview Partners or Rothschild, or any of their respective representatives, is making any representation to any investor regarding the legality of an investment in the New Informa Shares under the laws applicable to such investor. Each investor should consult with his or her own advisors as to the legal, tax, business, financial and related aspects of a purchase of the New Informa Shares. Neither the delivery of this document nor any subscription or sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of Informa since the date of this document or that the information in this document is correct as at any time subsequent to its date.

In making an investment decision, each investor must rely on their own examination, analysis and enquiry of Informa and the terms of the Acquisition and the Rights Issue, including the merits and risks involved.

The New Informa Shares may be subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under applicable securities laws and regulations. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time.

Without limitation, the contents of the websites of the Informa Group do not form part of this document.

Dated: 15 September 2016

CONTENTS

IMPORTANT INFORMATION

1. Cautionary note regarding forward-looking statements

This document (including the information incorporated by reference into this document) includes forward-looking statements. The words "believe", "anticipate", "expect", "intend", "aim", "plan", "predict", "continue", "assume", "positioned", "may", "will", "should", "shall", "risk" and other similar expressions are predictions of or indicate future events and future trends or identify forward-looking statements. These forward-looking statements include all matters that are not current or historical facts. In particular, the statements regarding the Informa Group's strategy, future financial position and other future events or prospects are forward-looking statements.

Informa Shareholders should not place undue reliance on forward-looking statements because they involve known and unknown risks, uncertainties and other factors that are in many cases beyond the control of Informa. By their nature, forward-looking statements involve risks and uncertainties because such statements relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not indicative of future performance and the actual results of operations and financial condition of the Informa Group, and the development of the industry in which the Informa Group operates, may differ materially from those made in or suggested by the forward-looking statements contained in this document. Important risk factors which may cause actual results to differ include, but are not limited to, those described in Part II (*Risk Factors*) of this document. The cautionary statements set out above should be considered in connection with any subsequent written or oral forward-looking statements that Informa, or persons acting on its behalf, may issue.

These forward-looking statements reflect Informa's judgement at the date of this document and are not intended to provide any representations, assurances or guarantees as to future events or results. To the extent required by the Listing Rules, the Disclosure Rules and Transparency Rules and other applicable regulation, Informa will update or revise the information in this document. Otherwise, Informa undertakes no obligation to update or revise any forward-looking statements or other information, and will not publicly release any revisions it may make to any forward-looking statements or other information that may result from events or circumstances arising after the date of this document. Informa Shareholders should note that this paragraph is not intended to qualify the statement as to working capital set out in Part VII (*Additional Information*) of this document.

Save for the Profit Forecast, no statement in this document (including any information incorporated by reference into this document) is intended to constitute a profit forecast or profit estimate for any period.

2. Currency presentation

Unless otherwise indicated, all references in this document to "pounds", "pounds sterling", "£", "pence" or "p" are to the lawful currency of the United Kingdom, all references to "$", "US$" or "US dollars" are to the lawful currency of the United States, all references to "€" or "euros" are to the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty establishing the European Community, as amended.

Unless otherwise stated in this document, $/£ exchange rates are presented on the basis of an exchange rate of $1.32 to £1.00, which represents the average intra-day $/£ exchange rate on 1 September 2016 as published by Bloomberg.

The average exchange rates of the Informa Group's main trading currencies, other than pounds sterling, are shown relative to pounds sterling below. The rates below may differ from the actual rates used in the preparation of the financial statements and other financial information that appears elsewhere in this document. The inclusion of these exchange rates is for illustrative purposes only and does not mean that the sterling amounts actually represent such US dollar or euro amounts or that such sterling amounts could have been converted into US dollars or euro at any particular rate, if at all.

Average rate against pounds sterling

	US dollar			
Year	*Period End*	*Average*	*High*	*Low*
2011	1.5439	1.6047	1.6663	1.5439
2012	1.6175	1.5898	1.6262	1.5519
2013	1.6510	1.5635	1.6510	1.1530
2014	1.5596	1.6485	1.7017	1.5596
2015	1.4815	1.5285	1.5728	1.4768
2016 (to 30 June 2016)	1.3456	1.4320	1.4615	1.3456

	Euro			
Year	*Period End*	*Average*	*High*	*Low*
2011	1.1934	1.1461	1.1934	1.1045
2012	1.2265	1.2308	1.2759	1.1860
2013	1.1997	1.1776	1.2002	1.1460
2014	1.2833	1.2422	1.2858	1.2067
2015	1.3580	1.3772	1.4198	1.3580
2016 (to 30 June 2016)	1.2092	1.2877	1.3136	1.2092

3. Industry and market data

Where information contained in this document has been sourced from a third party, Informa and the Informa Directors confirm that such information has been accurately reproduced and, so far as they are aware and have been able to ascertain from information published by third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.

4. Presentation of financial information

Unless otherwise stated:

- financial information relating to the Informa Group has been extracted without material adjustment from the audited consolidated financial statements of the Informa Group;
- financial information relating to Penton, unless otherwise stated, has been extracted without material adjustment from the historical financial information relating to Penton set out in Part V (*Financial Information on Penton*) of this document; and
- all prices quoted for Informa Shares are closing prices in pounds sterling as provided by the London Stock Exchange.

Unless otherwise indicated, financial information in this document relating to Informa and Penton has been prepared in accordance with IFRS and in accordance with the accounting policies adopted by Informa in preparing the Informa 2015 Financial Statements.

5. Rounding

Certain data in this document, including financial, statistical and operating information, have been rounded. As a result of rounding, the totals of data presented in this document may vary slightly from the actual arithmetic totals of such data. Percentages have also been rounded and accordingly may not add to 100 per cent.

6. Non-IFRS financial measures

Adjusted operating profit of Informa

Adjusted Operating Profit is calculated as operating profit, after adding back certain items, including those which, in the opinion of the Informa Directors, would distort underlying results. The following items that have been added back to operating profit to arrive at Adjusted Operating Profit:

- amortisation of intangibles recognised upon business combinations or the acquisition of trade and assets as the Informa Group does not see these charges as integral to underlying trading;
- impairment of goodwill, intangible assets and loan receivables;
- redundancy and restructuring costs, which are the costs incurred by the Informa Group in reorganising and integrating acquired businesses, business restructuring in response to changes in market conditions and closure of businesses;
- acquisition and integration costs; and
- subsequent remeasurement of contingent consideration.

Adjusted earnings of Informa

Adjusted Earnings is defined as the profit for the year adjusted to exclude those items excluded from Adjusted Operating Profit and, in addition, excluding the profit or loss on disposal of businesses and other non-recurring items below operating profit which, in the opinion of the Informa Directors, would distort underlying results.

Adjusted Operating Profit and Adjusted Earnings are "non-GAAP" measures and therefore may not be directly comparable with similarly titled measures used by other companies.

7. Profit Forecast

The Informa results announcement for the twelve months to 31 December 2015 dated 11 February 2016 and interim results announcement for the six months to 30 June 2016 dated 28 July 2016 contained a profit forecast for the purposes of the Listing Rules for the year ending 31 December 2016 and a confirmation of that profit forecast. Further detail on the profit forecast is set out in Part I (*Letter from the Chairman of Informa*) and Part VII (*Additional Information*) of this document.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The dates and times set out in this expected timetable of principal events and mentioned throughout this document are indicative only and are based on Informa's current expectations and may be subject to change (including as a result of changes to the regulatory timetable and/or the process for implementation of the Acquisition) and/or adjusted by Informa in consultation with the Underwriters in which event details of the new times and dates will be notified to the FCA, the London Stock Exchange and, where appropriate, Informa Shareholders through a Regulatory Information Service.

References to a time of day are to London time.

Event	Time and Date
Announcement of the Acquisition and Rights Issue	15 September 2016
Circular despatched and Prospectus published	15 September 2016
Latest time and date for receipt of forms of proxy for the General Meeting	10.30 a.m. on 6 October 2016
Record Date for entitlement under the Rights Issue for Qualifying Informa Shareholders	close of business on 6 October 2016
General Meeting	10.30 a.m. on 10 October 2016
Despatch of Provisional Allotment Letters (to Qualifying Non-CREST Informa Shareholders only)[1]	on 10 October 2016
Publication of notice in the London Gazette	on 10 October 2016
Admission of Rights Issue Shares, nil paid	8.00 a.m. on 11 October 2016
Dealings in Nil Paid Rights commence on the London Stock Exchange	8.00 a.m. on 11 October 2016
Existing Informa Shares marked "ex" by the London Stock Exchange	8.00 a.m. on 11 October 2016
Nil Paid Rights credited to stock accounts in CREST (Qualifying CREST Informa Shareholders only)[1]	as soon as practicable after 8.00 a.m. on 11 October 2016
Nil Paid Rights and Fully Paid Rights enabled in CREST	8.00 a.m. on 11 October 2016
Latest time and date for requesting Cashless Take Up or disposal of rights using the Share Dealing Service	3.00 p.m. on 18 October 2016
Recommended latest time for requesting withdrawal of Nil Paid Rights and Fully Paid Rights from CREST (i.e. if your Nil Paid Rights and Fully Paid Rights are in CREST and you wish to convert them to certificated form)	4.30 p.m. on 19 October 2016
Recommended latest time for depositing renounced Provisional Allotment Letters, nil or fully paid, into CREST or for dematerialising Nil Paid Rights or Fully Paid Rights into a CREST stock account (i.e. if your Nil Paid Rights and Fully Paid Rights are represented by a Provisional Allotment Letter and you wish to convert them to uncertificated form)	3.00 p.m. on 20 October 2016
Latest time and date for splitting Provisional Allotment Letters, nil or fully paid	3.00 p.m. on 21 October 2016

Event	Time and Date
Latest time and date for acceptance, payment in full and registration of renunciation of Provisional Allotment Letters	11.00 a.m. on 25 October 2016
Results of Rights Issue to be announced	8.00 a.m. on 26 October 2016
Dealings in Rights Issue Shares, fully paid, commence on the London Stock Exchange	8.00 a.m. on 26 October 2016
Rights Issue Shares credited to CREST stock accounts	8.00 a.m. on 26 October 2016
Despatch of definitive share certificates for the Rights Issue Shares in certificated form	by 8 November 2016
Despatch of sale of rights cheques	by 8 November 2016
Closing of the Acquisition	expected in November 2016[2]
Issue of the Consideration Shares (subject to receipt by Informa of duly executed Lock-up Agreements in respect of such Consideration Shares)	expected in November 2016[2]
Admission and commencement of dealings on the London Stock Exchange in Consideration Shares (subject to receipt by Informa of duly executed Lock-up Agreements in respect of such Consideration Shares)	expected in November 2016[2]
Despatch of definitive share certificates for the Consideration Shares in certificated form (subject to receipt by Informa of duly executed Lock-up Agreements in respect of such Consideration Shares)	expected in November 2016[2]

1 Subject to certain restrictions relating to Overseas Informa Shareholders, details of which are set out in paragraph 8 of Part IV (*Terms and Conditions of the Rights Issue*) of the Prospectus.

2 These dates are indicative only and will depend, among other things, on the date on which the conditions to the Acquisition are satisfied or, if capable of waiver, waived as applicable.

DIRECTORS, COMPANY SECRETARY, REGISTERED OFFICE AND ADVISERS

Directors	**Function**
Derek Mapp	*Non-Executive Chairman*
Lord Stephen A. Carter	*Group Chief Executive*
Gareth Wright	*Group Finance Director*
Gareth Bullock	*Senior Independent Non-Executive Director*
Dr. Brendan O'Neill	*Non-Executive Director*
Helen Owers	*Non-Executive Director*
Cindy Rose	*Non-Executive Director*
Stephen Davidson	*Non-Executive Director*
David Flaschen	*Non-Executive Director*
John Rishton	*Non-Executive Director*

Company Secretary	Rupert Hopley
Registered Office	5 Howick Place London SW1P 1WG
Joint Financial Advisers	Morgan Stanley & Co. International plc 25 Cabot Square Canary Wharf London E14 4QA
	Centerview Partners UK LLP 100 Pall Mall 3rd Floor London SW1Y 5NQ
	Barclays Bank PLC, acting through its Investment Bank 5 The North Colonnade Canary Wharf London E14 4BB
	N. M. Rothschild & Sons Limited New Court St Swithin's Lane London EC4N 8AL
Sponsor	Barclays Bank PLC, acting through its Investment Bank 5 The North Colonnade Canary Wharf London E14 4BB
Legal Adviser to Informa	Clifford Chance LLP 10 Upper Bank Street Canary Wharf London E14 5JJ
Legal Adviser to the Sponsor	Freshfields Bruckhaus Deringer LLP 65 Fleet Street London EC4Y 1HS

Registrar	Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS99 6ZZ
Auditor and Reporting Accountant to Informa Group	Deloitte LLP 2 New Street Square London EC4A 3BZ

PART I

LETTER FROM THE CHAIRMAN OF INFORMA

INFORMA PLC

(Incorporated and registered in England and Wales under the Companies Act of 2006 with registered number 08860726)

Directors:	*Registered Office:*
Derek Mapp (*Non-Executive Chairman*)	5 Howick Place
Lord Stephen A. Carter (*Group Chief Executive*)	London SW1P 1WG
Gareth Wright (*Group Finance Director*)	United Kingdom
Gareth Bullock (*Senior Independent Non-Executive Director*)	
Dr. Brendan O'Neill (*Non-Executive Director*)	
Helen Owers (*Non-Executive Director*)	
Cindy Rose (*Non-Executive Director*)	
Stephen Davidson (*Non-Executive Director*)	
David Flaschen (*Non-Executive Director*)	
John Rishton (*Non-Executive Director*)	

15 September 2016

To Informa Shareholders and, for information only, to holders of options over Informa Shares

Dear Informa Shareholder

PROPOSED ACQUISITION AND NOTICE OF GENERAL MEETING

1. Introduction

On 15 September 2016, Informa announced that it had reached agreement on the terms of the proposed acquisition of Penton Business Media Holdings, Inc. ("**Penton**"), by way of a merger between Penton and Informa Merger Sub, a subsidiary of Informa, for a total net consideration of $1,558 million (£1,180 million), subject to customary adjustments.

Penton is a leading exhibitions and professional information services company, primarily based in the United States. Penton operates in five key industry verticals, categorised as Natural Products & Food, Infrastructure, Transportation, Agriculture and Design & Manufacturing.

Informa believes the combination of Informa and Penton will create a compelling integrated business in exhibitions, specialist B2B information services, professional communities, events and networks, and academic publishing, with significant strength in the United States, a key market. The Acquisition complements Informa's continuing 2014-2017 Growth Acceleration Plan ("**GAP**") strategy, building focused scale in priority verticals and markets.

As part of its strategic growth programme, Penton has built operational capability to enable it to serve around 20 million professionals through its integrated platform. Penton delivers tailored business solutions across multiple channels, leveraging Penton's strengths in exhibitions and professional information services across its five key industry verticals. Penton provides events, proprietary information and highly targeted marketing and data solutions.

Owing to its size, the Acquisition constitutes a Class 1 transaction for the purposes of the Listing Rules and therefore requires the approval of Informa Shareholders. Accordingly, a General Meeting has been convened for 10.30 a.m. on 10 October 2016 at The Conrad London St James, 22-28 Broadway, London, SW1H 0BH. The notice convening the General Meeting is set out at the end of this document and an explanation of the Resolution to be proposed at the meeting is set out in paragraph 15 below.

Informa will fund the cash element of the purchase price for the Acquisition from: (i) the proceeds of the Rights Issue at the Issue Price of 441 pence per Rights Issue Share, which was also announced on 15 September 2016, which will raise approximately £715 million (approximately £701 million net of expenses); (ii) up to $675 million (£511 million) through utilisation of the Acquisition Facility; and (iii) the balance (if any) from existing cash reserves.

The purpose of this letter is to give you further details of the Acquisition, including the background to and reasons for it, to explain why the Informa Board considers it to be in the best interests of Informa and its Informa Shareholders as a whole and to seek your approval of the Resolution.

2. Background to and reasons for the Acquisition

Informa is a leading business intelligence, academic publishing, knowledge and events business. It is a UK-listed company, which operates in multiple international markets and has undergone a period of measured change during which it has reorganised its divisional structure, strengthened its management team, and withdrawn from non-core businesses and markets. At the same time, it has embarked upon a targeted and disciplined acquisition strategy to build focused scale in key markets and geographies, most notably in its US exhibitions business. As part of this approach, Informa launched GAP. As reported in its results for the year ending 31 December 2015, good progress has been made on GAP to date, with operational and financial momentum leading to improved trading trends in all four Operating Divisions. This operational and financial progress continued through the first half of 2016, as reported in its results for the six months ended 30 June 2016.

A key feature of GAP has been investment in building management and operating capability in all areas of the business, broadening the level of experience and talent in key areas and increasing overall management bandwidth in the Informa Group. Specifically, one area of focus for Informa over the past two years has been the strengthening of Informa's capacity and capability in the execution and integration of acquired businesses. This has already enabled it to successfully complete and integrate a number of acquisitions, notably in the United States, which have been largely focused on building scale in the Global Exhibitions Division, including Hanley Wood Exhibitions, Virgo Publishing, FIME, Dallas Comicon and Orlando Megacon in 2014 and 2015.

The Informa Board believes that the combination of Informa and Penton is strategically and financially compelling, with a strong portfolio fit that will build balance and breadth by significantly strengthening Informa's Global Exhibitions and Business Intelligence Divisions, enhancing Informa's position in attractive verticals (such as Health & Nutrition and Agriculture & Food) and increasing its scale in the United States, further improving long-term growth prospects.

The combination will create a leading global owner/operator of events, exhibitions and conferences with a focus on growth-oriented verticals.

Additionally, Penton brings a range of attractive digital subscription data brands and print and digital B2B insight products that complement and extend the portfolio of more than 100 digital subscription products within Informa's Business Intelligence Division.

It also adds significant and proven capability in areas such as Event Services, multi-channel B2B Media Brands, Digital Communities, B2B Content Marketing and other B2B Marketing Solutions, strengthening its offering in these areas and opening up new opportunities for growth.

The Acquisition aligns with GAP and will strengthen the revenue and operating profit contribution of the Informa Group's Global Exhibitions and Business Intelligence Divisions, while complementing the continued growth opportunities in Academic Publishing and Knowledge and Networking.

On Closing, the Enlarged Group will have materially increased its significant presence across the United States, following on from the acquisitions of Hanley Wood Exhibitions, Virgo Publishing, FIME, Dallas Comicon and Orlando Megacon in 2014 and 2015.

Post Closing, the Enlarged Group will have three similarly sized Divisions, with Academic Publishing accounting for 31 per cent. of 2015 pro-forma revenue, Business Intelligence accounting for 27 per cent. of 2015 pro-forma revenue and Global Exhibitions accounting for 25 per cent. of 2015 pro-forma revenue. The Knowledge & Networking Division will continue to represent a similar proportion of the Enlarged Group at 17 per cent. of 2015 pro-forma revenue.

The integration of Penton will strengthen Informa's position in a number of key industry verticals such as Health & Nutrition, Agriculture & Food and Technology, Media & Telecommunications ("**TMT**"), while adding leading positions in several attractive new ones, including Infrastructure, Transportation and Design & Manufacturing.

The Acquisition fits Informa's acquisition criteria, complementing and enhancing the existing businesses, and representing an attractive opportunity to create value for Informa Shareholders. Following the progress made under GAP in the past two years, the Informa Board is confident that the Informa Group has the operating capability and management capacity to effectively integrate Penton, ensure that operating synergies are achieved and that incremental revenue opportunities are realised.

Key benefits of the Acquisition include:

Strong portfolio fit and complementary assets

Informa and Penton have highly complementary portfolios, a similar operational approach and elements of common culture. Both companies have been through a period of portfolio change and business improvement to refocus and reprioritise on areas of growth and opportunity.

As a result of the Acquisition, Informa's portfolio will be significantly strengthened in two of its four Operating Divisions, Global Exhibitions and Business Intelligence, with enhanced revenue growth and operating profit margins in both on a pro-forma basis. Each will account for around a quarter of the Enlarged Group's revenue post completion, with the Academic Publishing Division representing 31 per cent. The Knowledge & Networking Division will also benefit from improved margins and growth and will remain a similar proportion of the Enlarged Group at 17 per cent. of revenue and 10 per cent. of adjusted operating profit.

- The enlarged Global Exhibitions Division will be one of the three largest US Exhibitions groups, with around 50 US Exhibitions annually, including 16 of the Trade Show News Network's Top 250 US Exhibitions. This continues the Division's rapid growth over the last six years from a business reporting revenues of less than $100m in 2009 and with less than 1 per cent. of revenues coming from the Americas, to one delivering pro-forma revenue over $500m with 46 per cent. of revenues from the United States. Penton's Events business has grown strongly in recent years, similar to Informa's Global Exhibitions Division, underlining the appeal of the brands it owns within attractive, growing verticals. The combination provides scale and reach within the largest Exhibitions market globally, establishing a powerful platform for customer engagement, marketing and digital innovation. Informa's international reach and experience at successfully geo-cloning Exhibition brands also presents an attractive opportunity to take a number of Penton's US brands into new markets and *vice versa*.

- The enlarged Business Intelligence Division will combine Penton's more than 20 core intelligence brands, over 100 print and digital B2B insight products with Informa's more than 100 subscription-based digital intelligence, insight and data products and services. Penton also brings a range of fast-growing data and marketing solutions for global B2B communities, which will be applied across the enlarged portfolio, creating a powerful multi-channel customer-oriented information services offering across a number of attractive verticals. Informa is well-positioned to integrate these products and solutions and drive additional benefits from applying the marketing and technology investments it has made under GAP to this enlarged portfolio.

- The enlarged Knowledge & Networking Division will combine Penton's range of branded content and large-scale engagement platforms, mainly in the TMT vertical, with Informa's portfolio of over 1,500 event and community content brands. Within TMT, this will reinforce and further enhance its emerging sector strength following Informa's acquisition of Light Reading in July 2016.

In order for the Enlarged Group to deliver these operational benefits, the allocation of Penton's historical revenue and adjusted profit to Informa's Operating Divisions is expected to be around 45 per cent. and around 55 per cent., respectively to Global Exhibitions, around 45 per cent. and around 35 per cent., respectively to Business Intelligence, and around 10 per cent. of both revenue and profit to Knowledge & Networking.

Creates a leading player in the attractive exhibitions industry

Penton's portfolio of around 30 exhibitions includes leading brands in Natural Products & Food (*Natural Products Expo*), Agriculture (*Farm Progress*), TMT (*IWCE*), Infrastructure (*WasteExpo*) and Transportation (*MRO Event Portfolio*). Combined with Informa's portfolio of around 170 exhibitions in its Global Exhibitions Division, it will increase its number of major US brands, positioning it as one of the largest owner/operators in the structurally attractive face-to-face media segment. Within this, it will become one of the largest operators of exhibitions in the US, with 16 events in the Top 250 US Trade Shows rankings compiled by the Trade Show News Network. This is particularly important, as the United States is by far the largest Exhibitions market globally according to data from AMR International, representing around half of the global exhibitions industry by revenue and generally leads the market on new product development and innovation around formats, data and digitisation. Informa is increasingly able to apply these new ideas and enhancements to its exhibitions in other regions. The Informa Board believes that the global market for exhibitions, in particular, remains a highly attractive growth market. AMR International estimates that the industry was worth $29 billion in 2014, with forecast growth at an annualised rate of 4.5 per cent. between 2014 and 2019, subject to regional variations.

Expands and enhances position in Business Intelligence, Data and Professional Information Services

The Acquisition brings more than 20 attractive digital subscription data brands in verticals including Infrastructure (*Equipment Watch*), Transportation (*Aviation Intelligence Network*) and Design & Manufacturing (*SourceESB*), as well as a portfolio of more than 100 specialist digital and print B2B insight products such as *Aviation Week*, *Wards Auto* and *New Equipment Digest* that complement and extend Informa's portfolio of more than 100 digital subscription products within its Business Intelligence Division. Informa believes that the expertise and operating capability it has in this area within its Business Intelligence Division will prove highly valuable in further improving the level and quality of recurring income from these products, and moving up the value chain with both existing and new customers.

Enhances capabilities in Event Services, B2B Media Brands, Digital Communities and B2B Marketing Solutions

Through GAP, Informa has been investing to strengthen its digital platforms, marketing and data analytics capabilities across the Informa Group. The combination with Penton creates an exciting opportunity to enhance the Informa Group's GAP ambitions and the Informa Directors believe it will accelerate the development of a more integrated approach to customer engagement and revenue generation. Penton has particular strength and capability several key areas.

Targeted B2B Media Brands: Penton maintains a portfolio of highly regarded, specialist B2B media brands. These products are niche focused, targeting specialists in their respective fields within each of its five key verticals. Examples include:

- Agriculture: *Farm Progress*, a leading brand for state-specific vertical agronomy information for US producers within 13 key states and regions
- Natural Products & Food: *Nation's Restaurant News*, a leading brand in Foodservice media
- Transportation: *Aviation Week*, a leading brand for the commercial/defence industry reaching executives in over 180 countries
- Design & Manufacturing: *Electronic Design*, a brand for electronic design engineers

- Infrastructure: *Transmission & Distribution*, a brand for engineering and operating executives in the electric power industry

Historically, these brands were predominantly print products but over the last decade Penton has taken a thoughtful and highly customized approach to migrating these properties to digital, based on shifting demand for both users and marketers. As a result, digital, data and marketing-related revenue and profit have increased steadily in recent years, reducing the historic weighting of Penton to print publishing. Although print profit contribution has contracted in recent years as other parts of the business have grown, demand for many of the ongoing print products remains strong, reflecting the relevance of the content and format for reaching certain target audiences. The majority of profits from these print products are currently generated through advertising and they are also a critical and growing source of value by providing an avenue for targeted B2B marketing to distinct customer groups that are buyers and/or key influencers in investment decisions. Specialised marketing platforms and capabilities within Penton enable the business to offer end-to-end solutions to corporates, by providing access, content, distribution and branding support, more specifically:

- A sophisticated and scaled content marketing business, which has experienced consistent growth and strong margins, that produces highly strategic, turnkey programs to drive measurable return on investment for marketing partners, facilitated by three unique capabilities:
  - Vertical Expertise: Deep understanding of user needs in each specific vertical Penton participates in
  - Content Expertise: Foundational expertise in creating compelling content to activate target users
  - Data and Access: Trusted relationships and direct access to target prospects in each of these verticals within their audience of around 20 million B2B professionals
- A newly launched digital content platform for all its digital communities with sophisticated advertising tools and technology that uses contextual relevance to drive users to virtual education, digital marketplace and events

Informa has begun to explore how to develop similar capabilities in order to exploit its Brands and B2B customer relationships more effectively and the Penton platform will accelerate this opportunity, most notably in the Business Intelligence Division

Event Services: Penton also has a highly proficient in-house Event Services business, which offers a full service platform for vendor selection and contract negotiation, strategy development, sponsorship development and execution, pricing strategies, launch programmes and other consultancy services.

Strengthens positions in key industry verticals and creates leading positions in others

As part of GAP, Informa has been focused on improving growth and building scale in key verticals such as Health & Nutrition, Beauty & Aesthetics and TMT. Informa believes that building a leading global position within a vertical can have a network effect, strengthening customer relationships across multiple platforms and geographies, increasing the potential for growth and a higher level of recurring revenue. This is reflected in its strategy built around five core verticals in Business Intelligence, the Market Maker strategy in Global Exhibitions and the Community strategy in Knowledge & Networking.

Penton is similarly oriented around key market verticals many of which are complementary to Informa, strengthening its position and building international scale. The combination will most notably strengthen and extend Informa Group's position in Health & Nutrition, Agriculture & Food, TMT and Infrastructure. For example, within Health & Nutrition, Penton's major exhibitions, *Natural Products West* and *Natural Products East*, and Informa's *SupplySide West* and *Vitafoods* brands will create a strong position in the fast growing global Natural Products market. Penton also enables Informa to enter several attractive adjacent and complementary markets, including Design & Manufacturing, Aviation and Transportation, further diversifying and balancing the Informa Group's product portfolio.

Increases exposure to the attractive US market

The Acquisition further increases Informa's scale in the United States, where it has been building its presence over the last two years through a combination of organic investment and targeted acquisitions such as Hanley Wood Exhibitions and Virgo Publishing in 2014 and FIME, Dallas Comic con, Orlando Megacon and Maney Publishing in 2015. These investments have enhanced Informa's understanding of the US market and built strong local capability, giving it confidence that further expansion can deliver attractive returns and enhance its position in the United States. In each of its Divisions, the United States is now the single largest geography in terms of operations, scale and growth potential, and management believes it continues to have a robust market outlook. After the Acquisition, it is estimated that the Enlarged Group will generate 47 per cent. of annual revenues in the United States on a pro-forma 2015 basis, and 65 per cent. of revenues in US dollars or currencies pegged to the US dollar. Penton will also add further talent and experienced management in the United States, complementing and strengthening Informa's existing US teams.

Generates valuable operating synergies

Estimated annualised operating synergies of $18 million (approximately £14 million) are expected to be achieved in the second full financial year following Closing, as a result of an effective integration plan that seeks to eliminate duplication, generate cost savings from economies of scale and drive operational efficiencies in Penton, while working toward the achievement of financial targets for 2016 and maintaining management focus in 2017. Integration and other exceptional costs are estimated to be approximately $20 million (approximately £15 million) in aggregate incurred in the period through to 31 December 2018.

The Informa Board expects operating synergies to be achieved as a result of:

- eliminating duplication across the combined business (55 per cent.); and
- operational and scale efficiencies from optimising the combined operating model and rationalisation of the associated property portfolio (45 per cent.).

In addition, Informa has identified a number of incremental revenue opportunities that are expected to arise as a result of the Acquisition, including deploying digital product capabilities across the Enlarged Group, sponsorship, customer cross-marketing and the geo-cloning of exhibition brands. Penton also monetises B2B customers through multiple channels and platforms, something that can be leveraged across Informa, particularly in Business Intelligence. These potential benefits are excluded from the calculation of the return on investment generated by the Acquisition, as stated in Part VII (*Additional Information*) of this document.

The expected synergies described above are contingent on Closing and could not be achieved by Informa independently. The Informa Board confirms that the annual cost savings and the anticipated one-off expenditure stated above reflect the beneficial elements and relevant costs associated in achieving these synergies. The operating synergies have been stated after the deduction of costs arising from harmonisation of employee benefits.

Dedicated management team with relevant experience to drive integration

On Closing, Patrick Martell, Chief Executive of the Business Intelligence Division, will work alongside the current Chief Executive of Penton, David Kieselstein to ensure 2016 delivery. This transition partnership will see Patrick become CEO of Penton and work to ensure the smooth and effective combination of the two businesses. Charlie McCurdy, Chief Executive of the Global Exhibitions Division, will work alongside Patrick to oversee the enlarged exhibitions business, which will now include around 200 exhibitions. In his previous role as Co-Founder of Primedia, Charlie managed many of the brands within the Penton exhibitions portfolio, giving him a strong working knowledge and understanding of the business he will incorporate into the Division.

Delivers attractive financial returns

Penton has had consistent growth in revenue and EBITDA in recent years, reflecting its expanded and growing Exhibitions/Events portfolio and attractive growth in Digital revenues, balanced by managed decline in advertising-related Print revenue. Non-Academic Print revenue of the Enlarged Group is expected to represent less than 5 per cent. of revenue and 3 per cent. of adjusted operating profit.

When making the decision to pursue the Acquisition, the Informa Directors considered a number of financial measures, which included Penton's adjusted operating profit and revenue for the year ended 31 December 2015 of £83 million ($109 million) and £279 million ($368 million), respectively on an IFRS basis. Taking into account certain adjustments[1], the Informa Directors believe that the implied trailing Acquisition multiple for the twelve months ended 30 June 2016 is approximately 11 times adjusted EBITDA.[2]

Operating synergies:

The combination of Informa with Penton also creates opportunities to generate valuable operating synergies, estimated at $18 million (approximately £14 million) annualised in the second full year of ownership in 2018.

On this basis, the Acquisition is expected to deliver attractive earnings accretion in the first full financial year (ending 31 December 2017) following Closing.

Financial synergies:

As outlined, the Acquisition creates opportunities to generate operating synergies. It is also expected that on Closing Informa will acquire historical tax assets of Penton, with an estimated current value of £95 million, the majority of which Informa expects to be able to utilise by the end of 2018.

This results in an implied trailing Acquisition multiple of 10 times EBITDA post-synergies and tax.

On this basis, the Acquisition is expected to deliver attractive earnings accretion in the first full financial year (ending 31 December 2017) following Closing.

The Acquisition is also expected to deliver a positive post-tax return on invested capital, in excess of Informa's weighted average cost of capital, within the first full financial year of ownership on a cash basis and within two years on a non-cash basis, comfortably inside our stated criteria for strategic acquisitions.

Revenue synergies:

Additionally, there are revenue acceleration opportunities that will arise from this Acquisition, that have not been included in the synergy assessment. These include deployment of digital products and services, systematic pursuit of sponsorship opportunities, customer cross-marketing, and internationalisation (including geo-cloning of exhibitions). Further, Informa expects to extend Penton's B2B marketing capabilities across Business Intelligence and the wider Informa Group.

Deal structure

Under the terms of the Merger Agreement, Informa has agreed to acquire Penton, by way of a merger between Penton and Informa Merger Sub, for total net consideration of $1,558 million (£1,180 million), subject to customary adjustments, comprising:

Part 1: Cash consideration of $1,458 million (£1,105 million), to be funded through a combination of debt and equity, including an underwritten Rights Issue of approximately £715 million; and

Part 2: Equity consideration of $100 million (£76 million) to be issued by Informa to the Sellers (which includes the management of Penton) and to be held by the Sellers for a period of up to one year (subject to

1 Such adjustments include: exclusions of depreciation and amortisation, impairment of goodwill and intangibles, fair value adjustments to acquisitions, consultancy fees to the owner of Penton, transaction costs related to acquisitions, severance costs related to acquisitions, share based payment expense, loss on disposal of assets, pension charges taken to Statement Of Changes In Equity under IFRS, estimated dual running costs of IT systems and the loss from discontinued products and additions to reflect the annualised benefit from headcount reductions and to annualise adjusted EBITDA for companies acquired during the period.

2 Informa has considered Penton's historic unaudited management accounts for the six month periods ended 30 June 2015 and 2016 respectively and Penton's audited annual financial statements for the year ended 31 December 2015 and calculated the implied trailing Acquisition multiple by dividing the acquisition price by the Informa Directors' determination of Penton's unaudited adjusted EBITDA for the twelve months ended 30 June 2016, presenting the Acquisition multiple on a more recent 12 month financial period for the Penton business.

certain exceptions). Part of this equity consideration ($8 million (£6 million)) will be issued to the management of Penton who own shares in the New York-based group.

It is intended that the entire proceeds of the Rights Issue will be used towards funding the Acquisition. Pro-forma for the Acquisition, the Informa Board expects that leverage will be 2.6 times net debt to EBITDA as at 31 December 2016 (calculated in line with Informa's banking covenants).

3. Summary information on Penton

Penton has been through a major reorganisation and strategic reorientation under its current management team. As a result of its focused targeting of growth opportunities, Penton has evolved into one of the leading independent integrated exhibitions and professional information services business in the US. It serves around 20 million professionals through its portfolio of exhibitions, conferences, digital subscription data brands, print and digital products, learning tools and specialist content and marketing solutions.

Penton is a strong player in five key growth-oriented industry verticals, delivering insights, data, networking and marketing solutions in each. These sectors are:

- Natural Products & Food;
- Agriculture;
- Infrastructure;
- Transportation; and
- Design & Manufacturing.

Natural Products & Food

Penton's Natural Products & Food business is a leader in the natural products industry. It hosts the Natural Products East and Natural Products West Expos, exhibitions of natural, organic and healthy products with nearly 60,000 combined attendees, and offering critical data and insights through NEXT Trend's predictive analytics. Penton also participates in the restaurant industry with the Nation's Restaurant News property and the Mufso show.

Agriculture

Penton connects users to farms and ranches in the US, representing agricultural producers in the US.

Penton's brands include the Farm Progress Show and Husker Harvest Days, and well-established digital brands such as Farm Press, Farm Progress, Corn + Soybean Digest and BEEF. The Farm Progress Show and Husker Harvest Days host the largest gathering of agricultural producers, exhibitors and media in the US.

Infrastructure

Penton's presence in the Infrastructure vertical includes providing content and services to professionals across several end-markets including: public infrastructure; waste and sustainability; technology and IT; mechanical systems; electrical and energy; and wealth management. Penton combines extensive customer reach and interaction with unique capability offerings across these niche verticals, servicing these communities with their key business needs.

Transportation

Within the Transportation vertical, Penton reaches aviation professionals globally through its global Aviation brands. In automotive and trucking, Penton provides business information to professionals who design, build, buy, sell, operate and support cars, light vehicles, trucks and trailers worldwide.

Design & Manufacturing

Within the Design & Manufacturing vertical, Penton provides information and education on new applications, emerging technologies and product trends for customers in design, engineering, sourcing and manufacturing. Penton's brands include: IndustryWeek, the only brand which covers the US manufacturing industry; Electronic Design and Machine Design, the trusted sources for design solutions and in-depth technology information; and SourceESB, a data tool that provides distributor information on parts from manufacturers worldwide.

Further information on Penton is contained in Part III (*Information on Penton*) of this document.

4. Summary financial information on Penton

The historical financial information of the Penton Group for the financial periods ended 31 December 2013, 31 December 2014 and 31 December 2015, as reported on by Deloitte to Informa, is set out in Part V (*Financial Information on Penton*) of this document.

In the financial year ended 31 December 2015, Penton generated \$368.1 million (£279 million) of revenue, \$108.7 million (£83 million) Adjusted Operating Profit, and \$32.7 million (£25 million) Loss Before Tax.

Investors should read the whole of this document and not rely solely on the summarised financial information in this section. Further financial information is contained in Part V (*Financial Information on Penton*) of this document.

5. Summary of the key terms of the Acquisition

Under the terms of the Merger Agreement, Informa Merger Sub will be merged with and into Penton (the "**Merger**"), with Penton being the surviving entity (the "**Surviving Corporation**"). Immediately following the Merger, Informa USA, an indirect wholly-owned subsidiary of Informa, will become the holder of the entire issued and outstanding capital stock of the Surviving Corporation. The total net consideration for the Acquisition will be equal, in the aggregate but subject to certain customary adjustments mentioned below, to \$1,558 million (£1,180 million), comprising a combination of cash and Consideration Shares as set out in paragraph 6 below. The cash element of the consideration will be subject to certain agreed-upon adjustments (including with respect to the levels of debt, cash and cash equivalents, working capital and certain other expenses at Closing). At Closing, Penton will become an indirect wholly owned subsidiary of Informa.

The Merger Agreement contains representations and warranties, covenants, undertakings and conditions that are customary for a transaction of this nature. Penton has agreed not to, solicit any alternative transaction or provide confidential information to, or engage in discussions with, third parties regarding an alternative transaction.

Closing is subject to certain customary conditions including, but not limited to:

- the approval by the Informa Shareholders of the Resolution to be proposed at the General Meeting; and
- the expiry or termination of any waiting periods under applicable competition laws relating to the Acquisition.

The Merger Agreement contains certain termination rights (as more fully described in Part IV) for each of Penton and Informa USA. If the Merger Agreement is terminated for any of the following reasons, Informa USA is required to pay the Break Fee to Penton:

- (subject to certain limited exceptions) if the Informa Board fails to recommend to the Informa Shareholders that they vote in favour of the Acquisition or the Informa Board withdraws, modifies or qualifies such recommendation;
- if the Rights Issue Admission has not become effective on or prior to 29 November 2016; or
- if the Acquisition is not approved by the Informa Shareholders at the General Meeting (or if the General Meeting is adjourned on more than three consecutive occasions or to a date later than 1 December 2016).

The Merger Agreement provides for a long-stop termination date of 15 December 2016 and, subject to certain exceptions, may be terminated by the parties if Closing has not occurred by that date.

Further details of the terms of the Merger Agreement are set out in Part IV *(Details of the Acquisition)* of this document.

6. Financing of the Acquisition

The total net consideration for the Acquisition will be $1,558 million (£1,180 million), subject to certain agreed-upon adjustments and payments to reflect (i) that the Acquisition will be made on a cash-free, debt-free basis and on the basis of a normalised level of working capital at Closing, and (ii) that the holders of Penton Shares and Penton Options will be entitled to receive the value of certain post-Closing tax benefits that Penton is expected to be entitled to and that arise from the Acquisition. The cash element of the consideration for the Acquisition will amount to $1,458 million (£1,105 million).

Informa will fund the cash element of the purchase price for the Acquisition from: (i) the proceeds of the Rights Issue at the Issue Price of 441 pence per Rights Issue Share, which was also announced on 15 September 2016, which will raise approximately £715 million (approximately £701 million net of expenses); (ii) up to $675 million (£511 million) through utilisation of the Acquisition Facility; and (iii) the balance (if any) from existing cash reserves.

The cash consideration for the Acquisition will be financed through a mix of debt and equity. The Informa Board expects that leverage will be approximately 2.6 times net debt to EBITDA as at 31 December 2016 (calculated in line with Informa's banking covenants).

Sources of financing for cash element of the Consideration

(a) *Proceeds of the Rights Issue*

Informa announced on 15 September 2016 that it proposes to raise approximately £715 million (approximately £701 million net of expenses) through the Rights Issue at the Issue Price of 441 pence per Rights Issue Share to partly fund the cash consideration payable in relation to the Acquisition.

For more information on the Rights Issue see paragraph 8 below.

(b) *Acquisition Facility*

Informa entered into an acquisition facilities agreement with The Royal Bank of Scotland plc as agent on 15 September 2016 pursuant to which the lenders have made available a $675 million committed acquisition facility and a £150 million committed term facility to Informa and Informa Group Holdings Limited. Each loan under the Acquisition Facility may be used to (a) finance the cash consideration component of the consideration for the Acquisition, (b) finance all fees, costs and taxes incurred by any member of the Informa Group in connection with the Acquisition, (c) refinance financial indebtedness of the Penton Group to third parties and (d) on or after Closing, finance the working capital purposes of the Informa Group.

The margin for the Acquisition Facility is 0.95 per cent. per annum for the first 12 months following the date of the Acquisition Facilities Agreement after which it increases every three months up to a maximum of 2.50 per cent. per annum.

For more information on the Acquisition Facilities Agreement see paragraph 10 of Part VII (*Additional Information*) of this document.

(c) *Cash reserves*

Informa's cash at bank and in hand totalled £51.4 million as at 30 June 2016.

Consideration Shares

The current holders of Penton Shares and Penton Options, including the senior management team, will receive a proportion of the total net consideration for the Acquisition in Consideration Shares. The Consideration Shares are subject to a holding period of up to one year.

The number of Consideration Shares to be allotted and issued for the Acquisition will be equal to the product of (i) $100 million, divided by (ii) the Measurement Price. The "**Measurement Price**" is a price which is equal to 95 per cent. of the volume-weighted average closing price per share of the Informa Shares (rounded down to the nearest penny) on the London Stock Exchange for the 10 consecutive trading days ending on (and including) the third trading day immediately prior to the date of Closing (as converted into US dollars at the average exchange rate over such 10-trading day period as published by Bloomberg).

The Consideration Shares will be allotted and issued to the holders of Penton Shares and Penton Options based on their respective effective ownership interest in Penton. Immediately prior to Closing, Penton Optionholders will have an effective ownership interest in Penton equal to approximately 8.4 per cent.

The Consideration Shares will be ordinary shares of 0.1 pence each in the capital of Informa. Subject to the receipt of certain documents (including a duly executed Lock-up Agreement), the relevant portion of Consideration Shares will be allotted and issued to each holder of Penton Shares and Penton Options on the date of Closing in registered form and will be capable of being held in both certificated and uncertificated form. If the Consideration Shares are to be held in certificated form, share certificates will be sent to the registered members by first class post. If the Consideration Shares are to be held in uncertificated form, Informa's Registrar, Computershare Investor Services PLC, will transfer the Consideration Shares through the CREST system.

The Consideration Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the Informa Shares, including the right to receive and retain in full all dividends and other distributions (if any) declared, made or paid by reference to a record date after the date of issuance of the relevant Consideration Shares. Application will be made to the FCA for the Consideration Shares to be admitted to the premium segment of the Official List and application will be made to the London Stock Exchange for the Consideration Shares to be admitted to the London Stock Exchange's main market for listed securities. It is expected that the Consideration Shares will be issued, and that the Consideration Shares Admission will become effective, in November 2016, subject to receipt by Informa of duly executed Lock-up Agreements in respect of such Consideration Shares.

7. Management and Employees

No changes will be made to the Informa Board as a result of the Acquisition, and the Informa Board will continue to comprise the Chairman, two Executive Directors and seven Non-Executive Directors.

Informa places great value in its people and the value of their contribution to and participation in the Informa Group. Equally, the Informa Board attaches great importance to the skills, experience and continued contribution of the management and employees of Penton and believes that they will be an important factor for the success of the Enlarged Group.

Penton has an experienced executive management team; each member has been employed by Penton for an average of eight years and has extensive experience in information and media services. Informa intends to incentivise and retain those members of Penton's executive management team who are key to the future business of the Enlarged Group.

To this end, a portion of the consideration payable to Penton's management who are also holders of Penton Shares or Penton Options will be in the form of Consideration Shares, (subject to a holding period of up to one year). Subject to certain exceptions, the Consideration Shares will be issued on the date of Closing.

8. Principal Terms of the Rights Issue

The Rights Issue is being made to all Qualifying Informa Shareholders on the register of members of Informa at the close of business on 6 October 2016 pursuant to the terms and conditions set out in the Prospectus. Pursuant to the Rights Issue, Informa is proposing to offer up to 162,235,312 Rights Issue Shares by way of rights to Qualifying Informa Shareholders at the Issue Price of 441 pence per Rights Issue Share payable in full on acceptance by no later than 25 October 2016. The Rights Issue is expected to raise approximately £715 million (approximately £701 million net of expenses). The Issue Price represents a discount of approximately 31.4 per cent. to the theoretical ex rights price based on the Closing Price of 694 pence per Existing Informa Share on 14 September 2016, the last business day before announcement of the Rights Issue. The Rights Issue will be made on the basis of:

1 Rights Issue Share for every 4 Existing Informa Shares

registered in the name of each Qualifying Informa Shareholder at the close of business on the Record Date and so in proportion for any other number of Existing Informa Shares then registered in the name of such Qualifying Informa Shareholder.

Qualifying Informa Shareholders with fewer than 4 Existing Informa Shares will not be entitled to any Rights Issue Shares. Entitlements to Rights Issue Shares will be rounded down to the nearest whole number and fractions of Rights Issue Shares will not be allotted to Qualifying Informa Shareholders. Holdings of Informa Shares in certificated and uncertificated form will be treated as separate holdings for the purpose of calculating entitlements under the Rights Issue.

The latest time and date for acceptance and payment in full under the Rights Issue is expected to be 11.00 a.m. on 25 October 2016.

The offer of Nil Paid Rights, Fully Paid Rights and Rights Issue Shares to persons resident or located in, or who are citizens of, or who have a registered address in a country other than the United Kingdom may be affected by the laws of the relevant jurisdiction.

A Qualifying Informa Shareholder who sells or otherwise does not (or is not permitted under the terms of the Rights Issue to) take up its, his or her *pro rata* entitlement will experience a 20.0 per cent. dilution if the Rights Issue completes, and a total dilution of 21.2 per cent. if both the Rights Issue and the Acquisition complete (assuming that no Informa Shares other than the New Informa Shares are issued prior to Closing). Those Qualifying Informa Shareholders who are permitted to, and do, take up all of their rights to the Rights Issue Shares provisionally allotted to them in full will suffer dilution of up to 1.5 per cent. in their interests in Informa as a consequence of the issue of the Consideration Shares in connection with the Acquisition (assuming that no Informa Shares other than the New Informa Shares are issued prior to Closing).

Any investment decision relating to the Rights Issue should be based upon consideration of the Prospectus, which Qualifying Informa Shareholders (other than, subject to certain exemptions, Qualifying Informa Shareholders with a registered address, or resident or located, in the United States or any of the Restricted Jurisdictions) should read in full prior to making any such investment decision.

9. Dividend Policy of the Enlarged Group

In its results for the 12 months to 31 December 2015 announced on 11 February 2016, following its improved operating performance and discipline on working capital and cash management, Informa announced an increase to its minimum annual dividend growth commitment from 2 per cent. to 4 per cent. in 2016 and 2017, the remaining two years of GAP. This dividend policy was reaffirmed in the interim results for the six months to 30 June 2016 and Informa intends to maintain this current dividend policy following the Acquisition, subject to there being no significant change to underlying market conditions for the Enlarged Group.

10. Current trading, trends and prospects

Informa

On 28 July 2016, Informa published its interim results for the six months to 30 June 2016, in which Informa stated:

Over recent years, Informa has pursued a strategy of International expansion, particularly in North America and now generates nearly 60% of revenue in US Dollars, with around 25% in Sterling and 7% in Euros. This provides resilience and leaves us well positioned to manage current regional variances, including the impact on activity from the short-term uncertainty following the recent UK Referendum.

Operationally, the focus remains on the Disciplined Delivery of GAP in its third year. Between £45m and £50m will be invested in 2016 across around 30 product and platform workstreams, up from £25m last year. As in 2015, this will impact earnings through increased operating and capital expenditure, although the benefits of product enhancements will also begin to flow through later this year.

As normal, a number of timing issues impact the revenue split between the first and second half of the year. The Divisions most affected in 2016 are Knowledge & Networking, where several large conferences (most notably Partnerships in Clinical Trials, RiskMinds and Fund Forum Africa) have moved into the second half, and Academic Publishing, where customer purchasing patterns continue to trend later in the year. Both are expected to even out, weighting growth to the second half in both businesses.

Phasing also had an impact on first half cash flow with several one-off year-on-year movements, which combined with the scheduled step-up in GAP investment to £20m impacted half-year cash conversion. Underlying cash flow trends remain strong and full year cash generation continues to be on track.

The Group delivered further improvement in its trading performance during the first half of 2016, while continuing our good progress on implementing GAP. Reported revenue grew +4.7% to £647.7m and adjusted operating profit +6.3% at £202.2m. Organic revenue growth was +2.5%.

Currency also had an impact on reported financials, mainly due to the strengthening of the US Dollar relative to Sterling. Overall, there was a £23.0m positive impact on revenue from currency movements.

The Informa 2016 Unaudited Interim Financial Statements outlined Informa's continued operating momentum and, since that date, Informa's trading performance continues to be in line with the Informa Board's expectations.

Penton

Penton's event portfolio performed in line with expectations in terms of revenue and slightly better than expected in terms of profitability in the first six months of 2016. Penton saw strong event performance across its portfolio of scaled trade shows. In the Natural Products segment, Natural Products Expo West, Penton's largest trade show, World Tea Expo and Engredea all outperformed expectations and saw strong growth over the prior year. In Transportation, MRO Americas and MRO Middle East also outperformed expectations and grew over the prior year.

Penton's digital segment grew in the first half of 2016 over the first six months of the prior year. Digital marketing services and data products performed well and within expectations. Traditional display and targeted advertising segments slightly underperformed expectations primarily due to a management decision to extend product development of Penton's new digital content platform until the second half of 2016 to incorporate additional content and improved advertising features.

Penton's print segment decline in the first half of 2016 over the prior year was in line with management expectations. Penton continues to rationalise its print portfolio as it focuses on new digital offerings, particularly the aforementioned digital content platform.

Investors should read the whole of this document and not rely solely on summarised financial information in this section. Further financial information is contained in Part III (*Financial Information on Penton*) of this document.

11. Profit forecast of the Informa Group

On 11 February 2016, Informa announced its results for the 12 months to 31 December 2015. In the press release accompanying those results, Informa made the following statement in relation to its financial targets for the 12 months to 31 December 2016:

"*….the capabilities we are now building into the Group and our forward visibility give us confidence that in Year Three of GAP, we can further improve Organic Revenue growth, as well as deliver another year of growth in adjusted Operating Profit and Earnings*".

On 28 July 2016, Informa announced its interim results for the six months to 30 June 2016. In the press release accompanying those results, Informa made the following statement:

"*Our focus on delivery, combined with the scale benefits of our US expansion programme, gives us confidence we can again meet our full-year targets, including a third year of revenue growth and improved adjusted earnings.*"

The above statements constitute a profit forecast for the purposes of the Listing Rules (the "**Profit Forecast**") and a confirmation of that Profit Forecast. The Profit Forecast relates to the period ending 31 December 2016 and relates to Adjusted Earnings and Adjusted Operating Profit.

The Informa Directors have considered and confirm that the Profit Forecast remains correct as at the date of this document. Further information in relation to the Profit Forecast is provided in Part VII (*Additional Information*) of this document.

12. Financial effects of the Acquisition

On a *pro forma* basis and assuming that the Acquisition had become effective on 30 June 2016, the Enlarged Group would have had net assets of approximately £2,085.7 million (based on the net assets of the Informa Group as at 30 June 2016 and the Penton Group as at 31 December 2015) as more fully described in Part VI (*Unaudited Pro Forma Financial Information of the Enlarged Group*) of this document.

Estimated run-rate net annualised operating synergies of $18 million (approximately £14 million) are expected to be achieved by the end of the second full financial year following Closing. The operating synergies are expected to be achieved as a result of eliminating duplication across a number of areas, cost savings generated from economies of scale in some areas, achieving certain operational efficiencies in Penton and implementing a defined integration plan. Integration and other exceptional costs are estimated to be approximately $23 million (approximately £18 million) in aggregate incurred in the period through to 31 December 2018. The basis and assumptions on which these anticipated synergies have been calculated are set out in Part VII (*Additional Information*) of this document.

The Informa Board expects operating synergies to be achieved as a result of:

- eliminating duplicative support functions across the combined business (55 per cent.); and
- operational and scale efficiencies from optimising the combined operating model and rationalisation of the associated property portfolio (45 per cent.).

Based on the above operating synergies, the Informa Board expects the Acquisition to be accretive to pre-exceptional earnings per Informa Share in the first full financial year following Closing, both before and after operating synergies, and to deliver a post-tax return on investment ahead of Informa Group's weighted average cost of capital within the first year of ownership on a cash basis and within two years of ownership, on a non-cash basis, comfortably inside the Informa Group's stated criteria for strategic acquisitions.

At 31 December 2015, Penton had $212 million of unused tax losses, which will be available to the Enlarged Group, after taking account of amounts used by Penton during 2016 prior to Closing. The Enlarged Group is expected to utilise these losses within approximately two years after Closing. In addition, at 31 December 2015, Penton had $230 million of goodwill and intangible asset amortisation that will be deductible for tax purposes over a period to 2030, approximately two thirds of which is expected to be utilised by the Enlarged Group by 2021. The Informa Board expects that these assets have a net present value to Informa of approximately $125 million (approximately £95 million), calculated using a discount rate of 4 per cent. The

Informa Board expects that leverage will be approximately 2.6 times net debt to EBITDA as at 31 December 2016 (calculated in line with Informa's banking covenants). The Informa Board expects the Enlarged Group to remain highly cash generative with a strong deleveraging profile.

13. Risk factors

For a discussion of certain risk factors which should be taken into account when considering whether or not to vote in favour of the Resolution, see Part II (*Risk Factors*) of this document.

14. Employee Share Plans

Outstanding options and awards granted under the Employee Share Plans may be adjusted in accordance with the rules of the relevant Employee Share Plan for any effect the Rights Issue may have on those options and awards. Participants in the Employee Share Plans will be contacted separately with further information on their rights and how their options and awards will be affected by the Rights Issue.

15. General Meeting and the Resolution

The implementation of the Acquisition is conditional upon, among other things, Informa Shareholders' approval of the Resolution being obtained at the General Meeting. Accordingly, you will find, set out at the end of this document, a notice convening a general meeting to be held at The Conrad London St James, 22-28 Broadway, London, SW1H 0BH at 10.30 a.m. on 10 October 2016 at which the Resolution will be proposed to approve the Acquisition and certain other matters. A summary of the Resolution is set out below. The full text of the Resolution is set out in the notice.

The Resolution will be proposed as an ordinary resolution requiring a simple majority of votes cast in favour.

The Resolution proposes that (A) the Acquisition be approved and the Informa Directors be authorised to take all steps and enter all agreements and arrangements necessary or desirable to implement the Acquisition and (B) the Informa Directors be generally and unconditionally authorised in accordance with section 551 of the Act and Article 67 of Informa's articles of association to allot New Informa Shares to be issued in connection with the Acquisition and the Rights Issue, up to a maximum aggregate nominal amount of £0.17 million and representing 26.9 per cent. of Informa's total ordinary share capital in issue as at 13 September 2016 (the latest date prior to the publication of this document).

If granted, the authority conferred by the Resolution will expire at the conclusion of Informa's next annual general meeting and will be used to allot New Informa Shares pursuant to the Acquisition and the Rights Issue.

The authorities conferred by the Resolution will enable the Company to allot sufficient New Informa Shares to implement the Acquisition and the Rights Issue. These authorities are in addition to the authority to allot shares in Informa which was granted to the Informa Board at Informa's annual general meeting in 2016, which the Informa Board has no present intention of exercising, except pursuant to the Employee Share Plans, and which will expire at Informa's annual general meeting in 2017. Accordingly, the New Informa Shares to be issued in connection with the Acquisition and the Rights Issue will be created, allotted and issued pursuant to the authorities to be granted under the Resolution proposed at the General Meeting.

Your attention is again drawn to the fact that the Acquisition and Rights Issue is conditional and dependent upon the Resolution being passed. There are also additional conditions which must be satisfied before the Acquisition and the Rights Issue can be completed. As noted above, in the event that the Resolution is not passed, save in certain limited circumstances, Informa may be required to pay the Break Fee to Penton.

Informa Shareholders should also be aware that it is possible that, subsequent to the Rights Issue Admission becoming effective, the Acquisition could fail to complete. This possibility of the Acquisition failing to complete is explained further in Part IV (*Details of the Acquisition*).

16. Action to be taken

You will find enclosed with this document a Form of Proxy for use at the General Meeting or any adjournment thereof. Whether or not you intend to be present at the General Meeting, you are requested to complete and sign the Form of Proxy in accordance with the instructions printed on it so as to be received by Informa's Registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible and, in any event, no later than 10.30 a.m. on 6 October 2016 (or, in the case of an adjournment, not later than 48 hours (excluding non-business days) before the time fixed for the holding of the adjourned meeting).

If you hold Informa Shares in CREST you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to ID number 3RA50 in accordance with the procedures set out in the notice convening the General Meeting at the end of this document.

Alternatively, you may give proxy instructions by logging on to www.investorcentre.co.uk/eproxy. To appoint a proxy electronically you will be asked to provide your Control Number, Shareholder Reference Number and PIN, which are detailed on your proxy form. Proxies sent electronically (either via the CREST system or online) must also be sent as soon as possible and, in any event, so as to be received no later than 10.30 a.m. on 6 October 2016 (or, in the case of an adjournment, not later than 48 hours (excluding non-business days) before the time fixed for the holding of the adjourned meeting).

The completion and return of a Form of Proxy (or the electronic appointment of a proxy) will not preclude you from attending and voting in person at the General Meeting or any adjournment thereof, if you so wish.

17. Further Information

Your attention is drawn to the further information contained in Part II (*Risk Factors*) and the information set out in Part VII (*Additional Information*) of this document.

18. Financial Advice

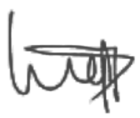
The Informa Board has received financial advice from Morgan Stanley, Centerview Partners, Barclays and Rothschild. In providing such financial advice to the Informa Board, each of Morgan Stanley, Centerview Partners, Barclays and Rothschild has relied upon the Informa Board's commercial assessment of the Acquisition.

19. Recommendation

The Informa Board considers the terms of the Acquisition, the Rights Issue and the Resolution to be in the best interests of Informa and its Informa Shareholders as a whole. Accordingly, the Informa Board recommends that Informa Shareholders vote in favour of the Resolution to be put to the General Meeting, as each Informa Director intends to do (or seeks to procure to be done) in respect of his or her own legal and beneficial holdings of Informa Shares.

The Informa Directors are fully supportive of the Rights Issue. The Informa Directors who are entitled to take up Rights Issue Shares under the Rights Issue (holding in aggregate 209,379 Existing Informa Shares) intend to take up, or procure that their nominees take up, their rights in full in respect of 52,344 Rights Issue Shares. Each of the Informa Directors also intends to take up their rights in respect of their Informa Shares held in SIPs to the fullest extent possible under the terms of the SIPs (being 4,370 Existing Informa Shares).

Yours faithfully,



Derek Mapp
Chairman

PART II

RISK FACTORS

This Part II addresses the risks known to Informa and the Informa Directors which are material risk factors to the proposed Acquisition, will be material new risk factors to the Informa Group as a result of the proposed Acquisition, or are existing material risk factors to the Informa Group which will be impacted by the proposed Acquisition. The information given is as of the date of this document and, except as required by the FCA, the London Stock Exchange, the Listing Rules, or any other applicable law, will not be updated. Informa Shareholders should consider carefully the risks and uncertainties described below, together with all other information contained in this document.

Additional risks and uncertainties currently unknown to Informa and the Informa Directors, or which Informa and the Informa Directors currently deem immaterial or deem material to Informa but which will not result from or be impacted by the Acquisition, may also have an adverse effect on the business, financial condition, operating results or prospects of the Informa Group and the Enlarged Group. In such cases, the market price of the Informa Shares may decline and investors may lose all or part of their investment.

1. RISKS RELATING TO THE ACQUISITION

1.1 *Closing is subject to conditions which may not be satisfied*

The Acquisition is conditional, among other things, upon: (i) the Informa Shareholders approving the Resolution; and (ii) any waiting periods under applicable US competition laws relating to the Acquisition having expired. There can be no assurance that these conditions will be satisfied or waived, if applicable, and that Closing will be achieved.

If Closing does not occur, Informa would nonetheless be required to pay significant fees and other costs incurred in connection with the Acquisition (which include financing, financial advisory, legal and accounting fees and expenses) and may also be required to pay the Break Fee to Penton.

1.2 *The Rights Issue is not conditional upon Closing*

It is possible that following the Rights Issue Admission and the Rights Issue becoming wholly unconditional, the Acquisition may not complete; in particular, if any of the conditions to Closing are not satisfied in accordance with the Merger Agreement. As the Rights Issue is not conditional upon Closing, the Rights Issue will proceed even if the Acquisition does not complete.

In the unlikely event that the Rights Issue proceeds but Closing does not take place, the Informa Directors' current intention is that the proceeds of the Rights Issue will be invested on a short-term basis while the Informa Directors evaluate other acquisition opportunities in line with the Informa Group's stated disciplined approach to identifying and testing targets. If no acquisitions can be found that are a suitable strategic fit and pass the Informa Group's investment decision criteria, the Informa Directors will consider how best to return surplus capital to Informa Shareholders. Such a return could carry fiscal costs for certain Informa Shareholders, will lead to costs for Informa and would be subject to applicable securities laws such that any return of capital to Informa Shareholders may be less than the amount subscribed for in the Rights Issue.

1.3 *The Enlarged Group may not be able to fully realise the benefits of the Acquisition*

Achieving the advantages of the Acquisition will depend partly on the efficient management and coordination of the activities of the Informa Group and the Penton Group. Informa and Penton have similar recent histories, having been through a period of change and reorganisation, and the Informa Directors believe there is a strong operational and cultural fit between the two businesses, but each functions independently today with geographically dispersed operations and different compensation structures.

The Informa Group has a strong track record of value-enhancing acquisitions, having acquired a number of businesses of scale in recent years, including Hanley Wood Exhibitions and Virgo Publishing. One area of focus for Informa over the last two years has been the strengthening of Informa's capacity and capability in the execution and integration of acquisitions. However, integrating the Penton Group may divert management's attention from the ordinary course operation of the Informa Group business, raise unexpected issues and/or may take longer or prove more costly than anticipated. There is a risk that synergies or tax benefits from the Acquisition may fail to materialise, or that they may be materially lower than have been estimated. In addition, the costs of funding the process necessary to achieve these synergies may exceed expectations. Further details of the expected synergy benefits can be seen in Part I (*Letter from the Chairman of Informa*) of this document. Such eventualities may have a material adverse effect on the financial position of the Enlarged Group.

The Acquisition and any uncertainty regarding the effect of the Acquisition could cause disruptions to the businesses of the Enlarged Group. These uncertainties may materially and adversely affect the Enlarged Group's business and its operations and could cause customers, distributors, other business partners and other parties that have business relationships with the Enlarged Group to defer the consummation of other transactions or other decisions concerning the Enlarged Group's business, or to seek to change existing business relationships with these companies. Any such issues may adversely affect the financial position of the Enlarged Group, and ultimately the trading price of the Informa Shares.

If the results and cash flows generated by the combination of the operations of Penton with those of the Informa Group are not in line with the Informa Directors' expectations, a write-down may be required in connection with the Acquisition. Such a write-down may reduce the Enlarged Group's ability to generate distributable reserves and consequently may affect the Enlarged Group's ability to pay dividends. Furthermore, such results and cash flows could have a material adverse effect on the post-Closing leverage profile of the Enlarged Group.

1.4 ***Penton may not perform in line with expectations and may result in a write-down or impairment***

Upon Closing, a significant portion of the difference between the purchase price, Penton's net assets at that date and the allocation of costs of the combination to the assets acquired and the liabilities assumed, will be recorded as goodwill. In addition, other intangible assets will be recorded as a result of the purchase price allocation. While the Informa Group believes the combination of Informa with Penton is strategically and financially compelling, economic, regulatory, competitive, contractual or other factors may result in the businesses meeting with unexpected difficulties. If any of these factors result in the value of Penton proving to be less than the consideration paid by Informa, accounting rules would require that the Informa Group reduces the carrying value and recognises an impairment charge, which would reduce the Informa Group's reported assets and statutory earnings in the year that the impairment charge is recognised.

1.5 ***Informa will have foreign exchange risk related to the purchase price for the Acquisition***

There will be a period of a number of weeks between the date of announcement and Informa's obligation to acquire Penton for payment in US dollars becoming unconditional. During this time, the Informa Group will be exposed to the risk of a significant appreciation in the US dollar against the pound sterling. The Informa Group has entered into currency hedges, with financial counterparties, in order to limit its total exposure in respect of the Acquisition to adverse currency movements, although there is no guarantee that such measures will be fully effective. Obligations under the foreign exchange contracts are contingent on Closing occurring.

1.6 ***Informa may incur the Break Fee and higher than estimated transaction costs in connection with the Acquisition***

Informa has incurred and will incur significant transaction fees and other costs associated with completing the Acquisition, combining operations and achieving desired synergies. These fees and costs are substantial and include financing, financial advisory, legal and accounting fees and expenses. If, in relation to the Acquisition, Closing were not to occur, Informa will, in the circumstances set out in the Merger Agreement, be required to pay the Break Fee to Penton. Additional unanticipated costs may be incurred in the integration of Penton into the Enlarged Group, and although it is expected that the realisation of other efficiencies related to the Acquisition will offset the incremental and transaction costs over time, this net benefit may not be achieved in the near term, or at all.

2. RISKS RELATING TO THE ENLARGED GROUP WHICH RESULT FROM OR ARE IMPACTED BY THE ACQUISITION

2.1 *Anticipated synergies from the Acquisition may not materialise and management distraction or insufficient management capacity as a result of the Acquisition could have an adverse effect on the business of the Enlarged Group*

The Informa Group expects, upon Closing, to achieve certain synergies discussed elsewhere in this document relating to the acquisition of the Penton Group's businesses. However, the Informa Group may not realise any or all of the anticipated synergies relating to the Acquisition that it currently anticipates. In addition, the synergies may be offset by deterioration in the markets in which the Informa Group operates, increases in other expenses or problems in the Informa Group's or Penton Group's business unrelated to the Acquisition. As a result, the amount of synergies that the Informa Group will actually realise and/or the timing of such realisation may differ significantly from those currently estimated and the Informa Group may incur significant costs in realising the Acquisition and in reaching the estimated synergies.

In addition, the Informa Group will be required to devote significant management attention and resources to integrating the Penton Group's business practices and operations. This is particularly significant given Informa is in its third year of the GAP, and committed in its results for the year ended 31 December 2015 to continue to deliver the benefits of that programme, investing and building on the initiatives launched in 2014 and 2015.

2.2 *The markets in which the Enlarged Group will operate are highly competitive and subject to rapid change*

The markets for the Enlarged Group's products and services will be competitive and in a state of ongoing change in response to consumer demand, technological innovations, changing legislation and other factors.

Some of the Enlarged Group's principal competitors will have substantial financial resources, similarly well-recognised brands, technological expertise and market experience that may better position them to anticipate and respond to competitive changes. For example, the Enlarged Group will have an increased exposure to the trade show and events industry in the United States, an industry that is highly fragmented but also competitive. Certain of the Enlarged Group's events could compete directly with rival events that are held in the same city and at the same time as these events, as is the current situation for Informa and Penton as separate entities. Significant new entrants may compete directly with the Enlarged Group by establishing rival trade shows and events that are located in the same cities or at the same time as a trade show or event being operated by the Enlarged Group. The direct competitive pressure applied by rival events may lead to pricing pressure on certain Enlarged Group events, reducing profit margins and cash flows.

The Enlarged Group cannot predict with certainty the changes that may occur and the effect of those changes on the competitiveness of its business. The competitive environment in which the Enlarged Group will operate will require the Enlarged Group to continuously enhance and adapt its products and services, develop and invest in new products and services and invest in technology to better serve the needs of its existing customers and to attract new customers. For example, there is a growing trend among exhibitors of using digital initiatives to amplify, complement and/or replace certain aspects of the face-to-face and in-person trade show industry and failure to continually and successfully respond to this development could result in the Enlarged Group's loss of market share. Failure by the Informa Group to adapt to future technological changes may render its existing publication products and services partially or wholly obsolete. The Acquisition also involves the purchase of print assets from Penton, which have lower or negative growth and lower margins than digital equivalents, and which will expose the Enlarged Group to a medium that is in decline. However, there can be no assurance that the Enlarged Group's investment in new delivery, processes and platforms will generate the expected returns.

If the Enlarged Group is unable to successfully enhance and/or develop its products in a timely fashion or to successfully respond to changes in the markets in which it operates, it could have a material adverse effect on the business, results of operations, financial condition and prospects of the Enlarged Group.

2.3 ***The Enlarged Group will, following Closing, have increased exposure to the risk of a major accident, incident, event or disaster at an exhibition or event***

The Informa Group and the Penton Group organise events that are dependent on attracting potentially large numbers of individuals on any given day. As a result, major accidents (being incidents causing multiple injuries requiring hospital treatment, or more severe harm), incidents, events or disasters, whether arising from natural causes, man-made or otherwise, have the potential to significantly disrupt operations. Circumstances that have the capacity to result in significant operational disruption to global travel, in particular air travel, or to travel into or within the jurisdiction hosting the relevant event, include natural disasters, military conflict, political unrest, change of administration, terrorist activity, industrial action or health pandemics. The Informa Group's Global Exhibitions Division generates a large proportion of its revenues, and the Penton Group's trade show and conferences segment generates substantially all of its revenues, from the United States. Any incident that causes US events to be cancelled or prevents travel within or to the United States may have a more significant adverse effect on the business, results of operations, financial condition and prospects of the Enlarged Group.

In addition, events organised by the Informa Group and the Penton Group also carry operational health and safety risks, including fire safety, structural collapse of a stand, food hygiene, crowd control, security and access and egress in an emergency. The Informa Group and the Penton Group do not normally own the venues from which they operate, and instead hire floor space on a tenancy or licence basis, and are dependent on the operators of the venues to have adequate safety policies in place, which comply with all regulations in the local jurisdiction. At its most severe, non-compliance with such safety policies could result in loss of life through accidents or incidents at an exhibition or event as well as major injuries or other significant loss.

Any of the circumstances described above could, following Closing, damage the Enlarged Group's reputation, affect revenues and expose it to risk of loss, litigation and potential liability and/or regulatory action. While the Informa Group will use insurance to cover certain of its risks and liabilities, the insurance may be inadequate to cover all of their risks or the insurers may deny coverage of material losses incurred by the Informa Group, which could have a material adverse effect on the Informa Group's business, results of operations, financial condition and prospects.

2.4 ***The Enlarged Group will, following Closing, have increased exposure to the risks of doing business internationally, particularly in the US***

During the year ended 31 December 2015, 88.2 per cent. of the Informa Group's revenue was generated from customers located outside the United Kingdom, of which 38.4 per cent. was generated in the United States, and the Enlarged Group intends to continue to expand in existing and new geographic regions. Consequently, the Enlarged Group's business will be subject to risks associated with doing business internationally and its business and financial results could be adversely affected due to a variety of factors, including:

(a) adverse changes in foreign currency exchange rates;

(b) changes in a specific country's or region's political and cultural climate or economic condition;

(c) major incidents, events, disasters or disease within or otherwise affecting the United States; see "*—The Enlarged Group will, following Closing, have increased exposure to the risk of a major accident, incident, event or disaster at an exhibition or event*" above;

(d) changes to, or variances among, foreign laws and regulatory requirements;

(e) difficulty of effective enforcement of contractual provisions in local jurisdictions;

(f) inadequate intellectual property protection in foreign countries or variances among such countries; and

(g) the effects of applicable foreign tax regimes and potentially adverse tax consequences.

The Enlarged Group may face risks in expanding its presence in current geographic markets and penetrating new geographic markets due to established and entrenched competitors, difficulties in developing products and services that are tailored to the needs of local customers, lack of local acceptance or knowledge of the Enlarged Group's products and services, lack of recognition of its brands, and the unavailability of local companies for acquisition. The inability of the Enlarged Group to overcome any of these factors could have a material adverse effect on the business, results of operations, financial condition and prospects of the Enlarged Group.

2.5 ***The Enlarged Group will have greater exposure to foreign exchange rate risk and the Enlarged Group's hedging may not be fully effective***

The financial statements of the Enlarged Group will be presented in pound sterling and, therefore, are and will be subject to movements in exchange rates on the translation of the financial results of businesses whose operational currencies are other than pound sterling, predominantly the US dollar. The Informa Group generates the vast majority of its revenue and profits in US dollars and the Penton Group generates substantially all of its revenue and profits in US dollars. Accordingly, volatility and fluctuations in the US dollar/pound sterling exchange rate, which have occurred in recent periods, could materially affect the Enlarged Group's reported results from year to year following the Acquisition. If the Acquisition completes and the US dollar appreciates significantly against the pound sterling, such appreciation will increase the sterling equivalent value of the total investment and the cash flow generated by the Penton Group in the Enlarged Group's accounts. Conversely, if the Acquisition completes and the US dollar depreciates significantly against the pound sterling, such depreciation will decrease the sterling equivalent value of the total investment, earnings and cash flow generated by the Penton Group as reported in the Enlarged Group's accounts. Such a currency movement could have a significant adverse impact on the Enlarged Group's business, results of operations, financial condition and prospects.

For the year ended 31 December 2015, the Informa Group received 55 per cent. of its revenues and had 43 per cent. of its costs in US dollars or US Dollar-pegged currencies. The percentage of US dollar or US Dollar-pegged revenue will increase significantly up to 65 per cent. for the Enlarged Group as the Penton Group generates substantially all of its revenue and profit in US dollars. The relative movements between the exchange rates in the currencies in which costs are incurred and the currencies in which revenue is earned can significantly affect the results of those businesses. For the year ended 31 December 2015, each 1 cent movement in the US dollar to pound sterling exchange rate has a £4.4 million impact on revenue for the Informa Group and a £2.0 million impact on adjusted operating profits for the Informa Group. Although the Informa Group does not enter into ordinary course derivative contracts to mitigate the risk of currency exchange rate fluctuations, the impact of fluctuations on its revenue may be partially offset by expenses it incurs in the same currency. Although the Enlarged Group is expected to seek to maintain its borrowings under its banking facilities in similar proportions as to US dollars, pound sterling and euro as it generates EBITDA, there can be no assurances that any adverse impact of fluctuations in currency exchange rates on revenues will be fully offset by expenses denominated in the same currency. Similarly, any adverse impact of fluctuations in currency exchanges rates on expenses may not be fully offset by revenue denominated in the same currency.

2.6 ***Long-term trend of shifting from print to digital media products***

Penton's portfolio comprises over 90 print assets as part of its portfolio of specialist B2B media brands. As a medium, print is in structural decline given the transition and evolution of technology from print to digital and Penton has been migrating these properties to digital. The Enlarged Group's exposure to print revenues (excluding its Academic Books business) is estimated to stand at around 6 per cent of the overall business of the Enlarged Group, but print assets typically have lower or negative growth and lower margins than digital equivalents and if the decline in print were to accelerate (in particular because the Penton Group has more print assets than the Informa Group), it could potentially result in a goodwill write-down as a consequence, which may have a material and adverse effect on the Enlarged Group's business, results of operations, financial condition and prospects.

2.7 ***Exposure to and cyclicality of advertising spend, structural change and other developments in end-markets in which its customers operate***

The performance of the Enlarged Group will depend on the financial health of its customers, which in turn will be dependent on the economic conditions of the industries and geographic regions in which those customers operate. Historically, spending (including cancellations) by companies on intelligence and insight products and publications, data acquisition and advertising can be cyclical, with some companies spending significantly less in times of recession or economic uncertainty or when substantial downward pressure on budgets otherwise remains. Informa's Global Exhibitions Division is affected by cyclical pressures on spending by companies, with participation and attendance at, and sponsorship of, events traditionally being reduced in times of recession or economic uncertainty. In 2015, falling oil prices led to huge volatility in the energy and resource markets, affecting the profitability of companies operating in the sector and the economic growth of countries heavily exposed to the industry. As Informa Group's Knowledge & Networking Division has exposure to the energy and resource sector, this volatility had an effect on the Division's revenue. The Enlarged Group's products will also be subject to developments in its customers' end markets, such as the end markets maturing, experiencing decline or becoming obsolete. Exposure to the risk that the customers' end markets may experience a decline or obsolescence can be heightened because the Enlarged Group may operate in niche or speciality markets. In addition, the Informa Group currently derives the vast majority of its revenue from the United States and, following the Acquisition, it will derive an even higher percentage of its revenue from the United States. As a result, any weakness or downturn in the US economy could have a material adverse effect on its business.

Any economic downturn or periods of uncertainty affecting customer appetite for discretionary spending could have a material adverse effect on the business, results of operations, financial condition and prospects of the Enlarged Group.

2.8 ***The Enlarged Group may be adversely affected by changes in corporation taxation legislation and may be unable to utilise Penton's deferred tax assets***

The Enlarged Group is expected to continue to operate in a large number of countries. Accordingly, its earnings will be subject to tax in many jurisdictions. In particular, the Enlarged Group is expected to generate a substantial proportion of its revenues and profits within the United States. Should changes be made to taxation legislation in the United States (and/or in the other countries in which the Enlarged Group will operate) such changes could limit the benefit of deferred tax assets for the Enlarged Group, or otherwise increase levels of taxation on its profits. Relevant authorities may amend the substance or interpretation of tax laws that will apply to the Enlarged Group's businesses, in a manner that is adverse to the Enlarged Group. There can therefore be no assurance that the various levels of taxation to which the Enlarged Group will be subject will not be increased or changed in a manner that is adverse to the Enlarged Group.

In addition, if any Enlarged Group company is found to be, or to have been, tax resident in any jurisdiction other than those in which the Enlarged Group, following the Acquisition, is deemed to be tax resident or to have a permanent establishment in any such jurisdiction (whether on the basis of existing law or the current application and interpretation of any tax authority or by reason of a change in law or application or interpretation), then that may have a material adverse effect on the amount of tax payable by the Enlarged Group, which would materially affect its business, results of operations, financial condition and prospects.

2.9 ***The Enlarged Group could fail to attract or retain senior management or other key employees***

The successful management and operations of the Enlarged Group will depend on the contributions of its senior management and other key personnel, including the employees that service its customers and maintain its client relationships. The continuing success of the Enlarged Group will depend in part on its ability to continue to recruit, motivate and retain highly experienced and qualified employees.

There is often intense competition for skilled employees in the industries in which the Informa Group and the Penton Group operate. Additionally, some of the Informa Group's and the Penton Group's key employees will receive bonus-related payments based on business performance. In times of declining profit it may be difficult for the Enlarged Group to retain such key employees or to attract replacements.

A loss of one or more of the members of the Enlarged Group's senior management without adequate replacement could have a material adverse effect on leadership, strategic direction, results of operations, financial condition and prospects of the Enlarged Group. A failure to identify and retain key individuals following Closing may affect the Enlarged Group's ability to successfully integrate Penton into the Enlarged Group. There can be no assurances that the Enlarged Group will be able to retain its senior management or other key personnel or be able to attract new personnel to support the growth of its business.

2.10 ***The market price of Informa Shares post-Acquisition may go down and can be highly volatile***

Informa Shareholders should be aware that the value of an investment in the Enlarged Group may go down and can be highly volatile. The price at which the Informa Shares may be quoted and the price which investors may realise for their Informa Shares will be influenced by a large number of factors, some specific to the Enlarged Group and its operations and some which may affect the industry as a whole, other comparable companies or publicly traded companies as a whole. The sentiments of the stock market regarding the Acquisition will be one such factor and this, together with other factors, including the actual or anticipated fluctuations in the financial performance of the Enlarged Group and its competitors, market fluctuations, and legislative or regulatory changes in the manufacturing industry, could lead to the market price of the Informa Shares going down.

PART III

INFORMATION ON PENTON

(a) Overview

Penton is a leading exhibitions and professional information services company, primarily based in the United States, which provides products and services that deliver proprietary business information to owners, operators, managers and professionals in the industries it serves. With these products and services, Penton offers suppliers multiple ways to reach their customers as part of their sales and marketing efforts. Penton's products and services comprise a portfolio of exhibitions, conferences, digital subscription data brands, print and digital insight products, learning tools and specialist content and marketing solutions.

Penton delivers tailored business solutions across multiple channels, leveraging Penton's strengths in exhibitions and professional information services across its five key industry verticals, categorised as Natural Products & Food, Infrastructure, Transportation, Agriculture and Design & Manufacturing. As part of its strategic growth programme, Penton has built operational capability to enable it to serve around 20 million professionals through its integrated platform and such professionals rely on the Penton Group to: (i) deliver insights, information and workflow tools to inform business decisions; (ii) deliver networking and community events to engage them with industry peers and partners; and (iii) assist users to connect with valued suppliers through marketing and data solutions that advance their business performance.

The Penton Group achieves this through the delivery of: (i) industry-leading events such as exhibitions (including seven featured on the Top 250 US Trade Shows List in 2015, published by Trade Show News Network), conferences and other knowledge resources to enable networking within an industry; (ii) data and information products that provide intelligence, marketplace trends, specialist news, FAQs, tips and insights to inform decision-making; and (iii) integrated and targeted B2B marketing programmes to drive enhanced sales for customers.

For the year ended 31 December 2015, Penton generated revenue of $368.1 million, operating profit of $15.9 million and employed approximately 1,100 people worldwide.

(b) History and development of Penton

Penton was founded in the late 1800s by John Penton, who began publishing trade magazines under the Cleveland company Penton Publishing Co. By the 1920s, the company had developed a magazine publishing business.

Over the decades, Penton grew to become a diversified business media company, offering a wide range of media services to the industries it served and expanding into seminars, conferences and exhibitions.

In 2007, MidOcean Partners and Wasserstein & Co. merged Penton Media with Prism Business Media to form a leading privately-held exhibitions and professional information services company. Since then, Penton has expanded its exhibitions business, broadened its digital and data offerings and developed a suite of B2B marketing and data solutions capabilities.

Over the past five years, as part of this strategic shift, it has acquired 10 businesses to create what Penton is today, in a portfolio and vertical transformation programme that brought it from a company with its Print segment as the dominant contributor to revenue in 2007 to a company that is now focused on exhibitions and digital and data services. For the year ended 31 December 2015, Penton's Events and Digital segments combined accounted for 70 per cent. of Penton's total revenue and 95 per cent. of Penton's adjusted operating profit before unallocated central costs.

(c) Acquisitions

In addition to organic growth and growth through strategic initiatives, Penton has grown through acquisitions, completing 10 since 2011. Recent acquisitions include: (i) TU-Automotive Holdings Limited

("**TU Automotive**"); (ii) MRO Network Limited ("**MRO Network**"); (iii) World Tea Media ("**World Tea**"); (iv) iNET Interactive, LLC ("**iNET Interactive**"); and (v) Aviation Week.

TU Automotive (TMT/Events and Digital)

In December 2015, Penton acquired TU Automotive, an event and digital information company serving the connected vehicle segment of the automotive tech market, from FC Business Intelligence, a company incorporated in England. TU Automotive is an exhibitions and digital information company serving the connected vehicle segment of the automotive tech market. Its business is focused on premiere events, networking, content and analysis on the topics of connected vehicles, mobility, autonomous driving and downstream implications for related industries. TU Automotive has become part of Penton's Transportation vertical, adding to Penton's existing auto and trucking transportation portfolio, with its events and content business complementing Penton's information and insights business. The acquisition has provided a platform to expand the Penton Group beyond the United States into Europe and Asia.

MRO Network (Aviation/Events)

In October 2015, Penton acquired all of the outstanding shares of MRO Network from OAG Aviation Holdings Limited. MRO Network is an exhibition company serving the global aviation maintenance, repair and overhaul ("**MRO**") community. MRO Network complements the Penton Aviation Week MRO events franchise and allows the company to deepen its product offerings for the aviation community it already serves.

World Tea (Food/Events)

In September 2015, Penton acquired all of the assets of World Tea from F+W Media, Inc. World Tea is an event and digital information company serving the global tea industry. World Tea serves the growing multi-billion dollar North American speciality tea market and complements Penton's Lifestyle and Food properties.

iNET Interactive (TMT/Events and Digital)

In January 2015, Penton acquired iNET Interactive from Stoddard Hill Media Holdings, LLC. iNET Interactive is a leading event and digital information company that focuses on the cloud, hosting and data centre segments of the technology sector. iNET Interactive complements other leading Penton technology properties such as MSP Mentor, The VAR Guy, Windows IT Pro and IT/Dev Connections, which serve IT professionals, the IT channel and business decision-makers.

Aviation Week (Aviation/Digital, Events and Print)

In August 2013, Penton acquired the assets of Aviation Week from McGraw Hill Financial, Inc. Aviation Week provides information and services to the global aviation industry through an array of products including worldwide live events serving the MRO aviation operations, as well as several leading media brands covering both the commercial and business sectors of the aviation industry. The acquisition allows Penton to expand its product offerings for the aviation community it already serves.

(d) Operations

Penton operates in five key industry sectors or verticals, delivering insights, data, networking and marketing solutions in each to a total of nearly 20 million business professionals. These sectors are listed as Natural Products & Food, Infrastructure, Transportation, Agriculture and Design & Manufacturing. Penton is a market leader and is diversified across each sector, with no single sector accounting for more than 25 per cent. of total revenue and no customer comprising more than 1 per cent. of total revenue.

Natural Products & Food

In the Natural Products & Food vertical, Penton provides tools and forums to help its customers reach new markets and expand their businesses in natural, organic and healthy products and food. The Division is a leader in the natural products and nutrition industry, hosting the Natural Products Expo East, Natural

Products Expo West and the Engredea Expo, which have nearly 60,000 combined attendees and offer critical data and insights using predictive analytics. Penton is also a forerunner in the restaurant industry with *Nation's Restaurant News*, a leading brand in the foodservice operators market and the Mufso show. *Supermarket News* is a leading information source for senior executives in the food retailing and distribution industry.

Agriculture

Penton connects users to farms and ranches in the United States, representing agricultural producers. Penton's brands include the Farm Progress Show and Husker Harvest Days and well-established digital brands such as *Farm Press*, *Farm Progress*, *Corn + Soybean Digest* and *BEEF*. The Farm Progress Show and Husker Harvest Days host the largest gathering of agricultural producers, exhibitors and media in the United States and are the largest outdoor shows by area held in the United States across any industry.

Infrastructure

Penton's presence in the Infrastructure vertical includes providing content and services to professionals across several end-markets, including (i) public infrastructure, which provides government decision-makers and vendors with information to conduct business with public services, (ii) waste and sustainability, which reaches professionals in the waste management industry, (iii) information technology, which services a community of IT professionals, developers, channel partners and service providers, (iv) mechanical systems, which reaches a spectrum of professionals who design, build, deploy and manage both residential and commercial mechanical infrastructure, (v) energy and buildings, which serves those who manage and deploy power delivery infrastructures, as well as contractors, technicians, engineers and wholesale distribution professionals in the electrical, heating, ventilation and air conditioning and plumbing trades and (vi) wealth management, which provides information to professionals in the wealth management community, from financial advisers and planners to estate planning attorneys.

Transportation

Within the Transportation vertical, Penton reaches aviation professionals globally through its global Aviation brands. In automotive and trucking, Penton provides business information to professionals who design, build, buy, sell, operate and support cars, light vehicles, trucks and trailers worldwide.

Design & Manufacturing

Within the Design & Manufacturing vertical, Penton provides information and education on new applications, emerging technologies and product trends for customers in design engineering, sourcing and manufacturing. Penton's brands include IndustryWeek, the only brand which covers the US manufacturing industry, Electronic Design and Machine Design, which are sources for design solutions and in-depth technology information and SourceESB, a data tool that provides distributor information on parts from manufacturers worldwide. In 2016, Penton launched the IoT Institute, to focus on the emergence of new technologies which provides an online community, live events and research to educate and promote best practices for the industrial sector engaged in the "Internet of Things" market.

(e) Management and employees

Penton has an experienced executive management team; each member has been employed by Penton for an average of eight years and has extensive experience in information and media services. Informa intends to incentivise and retain those members of Penton's executive management team who are key to the future business of the Enlarged Group.

As of 31 December 2015, Penton had approximately 1,100 employees, with the vast majority located in the United States (over 95 per cent.) and in Europe (less than 5 per cent.). Penton's headquarters are in New York, New York. Over 50 per cent. of Penton's employees are located in four main US offices.

PART IV

DETAILS OF THE ACQUISITION

1. Structure of the Acquisition

The Acquisition will be effected by way of a merger under Delaware law between Informa Merger Sub, a direct, wholly-owned subsidiary of Informa USA incorporated for the purposes of effecting the Acquisition, with and into Penton, with Penton continuing as the Surviving Corporation. As a result of the Acquisition, Informa USA, an indirect, wholly-owned subsidiary of Informa, will become the holder of the entire issued and outstanding capital stock of Penton.

2. Principal terms of the Merger Agreement

(a) ***Introduction***

On 15 September 2016, the Merger Agreement was entered into between Informa, Informa USA, Informa Merger Sub, Penton and Penton LLC. Pursuant to the Merger Agreement, and subject to the satisfaction or waiver of the conditions set out therein, the parties have agreed to effect a business combination through a merger under Delaware law of Informa Merger Sub with and into Penton, with Penton continuing as the Surviving Corporation.

On Closing:

- each share of capital stock of Informa Merger Sub issued and outstanding immediately prior to Closing will, by virtue of the merger, automatically convert into one validly issued, fully-paid and non-assessable share in the Surviving Corporation;
- each Penton Share issued and outstanding immediately prior to Closing that is owned by Penton or any of its subsidiaries (each an "**Excluded Share**") shall automatically be cancelled and extinguished and shall cease to exist, and no consideration shall be delivered in exchange therefor;
- each Penton Share issued and outstanding immediately prior to Closing (other than the Excluded Shares) will, by virtue of the merger, be cancelled and extinguished and automatically convert into a right to receive: (i) a portion of the cash consideration payable in respect of the Acquisition; (ii) a certain number of Consideration Shares; and (iii) a portion of the other amounts (if any) payable in respect of the Penton Shares (pursuant to specified post-Closing adjustments to the purchase price and certain other post-Closing payments); and
- each Penton Option (other than those that are "underwater") outstanding and unexercised immediately prior to Closing will be cancelled immediately prior to Closing and holders of such options will be entitled to receive: (i) a portion of the cash consideration payable in respect of the Acquisition; (ii) a certain number of Consideration Shares; and (iii) a portion of the other amounts (if any) payable in respect of the Penton Options (pursuant to specified post-Closing adjustments to the purchase price and certain other post-Closing payments).

(b) ***Consideration***

The total net consideration for the Acquisition will be $1,558 million (£1,180 million), subject to certain customary adjustments and payments to reflect (i) that the Acquisition will be made on a cash-free, debt-free basis and on the basis of a normalised level of working capital at Closing, and (ii) that the holders of Penton Shares and Penton Options will be entitled to receive the value of certain post-Closing tax benefits that Penton is expected to be entitled to and that arise from the Acquisition.

The consideration for the Acquisition will comprise: (i) payment of the cash consideration and (ii) allotment and issuance of the Consideration Shares, in each case, to the holders of the Penton Shares and the Penton Options.

The cash portion of the consideration shall be an amount equal to $1,458 million (£1,105 million) and will be (i) increased by the amount of cash and cash equivalents held by the Penton Group at Closing, (ii) decreased by the amount of indebtedness of the Penton Group at Closing, (iii) increased (or decreased) by the amount of any working capital (as determined at Closing) excess (or shortfall) over (or less than) a target level of working capital and (iv) decreased by the amount of certain transaction expenses incurred by Penton on its own behalf or on behalf of the holders of the Penton Shares and Penton Options that remain unpaid at Closing. These adjustments are made pursuant to a customary pre-closing estimate and post-closing "true-up" procedure. In addition to these adjustments, Informa USA is required to pay the holders of the Penton Shares and Penton Options an amount equal to the value of certain post-Closing tax benefits that Penton is expected to be entitled to and that arise from the Acquisition.

Subject to the receipt of certain documents (including a duly executed Lock-up Agreement), the relevant portion of the Consideration Shares will be allotted and issued to each holder of Penton Shares and Penton Options on the date of Closing. The number of Consideration Shares to be allotted and issued for the Acquisition will be equal to the product of (i) $100,000,000, divided by (ii) the Measurement Price. The "**Measurement Price**" is a price which is equal to 95 per cent. of the volume weighted average closing price per share of the Informa Shares (rounded down to the nearest penny) on the London Stock Exchange for the 10 consecutive trading days ending on (and including) the third trading day immediately prior to the date of Closing (as converted into US dollars at the average exchange rate over such 10 trading day period as published by Bloomberg).

(c) ***Conditions***

Closing is conditional upon satisfaction of certain conditions prior to the long-stop termination date, including, among other things:

- Informa having obtained approval by the Informa Shareholders of the Resolution to be proposed at the General Meeting;
- the expiry or termination of any waiting periods under applicable US competition laws relating to the Acquisition;
- no statute, rule, regulation, executive order, decree, temporary restraining order, preliminary or permanent injunction or other order issued by any court of competent jurisdiction or other governmental entity or other legal restraint or prohibition preventing the consummation of the Acquisition shall be in effect, and no action having been commenced that seeks to prevent the Acquisition;
- the Rights Issue Admission having occurred;
- the accuracy of representations and warranties given by Penton, Penton LLC, Informa, Informa USA and Informa Merger Sub (in respect of certain representations and warranties, subject to a materiality or material adverse effect threshold);
- compliance (in all material respects) with all covenants required to be performed or complied with by Penton, Penton LLC, Informa, Informa USA and Informa Merger Sub;
- the non-occurrence of a material adverse effect on the Company; and
- the delivery of certain customary closing documentation.

(d) ***Conduct of Penton business prior to Closing***

The Merger Agreement provides that between the date of the Merger Agreement and Closing (or the termination of the Merger Agreement), subject to certain limited exceptions, Penton shall and shall cause each other company in the Penton Group to:

- conduct its business in the ordinary course of business;

- use its reasonable best efforts to preserve substantially intact its business organisation, maintain its rights and franchises and preserve commercially satisfactory relationships with employees, licensors, landlords, independent contractors, customers and suppliers; and

- not undertake certain actions as specified in the Merger Agreement.

(e) ***Other covenants***

The Merger Agreement contains other covenants, including, among other things, that:

- Informa is required to pay the holders of the Penton Shares and Penton Options the value of certain post-Closing tax benefits that Penton is expected to be entitled to and that arise from the Acquisition;

- (subject to certain exceptions) prior to Closing (or the termination of the Merger Agreement), Penton is required to provide Informa USA and Informa Merger Sub with access to books, records, properties and personnel of the Penton Group;

- following Closing, Informa USA is required, and shall procure that the Penton Group companies, retain the books and records of the Penton Group for a period of seven years and make the same available for inspection by Penton LLC;

- Penton, Informa USA and Informa Merger Sub are required to use reasonable best efforts to cause the Acquisition to be consummated as soon as reasonably practicable and Informa, Informa USA and Informa Merger Sub are required to take promptly any and all steps necessary to resolve every impediment to obtaining all clearances, consents, approvals and waivers under applicable competition laws to enable the Acquisition to be effected as soon as reasonably practicable;

- Informa is required to call the General Meeting as soon as reasonably practicable, and use its reasonable best efforts to procure that the Informa Shareholders vote in favour of the Resolution, and the Informa Board is required to recommend that the Informa Shareholders vote in favour of the Resolution and not withdraw, modify or qualify such recommendation (subject to compliance with the Informa Board's statutory and fiduciary duties);

- for a period of six years after Closing, Informa USA and Informa Merger Sub are required to maintain all arrangements (including specified insurance coverage) relating to indemnification or exculpation of directors, officers, employees and agents of the Penton Group companies with respect to matters occurring prior to Closing;

- between the date of the Merger Agreement and Closing (or the termination of the Merger Agreement), Penton is not permitted to directly or indirectly: (i) provide any information to, or otherwise cooperate in any way with, third parties in relation to any alternative transaction; (ii) make, solicit, negotiate, encourage, act upon or entertain in any way any alternative transaction; (iii) commence, continue or engage in any negotiations or discussions with any person other than Informa USA and its representatives regarding an alternative transaction; or (iv) enter into any agreement with any third party providing for, or otherwise consummating, any alternative transaction;

- (subject to certain exceptions) between the date of the Merger Agreement and Closing (or the termination of the Merger Agreement), Informa and Informa USA are not permitted to contact any employee, customer, supplier or distributor of any Penton Group company in relation to the Acquisition;

- for a period of 12 months following Closing, Informa USA is required to provide continuing employees of each Penton Group company, among other things, with (i) a salary or hourly wage that is no less than the salary or hourly wage previously provided immediately prior to the date of the Merger Agreement (ii) employee benefits which are at least as favourable as those previously provided as of the date of the Merger Agreement or to similarly situated employees of Informa USA and (iii) severance/separation pay which is determined in a manner no less favourable to such terminated employee than the customary severance practice of the Penton Group companies as of the date of the Merger Agreement;

- Penton is required to terminate prior to Closing related-party liabilities and affiliate contracts relating to the Penton Group;
- Informa is required to cause the Consideration Shares Admission to occur within three business days of the relevant Consideration Shares being issued;
- Informa absolutely, unconditionally and irrevocably guarantees the payment and performance of all covenants, agreements and obligations of each of Informa USA and Informa Merger Sub under the Merger Agreement; and
- (subject to certain exceptions) Informa shall not undertake certain actions including, among other things (i) issuing, selling, pledging, subdividing, consolidating, reclassifying, repurchasing, redeeming or encumbering Informa Shares, or (ii) declaring or paying any dividends or distributions, in each case during the period commencing on the 10 consecutive trading days ending on (and including) the third trading day immediately prior to the date of Closing and ending on Closing (or the termination of the Merger Agreement).

(f) ***Representations and warranties***

The Merger Agreement contains warranties that are customary for a US acquisition transaction given by Penton in relation to, among other things:

- incorporation and corporate power and authority to enter into the Merger Agreement;
- capitalisation of the Penton Group companies;
- financial statements, undisclosed liabilities and title to assets;
- consents and approvals in connection with entry into the Merger Agreement and consummation of the Acquisition;
- material contracts, absence of any events or changes which would have a material adverse effect on Penton, absence of litigation and compliance with laws;
- employment, labour matters and employee benefits, environmental matters, intellectual property, insurance, real estate, takeover laws and tax matters; and
- business relationships and related party transactions.

The Merger Agreement also contains warranties (that are customary for a US acquisition transaction) given by Informa, Informa USA and Informa Merger Sub in relation to, among other things:

- incorporation and corporate power and authority to enter into the Merger Agreement;
- consents and approvals in connection with entry into the Merger Agreement and consummation of the Acquisition; and
- financing and the Consideration Shares.

The Merger Agreement also contains warranties (that are customary for a US acquisition transaction) given by Penton LLC (in its capacity as a holder of Penton Shares and in its capacity as the representative of the holders of the Penton Shares and Penton Options) in relation to, among other things:

- incorporation and corporate power and authority to enter into the Merger Agreement;
- consents and approvals in connection with entry into the Merger Agreement and consummation of the Acquisition; and

- its ownership of Penton Shares.

The representations and warranties given by Penton, Informa, Informa USA and Informa Merger Sub terminate at Closing and, other than in the case of fraud, no claim can be brought following Closing for a breach of a representation or warranty. Certain of the representations and warranties given by Penton LLC terminate at Closing but the majority of such representations and warranties survive Closing until the eighteen (18) month anniversary of the date of Closing.

The Merger Agreement does not contain any general indemnity given by Penton in favour of Informa and accordingly, other than in the event of fraud, Informa will not have any recourse against the holders of Penton Shares for any breach of Penton's representations and warranties.

(g) ***Termination***

The Merger Agreement provides for a long-stop termination date of 15 December 2016 and, subject to certain exceptions, may be terminated by the parties if Closing has not occurred by that date.

In addition, the Merger Agreement may be terminated and the Acquisition aborted before Closing (subject to certain exceptions):

- by mutual written consent of Informa USA and Penton;
- by either Informa USA or Penton, if any governmental authority enjoins, restrains or prohibits the Acquisition, or if any other legal restraint or prohibition preventing consummation of the Acquisition shall be in effect;
- by Informa USA, if Penton or Penton LLC breaches or fails to perform any of its representations, warranties, covenants or agreements which breach would give rise to a failure of a condition (subject to certain rights to cure a breach);
- by Penton, if Informa, Informa USA or Informa Merger Sub breaches or fails to perform any of its representations, warranties, covenants or agreements which breach would give rise to a failure of a condition (subject to certain rights to cure a breach);
- by Penton, if the Informa Board fails to recommend to the Informa Shareholders that they vote in favour of the Acquisition or the Informa Board withdraws, modifies or qualifies such recommendation, unless the reason for such failure or withdrawal is a breach by Penton or Penton LLC of its representations, warranties, obligations or covenants which breach would give rise to a failure of a condition;
- by Penton or Informa USA, if the Acquisition is not approved by the Informa Shareholders at the General Meeting;
- by Penton, if the Rights Issue Admission has not become effective on or prior to 29 November 2016; or
- by Informa USA, if Penton has not provided a copy of the written consent of its shareholders to adopt and approve the Merger Agreement and the Acquisition within 48 hours of the date of the Merger Agreement.

(h) ***Break Fee***

If the Merger Agreement is terminated for any of the following reasons, Informa USA is required to pay the Break Fee to Penton:

- if the Informa Board fails to recommend to the Informa Shareholders that they vote in favour of the Acquisition or the Informa Board withdraws, modifies or qualifies such recommendation, unless the reason for such failure or withdrawal is a breach by Penton or Penton LLC of its representations, warranties, obligations or covenants which breach would give rise to a failure of a condition;

- if the Rights Issue Admission has not become effective on or prior to 29 November 2016; or
- if the Acquisition is not approved by the Informa Shareholders at the General Meeting (or if the General Meeting is adjourned on more than three consecutive occasions or to a date later than 1 December 2016).

3. Principal terms of the Lock-up Agreements

Pursuant to the terms of the Merger Agreement, issuance of the Consideration Shares to the holders of the Penton Shares and Penton Options is subject to receipt by Informa of duly executed Lock-up Agreements by each such holder of Penton Shares and Penton Options (or certain other events).

Under a Lock-up Agreement, the relevant holder of Penton Shares or Penton Options is subject to a lock-up period of 12-months following Closing during which such holder of Penton Shares or Penton Options agrees not to sell, assign, dispose of, monetise or otherwise transfer its Consideration Shares.

There are certain limited exceptions to the lock-up restrictions, including any transfers:

- by a natural person pursuant to a will, intestacy, to an immediate family member or to a nominee or custodian of an immediate family member;
- by employees who ceased to be employed by the Penton Group companies;
- pursuant to law or regulation; and
- pursuant to a takeover offer or scheme of arrangement, a share buy-back or in connection with the insolvency of Informa.

PART V

FINANCIAL INFORMATION ON PENTON

Section A: Financial Information on Penton

The following pages set out consolidated financial information relating to Penton prepared under IFRS for the years ended 31 December 2015, 31 December 2014 and 31 December 2013.

CONSOLIDATED INCOME STATEMENT

	Notes	*2015*	*2014*	*2013*
		For the year ended 31 December		
			($m)	
Continuing operations				
Revenue	4	368.1	360.7	347.5
Net operating expenses	6	(352.2)	(289.8)	(287.3)
Adjusted operating profit		108.7	103.2	93.6
Amortisation of acquired intangibles	7	(21.0)	(23.4)	(26.5)
Impairment of intangibles and goodwill	7	(67.6)	(5.5)	(2.2)
Other adjusting items	7	(4.2)	(3.4)	(4.7)
Operating profit		15.9	70.9	60.2
Profit on disposal of subsidiaries	16	–	–	3.8
Finance costs	10	(48.6)	(51.1)	(42.2)
(Loss)/profit before tax		(32.7)	19.8	21.8
Tax (charge)/credit	11	(1.5)	73.8	(10.9)
(Loss)/profit for the year		(34.2)	93.6	10.9

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Notes	*2015*	*2014*	*2013*
		For the year ended 31 December		
			($m)	
(Loss)/profit for the year		(34.2)	93.6	10.9
Items that will not be reclassified subsequently to profit or loss:				
Actuarial gain/(loss) on defined benefit pension schemes	31	1.8	(8.7)	16.5
Tax relating to items that will not be reclassified to profit or loss	25	(0.7)	3.0	–
Total items that will not be reclassified subsequently to profit or loss		1.1	(5.7)	16.5
Total items that may be reclassified subsequently to profit or loss		–	–	–
Other comprehensive income/(expense) for the year		1.1	(5.7)	16.5
Total comprehensive (expense)/income for the year		(33.1)	87.9	27.4

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	For the year ended 31 December				
	Share capital	*Treasury shares*	*Share premium account*	*Retained deficit*	*Total equity*
			($m)		
At 1 January 2013	–	–	275.8	(452.6)	(176.8)
Profit for the year	–	–	–	10.9	10.9
Actuarial gain on defined benefit pension schemes (Note 31)	–	–	–	16.5	16.5
Total comprehensive income for the year	–	–	–	27.4	27.4
Issue of shares	–	–	0.1	–	0.1
Share award expense (Note 9)	–	–	–	0.6	0.6
Credit to equity for share-based payments (Note 25)	–	–	–	–	–
Own shares purchased	–	(18.6)	–	–	(18.6)
At 1 January 2014	–	(18.6)	275.9	(424.6)	(167.3)
Profit for the year	–	–	–	93.6	93.6
Actuarial loss on defined benefit pension schemes (Note 31)	–	–	–	(8.7)	(8.7)
Tax relating to components of other comprehensive income (Note 25)	–	–	–	3.0	3.0
Total comprehensive income for the year	–	–	–	87.9	87.9
Share award expense (Note 9)	–	–	–	0.4	0.4
Credit to equity for share-based payments (Note 25)	–	–	–	1.6	1.6
At 1 January 2015	–	(18.6)	275.9	(334.7)	(77.4)
Loss for the year	–	–	–	(34.2)	(34.2)
Actuarial gain on defined benefit pension schemes (Note 31)	–	–	–	1.8	1.8
Tax relating to components of other comprehensive income (Note 25)	–	–	–	(0.7)	(0.7)
Total comprehensive income/(loss) for the year	–	–	–	(33.1)	(33.1)
Share award expense (Note 9)	–	–	–	0.6	0.6
Credit to equity for share-based payments (Note 25)	–	–	–	10.6	10.6
At 31 December 2015	–	(18.6)	275.9	(356.6)	(99.3)

CONSOLIDATED BALANCE SHEET

	Notes	*For the year ended 31 December* 2015	2014	2013
			($m)	
Non-current assets				
Goodwill	13	402.5	384.9	384.9
Other intangible assets	14	147.9	161.2	188.6
Property and equipment	17	8.0	7.7	7.9
Investments		0.7	0.7	0.8
Deferred tax assets	25	61.4	52.4	0.6
Derivative financial instruments	27	–	0.8	2.4
Other receivables	12	0.7	0.7	0.7
		621.2	608.4	585.9
Current assets				
Inventory	19	0.2	0.2	0.3
Trade and other receivables	20	65.4	60.7	63.8
Cash and cash equivalents	21	12.8	33.5	3.4
		78.4	94.4	67.5
Total assets		699.6	702.8	653.4
Current liabilities				
Short-term borrowings	26	–	(4.6)	(4.6)
Current tax liabilities		(1.1)	(0.7)	(0.3)
Provisions	24	(0.6)	(0.7)	(2.5)
Trade and other payables	22	(22.3)	(26.1)	(37.9)
Deferred income	23	(92.4)	(79.6)	(75.6)
		(116.4)	(111.7)	(120.9)
Non-current liabilities				
Long-term borrowings	26	(653.7)	(641.8)	(654.8)
Deferred tax liabilities	25	(2.8)	–	(27.2)
Retirement benefit obligation	31	(19.3)	(20.2)	(13.0)
Provisions	24	(0.4)	(0.4)	(0.1)
Trade and other payables	22	(6.3)	(6.1)	(4.7)
		(682.5)	(668.5)	(699.8)
Total liabilities		(798.9)	(780.2)	(820.7)
Net liabilities		(99.3)	(77.4)	(167.3)
Equity				
Share capital	28	–	–	–
Treasury shares	28	(18.6)	(18.6)	(18.6)
Share premium account		275.9	275.9	275.9
Retained earnings		(356.6)	(334.7)	(424.6)
Total shareholders' deficit		(99.3)	(77.4)	(167.3)

CONSOLIDATED CASH FLOW STATEMENT

	Notes	*For the year ended 31 December* 2015	2014	2013
			($m)	
Operating activities				
Cash generated by operations	30	117.5	104.8	93.2
Income taxes paid		(0.1)	–	(0.1)
Interest paid and interest rate cap		(42.2)	(44.3)	(32.7)
Net cash inflow from operating activities		75.2	60.5	60.4
Investing activities				
(Increase)/decrease in restricted cash		(0.1)	0.1	(0.2)
Purchase of property and equipment	17	(3.1)	(2.8)	(3.1)
Proceeds on disposal of property and equipment		–	0.8	–
Purchase of intangible software assets	14	(12.5)	(9.7)	(9.3)
Acquisition of subsidiaries, net of cash acquired		(83.5)	(1.9)	(50.3)
Cash inflow on disposal of subsidiaries	16	–	–	8.6
Net cash outflow from investing activities		(99.2)	(13.5)	(54.3)
Financing activities				
Repayment of loans		(105.7)	(23.9)	(718.1)
New loan advances		109.0	7.0	729.9
Proceeds from options exercised		–	–	0.1
Cash (outflow) from the purchase of share capital	28	–	–	(18.6)
Net cash inflow/(outflow) from financing activities		3.3	(16.9)	(6.7)
Net (decrease)/increase in cash and cash equivalents		(20.7)	30.1	(0.6)
Cash and cash equivalents at beginning of the year		33.5	3.4	4.0
Cash and cash equivalents at end of the year	21	12.8	33.5	3.4

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended 31 December 2015, 2014 and 2013.

1. General information

Penton Business Media Holdings, Inc. ("**Penton**" or the "**Company**") was established in 2005 and is controlled by Penton Business Media Holdings, LLC.

The Consolidated Financial Statements as at 31 December 2015, 2014 and 2013 and for the years then ended comprise those of the Company and its subsidiaries (together referred to as the Penton Group).

These financial statements are presented in United States Dollars ("**USD**"), the functional and reporting currency of the parent company. Foreign operations are included in accordance with the policies set out in Note 2.

Penton is a leading exhibitions and professional information services company, primarily based in the United States, which provides products and services that deliver proprietary business information to owners, operators, managers and professionals in the industries it serves. With these products and services, Penton offers suppliers multiple ways to reach their customers as part of their sales and marketing efforts. Penton's products and services comprise a portfolio of exhibitions, conferences, digital subscription data brands, print and digital insight products, learning tools and specialist content and marketing solutions.

2. Significant accounting policies

Basis of preparation

The consolidated financial statements of Penton have been prepared in accordance with IFRS adopted by the European Union.

Basis of accounting

The Consolidated Financial Statements have been prepared on the historical cost basis, except for derivative financial instruments which are measured at fair value. The principal accounting policies adopted, all of which have been consistently applied, are set out below. The Consolidated Financial Statements are prepared on a going concern basis.

Basis of consolidation

The Consolidated Financial Statements incorporate the accounts of the Company and all of its subsidiaries. Control is achieved where the Company has the power to govern the financial and operating policies of an investee entity, has the rights to variable returns from its involvement with the investee and has the ability to use its power to affect its returns. The results of subsidiaries acquired or sold are included in the Consolidated Financial Statements from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the results of acquired subsidiaries to bring their accounting policies into line with those used by other members of the Penton Group.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Revenue

Revenue is measured at the fair value of consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, VAT and other sales related taxes, and provisions for returns and cancellations. Where revenue contracts have multiple elements all aspects of the transaction are considered to determine whether these elements can be separately identified. Where transaction elements can be separately identified and revenue can be allocated between them on a fair and reliable basis, revenue for each element is accounted for according to the relevant policy below. Where transaction elements cannot be separately identified, revenue is recognised over the contract period.

The principal revenue recognition policies, as applied by the Penton Group's major businesses, are as follows:

Subscription income for print and digital products is deferred and recognised evenly over the term of the subscription.

Revenue from exhibitions, trade shows, conferences and learning events is recognised when the event is held, with advance receipts recognised as deferred income in the Consolidated Balance Sheet.

Copy sales revenue is recognised upon shipment, net of an allowance for returns.

Advertising revenue for print products is recognised on the print publications' mailing date.

Advertising revenue for digital products is recognised in the period the obligation is fulfilled or delivered.

Marketing services revenue is recognised as services are rendered.

The Company also derives revenue from various licensing agreements, which grant the licensee rights to use the trademarks and brand names of the Company in connection with the manufacture and sale of certain designated products. Licensing revenue is recognised as earned over the life of the contract.

Barter transactions

The Penton Group trades advertisements in its print and online properties, as well as trade show booths and sponsorships, in exchange for services, including space and booths at trade shows of other companies, advertising in print and online properties of other companies, hotel accommodation and distribution-related services. Because the services exchanged are dissimilar, the revenue from barter transactions is recorded at fair value and recognised in accordance with the Penton Group's revenue recognition policies. Expense from barter transactions is recorded at fair value and generally recognised as incurred. Revenue from barter transactions was $6.8m, $6.3m and $6.4m during the years ended 31 December 2015, 2014 and 2013, respectively.

Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Business combinations

The acquisition of subsidiaries is accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of fair values of assets given, liabilities incurred or assumed, and equity instruments issued by the Penton Group in exchange for control of the acquiree. Acquisition costs incurred are expensed and included in adjusting items in the Consolidated Income Statement.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be a financial asset or liability will be recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it should not be remeasured until it is finally settled within equity.

Goodwill is measured as the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss, as a bargain purchase gain.

Goodwill

Goodwill arising on the acquisition of subsidiary companies and businesses is calculated as the excess of purchase consideration over the fair value of net identifiable assets and liabilities at the date of acquisition. It is recognised as an asset at cost, assessed for impairment at least annually and subsequently measured at cost less accumulated impairment losses. Any impairment is recognised immediately in the Consolidated Income Statement and is not subsequently reversed.

For the purpose of impairment testing, goodwill is allocated to each of the Penton Group's cash generating units, as defined by the smallest identifiable group of assets that generate inflows that are largely independent from the cash flows of the other cash generating units. Goodwill is tested for impairment annually or more frequently when there is an indication that it may be impaired. Where an impairment test is performed a discounted cash flow analysis is carried out based on the cash flows of the cash generating unit compared with the carrying value of that goodwill. Management estimate the discount rates as the risk adjusted cost of capital for the particular cash generating units. If the recoverable amount of the cash generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

Upon disposal, the attributable carrying value of goodwill is included in the calculation of the profit or loss on disposal.

Intangible assets

Intangible assets are initially measured at cost. For business combinations, cost is calculated based on the Penton Group's valuation methodologies (Note 15). These assets are amortised over their estimated useful lives on a straight-line basis, which are as follows:

Membership, subscriber and customer lists	2-17 years
Non-compete agreements	4-10 years
Advertiser lists	3-20 years
Trademarks	2-10 years
Other	6-10 years

Software which is not integral to a related item of hardware is included in intangible assets. Capitalised internal-use software costs include external direct costs of materials and services consumed in developing or obtaining the software, and payroll and payroll related costs for employees who are directly associated with, and who devote substantial time to, the project with allocation of these costs based on time worked on projects. Capitalisation of these costs ceases no later than the point at which the project is substantially complete and available for use. These costs are amortised on a straight-line basis over their expected useful lives.

The expected useful lives of intangible assets are reviewed annually.

Property and equipment

Property and equipment is recorded at cost less accumulated depreciation and provision for impairment. Depreciation is provided to write off the cost less the estimated residual value of property and equipment on a straight-line basis over the estimated useful lives of the assets. The rates of depreciation are as follows:

Leasehold improvements	Over life of the lease
Equipment, fixtures and fittings	3-10 years

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the net sale proceeds and the carrying amount of the asset and is recognised in the Consolidated Income Statement.

Impairment of tangible and intangible assets excluding goodwill

At each reporting date, the Penton Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Penton Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Inventory

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and expenses incurred in bringing the inventory to its present location and condition. Net realisable value represents the estimated selling price less marketing and distribution costs expected to be incurred.

Foreign currencies

Transactions in currencies other than the entity's functional currency are recorded at the rates of exchange prevailing on the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated at the rates ruling at that date. These translation differences are disclosed in the Consolidated Income Statement.

Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in the Consolidated Income Statement for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in equity.

The Consolidated Balance Sheets of foreign subsidiaries are translated into US dollars at the closing rates of exchange. The income statement results are translated at an average rate recalculated each month.

Foreign exchange differences arising from the translation of opening net investments in foreign subsidiaries at the closing rate are taken directly to the translation reserve. In addition, foreign exchange differences arising from retranslation of the foreign subsidiaries' results from monthly average rate to closing rate are also taken directly to the Penton Group's translation reserve. Such translation differences are recognised in the Consolidated Income Statement in the financial year in which the operations are disposed of.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Assets held under finance leases and hire purchase contracts are capitalised at their fair value on the inception of the lease and depreciated over the shorter of the period of the lease and the estimated useful economic lives of the assets. The corresponding liability to the lessor is included in the Consolidated Balance Sheet as a finance lease obligation. Finance charges are allocated over the period of the lease in proportion to the capital amount outstanding and are charged to the Consolidated Income Statement.

Operating lease rentals (net of any incentives received from the lessor) are charged to the Consolidated Income Statement in equal annual amounts over the lease term.

Rental income from sub-leasing property space is recognised on a straight-line basis over the term of the relevant lease and is matched with the corresponding payments made under the head lease.

Taxation

The tax expense represents the sum of the current tax payable and deferred tax.

Current tax is based on taxable profit for the year. Taxable profit differs from net profit as reported in the Consolidated Income Statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Penton Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

A current tax provision is recognised when the Penton Group has a present obligation as a result of a past event. It is probable that the Penton Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation. The provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax nor accounting profit.

Deferred tax is calculated for all business combinations. A deferred tax liability is recognised to the extent that the fair value of the assets for accounting purposes exceeds the value of those assets for tax purposes and will form part of the associated goodwill on acquisition.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates except where the Penton Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the Consolidated Income Statement, except when it relates to items charged or credited in other comprehensive income or directly in equity, in which case the deferred tax is also dealt with in other comprehensive income or equity, respectively.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Penton Group intends to settle its current tax assets and liabilities on a net basis.

Pension costs

The Penton Group operates a 401(k) defined contribution pension scheme in which all of the Penton Group's employees are eligible to participate. The assets of the scheme are held separately from the Penton Group. The pension cost charge associated with this scheme represents contributions payable and is charged as an expense when they fall due.

The Penton Group also operates a funded defined benefit scheme for employees which is closed to future accrual. The cost of providing these benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each reporting date. Past service cost is recognised in the

Consolidated Income Statement in the period of a plan amendment. Net interest is calculated by applying a discount rate to the opening net defined benefit liability or asset. Actuarial gains and losses are recognised in full in the period in which they occur, outside of the Consolidated Income Statement and in the Consolidated Statement of Comprehensive Income.

The retirement benefit obligation recognised in the Consolidated Balance Sheet represents the actual deficit or surplus in the Penton Group's defined benefit scheme. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Share-based payments

The Penton Group issues equity-settled share-based payments to certain employees. A fair value for the equity-settled share awards is measured at the date of grant. The fair value is measured using the Black-Scholes model of valuation. The valuation takes into account factors such as non-transferability, exercise restrictions and behavioural considerations.

An expense is recognised to spread the fair value of each award over the vesting period on a straight-line basis, after allowing for an estimate of the share awards that will actually vest. The estimate of vesting is reviewed annually, with any impact on the cumulative charge being recognised immediately.

Financial assets

Financial assets are recognised in the Penton Group's Consolidated Balance Sheet when the Penton Group becomes a party to the contractual provisions of the instrument.

Financial assets are classified into the following categories: loans and receivables, cash and cash equivalents, and available-for-sale investments. The classification is determined by management upon initial recognition, and it is based on the purpose for which the financial assets were acquired.

Loans and receivables

Trade receivables, loans and other receivables are measured on initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest rate method, less any impairment.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible (with a maturity of three months or less) to a known amount of cash and are subject to an insignificant risk of changes in value. Bank overdrafts that are repayable on demand and form an integral part of the Penton Group's cash management are included as a component of cash and cash equivalents for the purpose of the Consolidated Cash Flow Statement.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each reporting date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been negatively impacted.

For unlisted shares classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- its becoming probable that the borrower will enter bankruptcy or financial reorganisation.

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Penton Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio, as well as observable changes in national or local economic conditions that correlate with increased default risk on receivables. A specific provision will also be raised for trade receivables when there is objective evidence that the Penton Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivable is impaired.

For financial assets carried at amortised cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of a provision account. When a trade receivable is considered uncollectible, it is written off against the provision account. Subsequent recoveries of amounts previously written off are credited against the provision account. Changes in the carrying amount of the provision account are recognised in the Consolidated Income Statement.

Financial liabilities and equity instruments issued by the Penton Group

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into.

An equity instrument is any contract that evidences a residual interest in the assets of the Penton Group after deducting all of its liabilities. Equity instruments issued by the Penton Group are recorded at the proceeds received, net of direct issue costs.

Borrowings

Interest-bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accrual basis in the Consolidated Income Statement using the effective interest rate method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

The Penton Group assesses modifications to the terms of debt instruments when they occur to determine whether the Penton Group's obligation is discharged, cancelled or expired or whether the modification to the terms of the financial liability is substantial. If an exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. If the exchange or modification is not accounted for as an extinguishment, any costs or fees incurred adjust the carrying amount of the instrument and are amortised over the remaining term of the modified debt instrument.

Finance costs

Finance costs of debts are capitalised against the debt value on first drawdown of the debt and are recognised in the Consolidated Income Statement using the effective interest rate method.

Trade payables

Trade payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortised cost using the effective interest method, as set out above, with interest expense recognised on an effective yield basis.

Derecognition of financial liabilities

The Penton Group derecognises financial liabilities when, and only when, the Penton Group's obligations are discharged, cancelled or they expire.

Derivative financial instruments

The Penton Group's activities expose it primarily to the financial risks of changes in interest rates. The derivative instruments utilised by the Penton Group to hedge these exposures are primarily interest rate caps. The Penton Group does not use derivative contracts for speculative purposes.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The Penton Group has elected not to utilise hedge accounting for its derivatives. As a result, changes in the fair value of the derivatives, if any, are immediately recognised in the consolidated statements of income and comprehensive income and on the consolidated statements of cash flows.

A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

Provisions

Provisions are recognised when the Penton Group has a present obligation as a result of a past event, and it is probable that the Penton Group will be required to settle that obligation. Provisions are measured at the Directors' best estimate of the expenditure required to settle the obligation at the reporting date, and are discounted to present value where the effect is material.

Restructuring provisions are recognised when the Penton Group has a detailed formal plan for the restructuring that has been communicated to the affected parties.

Adjusted operating profit

Management present adjusted results (Note 7) to provide additional useful information on underlying performance and trends to shareholders. Adjusted results exclude items that are common across the media sector: amortisation and impairment of goodwill and intangible assets relating to businesses acquired and other intangible asset purchases, costs of acquisition charged to the income statements, restructuring costs and other non-recurring items that, in the opinion of the Directors, would distort underlying results. The term "adjusted" is not a defined term under IFRS and may not therefore be comparable with similarly titled profit measurements reported by other companies. It is not intended to be a substitute for, or superior to, IFRS measurements of profit. Refer to Note 7 for details of adjusting items recorded for the year.

Adoption of new and revised International Financial Reporting Standards ("IFRS")

Standards and interpretations adopted in the current year

The following new standards, amendments and interpretations have been adopted in the current year:

- EU Account Directive (SI 2015/980);
- Amendments to IAS 19 Defined Benefit Plans: Employee Contributions; and
- IFRIC Interpretation 21 Levies.

The adoption of these standards and interpretations has not led to any changes to the Penton Group's accounting policies or had any other material impact on the financial position or performance of the Penton

Group. Other amendments to IFRS effective for the year ending 31 December 2015 have no impact on the Penton Group.

Standards and interpretations in issue, not yet adopted

At the date of authorisation of these financial statements, the following Standards and Interpretations which have not been applied in these financial statements were in issue but have not yet come into effect:

- IFRS 9 Financial Instruments;
- IFRS 15 Revenue from Contracts with Customers;
- IFRS 16 Leases;
- Amendments to IFRS 10, IFRS12 and IAS 28: Investment Entities: Applying the Consolidation Exception;
- Amendments to IFRS 11: Accounting for Acquisitions of Interest in Joint Operations;
- Annual improvements to IFRS's 2012-2014 cycle;
- Amendments to IAS 1: Disclosure Initiative;
- Amendments to IAS 16 and IAS 38: Clarification of Acceptable Methods of Depreciation and Amortisation; and
- Amendments to IAS 27: Equity Method in Separate Financial Statements.

The Directors anticipate that the adoption of these Standards and Interpretations in future periods will have no material impact on the financial statements of the Penton Group, except for the following:

- IFRS 9 is a new standard which enhances the ability of investors and other users of financial information to understand the accounting for financial assets and reduces complexity. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortised cost or fair value, replacing the many different rules in IAS 39. This standard is effective for accounting periods commencing on or after 1 January 2018. Management is yet to assess the full impact of IFRS 9.
- IFRS 15 is a new standard, based on a five-step model framework, which replaces all existing revenue recognition standards. The standard's requirements will also apply to the recognition and measurement of gains and losses on the sale of certain non-financial assets that are not an output of the entity's ordinary activities (e.g., sales of property, plant and equipment or intangibles). This standard is currently effective for accounting periods commencing on or after 1 January 2018. Adoption of the new standard is likely to have an impact on the Penton Group and management is yet to assess the full impact of IFRS 15.
- IFRS 16 is a new leasing standard replacing the current leasing standard (IAS 17). The new standard requires all leases to be treated in a consistent way to the current rules on finance leases, requiring all leases, with limited exceptions, to be disclosed in the statement of financial position. IFRS 16 does not require a lessee to recognise assets or liabilities for short-term leases (12 months or less) or low value leases. The most significant effect of the new requirements will be an increase in lease assets and financial liabilities. IFRS 16 changes the nature of expenses related to those leases. IFRS 16 replaces the straight-line operating lease expense with a depreciation charge for the lease asset (included within operating costs) and an interest expense on the lease liability (included within finance costs). The new standard is effective for accounting periods commencing on or after 1 January 2019. Management is yet to assess the full impact of IFRS 16.

3. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Penton Group's accounting policies, which are described in Note 2, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Critical accounting judgements

In addition to the judgement taken by management in selecting and applying the accounting policies set out above, the Directors have made the following judgements concerning the amounts recognised in the Consolidated Financial Statements.

Impairment of assets

Identifying whether there are indicators of impairment for assets involves a high level of judgement and a good understanding of the drivers of value behind the asset. At each reporting period an assessment is performed in order to determine whether there are any such indicators, which involves considering the performance of our businesses, any significant changes to the markets in which we operate and future forecasts. For impairment testing purposes, goodwill is evaluated at the cash-generating unit ("**CGUs**") level.

There are a number of assumptions management has considered in performing impairment reviews of assets. Note 13 details the assumptions that have been applied. The determination of whether assets are impaired requires an estimation of the recoverable amount of the cash generating units to which assets have been allocated. The recoverable amount calculation requires management to estimate the future cash flows expected to arise from each cash generating unit and determining a suitable discount rate in order to calculate present value.

Identification of intangible assets acquired in business combinations

There are significant judgements involved in assessing the preliminary fair value of assets and liabilities acquired through business combinations, in particular the amount attributed to separate intangible assets such as titles, brands, acquired customer lists and the associated customer relationships as well as the amount attributed to deferred revenues. These judgements impact the amount of goodwill recognised on acquisition. The fair values of assets recognised are based on recognised valuation techniques built, in part, on assumptions around the future performance of the business. The Penton Group has built considerable knowledge of these valuation techniques but notwithstanding this, for significant acquisitions, the Penton Group engages independent valuation specialists.

Capitalisation of internally generated intangibles

When the Penton Group creates an intangible asset where the future economic benefits are greater than the expected costs, the development costs are capitalised if they meet the other requirements of IAS 38 Intangible Assets. The key areas are software development, either for use within the business or building a customer platform. The Penton Group has defined internal processes to ensure compliance with accounting standards and to reconfirm their estimated useful lives and performs reviews on a regular basis.

Key sources of estimation uncertainty

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised.

Valuation and asset lives of separately identifiable intangible assets

In order to determine the value of the separately identifiable intangible assets on a business combination, management is required to make estimates when utilising the Penton Group's valuation methodologies. These methodologies include the use of discounted cash flows and revenue forecasts. For significant acquisitions, management has considered the advice of third party independent valuers in identifying and calculating the valuation of any intangible assets arising on acquisition.

Asset lives are estimated based on the nature of the intangible asset acquired and range between two years and 20 years.

Deferred tax

The Penton Group has carry-forward tax losses and tax credits that are available to offset against future taxable profit. However, deferred tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the unused tax losses or tax credits can be utilised. Management judgement is exercised in assessing whether this is the case. To the extent that actual outcomes differ from management's estimates, deferred tax assets or liabilities may arise in future periods.

Pension assumptions

There are a number of assumptions management has considered which have an impact on the results of the valuation of the pension scheme liabilities at year end. The most significant assumptions are those relating to the discount rate, the rates of increase in salaries and pensions and mortality assumptions. Note 31 details the assumptions which have been adopted based on the advice from independent actuaries.

4. Revenue

An analysis of the Penton Group's revenue is as follows:

	2015	*2014*	*2013*
		($m)	
Exhibitor, Attendee, Sponsorship & Promotion	144.1	125.6	113.8
Marketing Services & Product Advertising – Digital	89.2	76.8	67.0
Marketing Services & Advertising – Print	92.3	116.9	128.6
Subscription and Access Fees	42.5	41.4	38.1
Total revenue from operations	368.1	360.7	347.5

5. Business segments

Business segments

Management has identified three reportable segments based on financial information used by Executive Directors in allocating resources and making strategic decisions. The Penton Group considers the Chief Operating Decision-maker to be the Executive Directors.

The Penton Group's three identified reporting segments under IFRS 8 Operating Segments are as follows:

Events segment

The products of the Events segment include face-to-face exhibitions, conferences and award shows, and any other activities directly related to an event. The Events segment brings together professional and expert communities from similar industries to facilitate the exchange of information and ideas and provide an environment for purchasing decisions to take place.

Digital segment

Penton's digital products and services include a portfolio of specialist subscription-based data, intelligence and information products, Software as a Service subscription to data feeds and a range of specialist B2B marketing and data solutions such as electronic newsletters, webinars, content marketing, online education and directory services. The Digital segment provides targeted, business-critical content, insights and services to owners, operators, managers and professionals to improve knowledge and understanding and provide intelligence to make better decisions and drive to improve marketing outreach and customer engagement. It gives users access to proprietary and marketplace information and offers marketers multiple ways of reaching their customers and prospects.

Print segment

Penton maintains a portfolio of highly regarded, specialist B2B media brands. These products are niche focused, targeting specialists in their respective fields within each of its five key verticals. They provide targeted, business-critical content and insights to owners, operators, managers and professionals in the industry verticals it serves, in the form of specialist B2B magazines, databooks and directories, giving users access to proprietary and marketplace information and offers marketers multiple ways of reaching their customers and prospects. Historically, these brands were predominantly print products but over the last decade Penton has taken a thoughtful and highly customized approach to migrating these properties to digital multi-channel products, based on the pace of demand shift for both users and marketers.

Segment revenue and results

	31 December 2015				
	Print	*Digital*	*Events*	*Unallocated Central*	*Total*
			($m)		
Revenue (Note 4)	111.9	125.9	130.3	–	368.1
Segment operating expense	(106.2)	(81.6)	(60.5)	–	(248.3)
Unallocated central expense				(11.1)	(11.1)
Adjusted operating profit	5.7	44.3	69.8	(11.1)	108.7
Redundancy and restructuring costs (Note 7)	(0.7)	(0.7)	(0.4)	–	(1.8)
Acquisition and integration costs (Note 7)	(0.8)	(0.7)	(0.9)	–	(2.4)
Intangible asset amortisation (Note 7)	(10.4)	(7.7)	(2.9)	–	(21.0)
Impairment (Note 7)	(65.8)	(1.8)	–	–	(67.6)
Operating (loss)/profit	(72.0)	33.4	65.6	(11.1)	15.9
Finance costs	–	–	–	(48.6)	(48.6)
(Loss)/profit before tax	(72.0)	33.4	65.6	(59.7)	(32.7)

Segment revenue and results

	31 December 2014				
	Print	*Digital*	*Events*	*Unallocated Central*	*Total*
			($m)		
Revenue (Note 4)	149.2	106.7	104.8	–	360.7
Segment operating expense	(131.0)	(68.7)	(48.3)	–	(248.0)
Unallocated central expense	–	–	–	(9.5)	(9.5)
Adjusted operating profit	18.2	38.0	56.5	(9.5)	103.2
Redundancy and restructuring costs (Note 7)	(0.8)	(0.4)	(0.2)	–	(1.4)
Acquisition and integration costs (Note 7)	(0.8)	(0.6)	(0.6)	–	(2.0)
Intangible asset amortisation (Note 7)	(11.6)	(8.5)	(3.3)	–	(23.4)
Impairment (Note 7)	(4.5)	(0.9)	(0.1)	–	(5.5)
Operating profit/(loss)	0.5	27.6	52.3	(9.5)	70.9
Finance Costs	–	–	–	(51.1)	(51.1)
Profit/(loss) before tax	0.5	27.6	52.3	(60.6)	19.8

Segment revenue and results

	31 December 2013				
	Print	*Digital*	*Events*	*Unallocated Central*	*Total*
			($m)		
Revenue (Note 4)	168.0	91.0	88.5	–	347.5
Segment operating expense	(149.9)	(59.2)	(39.9)	–	(249.0)
Unallocated central expense	–	–	–	(4.9)	(4.9)
Adjusted operating profit	18.1	31.8	48.6	(4.9)	93.6
Redundancy and restructuring costs (Note 7)	(0.8)	(0.1)	(0.3)	–	(1.2)
Acquisition and integration costs (Note 7)	(1.7)	(0.9)	(0.9)	–	(3.5)
Intangible asset amortisation (Note 7)	(14.0)	(9.1)	(3.4)	–	(26.5)
Impairment (Note 7)	(2.0)	(0.2)	–	–	(2.2)
Operating profit/(loss)	(0.4)	21.5	44.0	(4.9)	60.2
Profit on disposal business	3.8	–	–	–	3.8
Finance Costs	–	–	–	(42.2)	(42.2)
Profit/(loss) before tax	3.4	21.5	44.0	(47.1)	21.8

The accounting policies of the reportable segments are the same as the Penton Group's accounting policies described in Note 2. Adjusted operating profit by operating segment is the measure reported to the Group Chief Executive for the purposes of resource allocation and assessment of segment performance. Finance costs are not allocated to segments, as this type of activity is driven by the central treasury function, which manages the cash positions of the Penton Group.

Segment assets

	2015	*2014*	*2013*
		($m)	
Print	14.5	100.7	109.2
Digital	293.0	264.8	260.1
Events	349.8	284.8	277.8
Total segment assets	657.3	650.3	647.1
Unallocated assets	42.3	52.5	6.3
Total assets	699.6	702.8	653.4

For the purpose of monitoring segment performance and allocating resources between segments, management monitors the tangible, intangible and other assets attributable to each segment. All assets are allocated to reportable segments except for certain corporate balances which include balances receivable from businesses sold and taxation (current and deferred). Assets used jointly by reportable segments are allocated on the basis of the revenues earned by individual reportable segment.

No individual customer amounts to more than 10 per cent. of the Company's revenue.

The Penton Group's revenue by location of customer and segmental assets are predominantly U.S.-based.

6. Operating profit

Operating profit has been arrived at after charging/(crediting):

	Notes	*2015*	*2014*	*2013*
			($m)	
Cost of Sales		62.1	64.2	66.5
Marketing and selling		39.5	41.9	36.7
Staff costs (excluding redundancy costs)		54.4	53.2	52.0
Operating lease expense – Land and buildings	29	5.9	7.1	7.5
Distribution, circulation and fulfilment		30.5	31.0	31.9
Editorial		10.0	9.2	9.3
Other general expenses		38.6	33.1	38.5
Management fees to shareholders		2.0	2.0	2.0
Depreciation of property and equipment		3.0	2.8	2.5
Amortisation of intangible assets	14	30.9	31.8	33.4
Impairment of goodwill and other intangible assets		67.6	5.5	2.2
(Gain)/loss on sale of titles		(0.2)	(0.6)	1.5
Restructuring related costs and other		7.9	8.6	3.3
Total net operating expenses		352.2	289.8	287.3

7. Adjusting items

The following charges/(credits) are presented as adjusting items:

	Note	*2015*	*2014*	*2013*
			($m)	
Redundancy and restructuring costs				
Redundancy costs		0.2	0.3	0.9
Vacant property costs		1.6	1.1	0.3
Acquisition and integration costs		2.4	2.0	3.5
		4.2	3.4	4.7
Intangible amortisation and impairment				
Acquired intangible asset amortisation	14	21.0	23.4	26.5
Impairment – Goodwill	13	40.7	–	–
Impairment – Other intangible assets	14	26.9	5.5	2.2
		88.6	28.9	28.7
Adjusting items in operating profit/(loss)		92.8	32.3	33.4

The principal adjustments made are in respect of:

- Redundancy and vacant property costs.
- Acquisition and integration costs – the costs incurred by the Penton Group in acquiring and integrating business and asset acquisitions.
- Intangible asset amortisation – the amortisation charge in respect of intangible assets acquired through business combinations or the acquisition of trade and assets are excluded from the adjusted results as the charge does not relate to underlying trading. and
- Impairment – the Penton Group tests for impairment on an annual basis or more frequently when an indicator exists. Impairment charges are individually disclosed and are excluded from adjusted results as they do not relate to underlying trading.

8. Staff numbers and costs

The monthly average number of persons employed by the Penton Group (including Directors) during the year:

	Number of employees		
	2015	*2014*	*2013*
Total number of employees	1,122	1,145	1,113

The remuneration of Directors, who are the key management personnel of the Penton Group, is set out below in aggregate for each of the categories specified in IAS 24 Related Party Disclosures (Note 32).

	2015	*2014*	*2013*
		($m)	
Short-term employee benefits	2.0	2.0	2.0
Post-employment benefits	–	–	–
Share-based payment expense	0.6	0.4	0.6
	2.6	2.4	2.6

9. Share-based payments

Under the Company's Equity Incentive Programme, 201,111 shares of common share are authorised for option grants. Under the share option plan, incentive and non-qualified share options may be granted periodically to certain employees, directors, independent contractors, consultants and agents. The options are granted at an exercise price not to exceed the fair value of the underlying shares at the date of the grant. The shares generally vest over a period of between four and five years and have a term of 10 years. Vested options become exercisable during a defined period of time upon an employee's separation of service or a change of control of the Company, as defined.

In February, May and September 2015, a total of four employees of the Company were granted 10,500 options, all of which remain outstanding at 31 December 2015. In February, May, July and December 2014, a total of nine employees of the Company were granted 12,000 options, 9,000 of which remain outstanding at 31 December 2015. In February 2014, one employee exercised 900 options. In February, June and November 2013, a total of 11 employees of the Company were granted a total of 23,500 options, all of which remain outstanding at 31 December 2015. In October and December 2013, two employees exercised 1,900 options.

The Penton Group recognised total expenses of \$0.6m (2014: \$0.4m, 2013: \$0.6m) related to equity-settled share-based payment transactions in the year ended 31 December 2015.

The movement during the year is as follows:

	Number of options		
	2015	*2014*	*2013*
Opening balance	174,833	169,333	151,333
Exercised	–	(900)	(1,900)
Forfeited	(6,000)	(5,600)	(3,600)
Granted	10,500	12,000	23,500
Closing balance	179,333	174,833	169,333

At 31 December 2015, the Company had 160,126 share options that were fully vested or expected to vest, with a weighted average exercise price of \$84.49 and a weighted average remaining contractual life of 6.3 years.

At 31 December 2015, information about options granted and those exercisable is summarised as follows:

Date of grant	*Options outstanding*	*Options exercisable*	*Estimated fair value at grant date*	*Exercise price*	*Weighted-average share price*	*Weighted-average remaining contractual life*
				($)		
01/10/2010	41,000	41,000	19.7	40.0	40.0	4.8
09/03/2011	2,500	2,000	19.7	40.0	32.5	5.2
31/10/2011	20,000	16,300	19.7	40.0	32.5	5.8
21/02/2012	60,333	36,200	19.7	40.0	32.5	6.2
01/09/2012	12,500	7,500	19.7	40.0	32.5	6.7
01/02/2013	8,000	3,200	39.4	111.8	113.5	7.1
15/06/2013	4,500	1,800	39.7	111.8	113.5	7.5
18/11/2013	11,000	4,400	23.2	191.7	113.5	7.9
17/02/2014	2,000	400	23.1	191.7	115.4	8.2
12/05/2014	1,000	200	14.7	254.7	115.4	8.4
17/07/2014	1,000	200	11.6	289.5	115.4	8.6
17/12/2014	5,000	1,000	9.7	305.9	115.4	9.0
24/02/2015	1,000	–	96.8	344.2	310.2	9.2
04/05/2015	8,500	–	93.0	357.0	310.2	9.3
14/09/2015	1,000	–	92.8	357.0	310.2	9.7

10. Finance costs

	Notes	*2015*	*2014*	*2013*
			($m)	
Interest expense on financial liabilities measured at amortised cost		44.0	46.2	29.2
Paid-In-Kind Interest		0.2	0.2	7.8
Amortisation of deferred financing costs		2.3	2.6	1.5
Interest cost on pension scheme liabilities	31	0.7	0.5	1.0
Gain on extinguishment of debt		0.4	–	3.0
Total interest expense		47.6	49.5	42.5
Unrealised gain/(loss) on derivative instruments		1.0	1.6	(0.3)
		48.6	51.1	42.2

11. Taxation

The tax charge comprises:

	Notes	2015	2014 ($m)	2013
Current tax:				
USA		0.5	0.6	0.5
Rest of World		–	–	0.4
Current year		0.5	0.6	0.9
Deferred tax:				
Current year	25	(1.2)	(74.4)	10.0
Tax **credit** in respect of prior year items presented as adjusting item		2.2	–	–
Total tax charge/(credit) on (loss)/profit on ordinary activities		1.5	(73.8)	10.9

The current and deferred tax is calculated on the estimated assessable profit for the year. Taxation is calculated on each jurisdiction based on the prevailing rates of that jurisdiction.

The total tax charge/(credit) for the year can be reconciled to the accounting profit as follows:

	2015		2014		2013	
	($m)	%	($m)	%	($m)	%
(Loss)/profit before tax	(32.7)		19.8		21.8	
Tax (credit)/charge at effective statutory rate of 35% (2014: 35%, 2013: 35%)	(11.5)	35.0	6.9	35.0	7.6	35.0
Tax charge in respect of prior year items	2.3	(7.0)	(0.1)	(0.5)	–	–
Non-deductible impairments	4.0	(12 .2)	0.9	4.5	–	–
Other non-deductible expenses and similar items	0.5	(1.5)	(0.2)	(1.0)	0.9	4.1
State income taxes, net of federal benefit	(0.2)	0.6	(0.4)	(2.0)	(0.5)	(2.4)
Profits taxed at different rates	–	–	–	–	(0.9)	(4.1)
Losses in certain jurisdictions that have not been recognised	–	–	0.4	2.0	–	–
Write down/recognition of deferred tax assets	6.4	(19.5)	(81.3)	(410.7)	3.8	17.4
Total tax charge/(credit) and effective rate for the year	1.5	(4.6)	(73.8)	(372.7)	10.9	50.0

12. Other receivables

Other non-current assets consist of the following at 31 December 2015, 2014 and 2013, respectively:

	2015	2014 ($m)	2013
Long-term deposits	0.3	0.3	0.4
State tax credit	0.4	0.4	0.3
	0.7	0.7	0.7

13. Goodwill

	$m
Cost	
At 1 January 2013	548.3
Additions in the year (See Note 15)	25.9
Adjustments	0.6
At 1 January 2014	574.8
Additions in the year	–
At 1 January 2015	574.8
Additions in the year (See Note 15)	58.2
Adjustments	0.1
At 31 December 2015	633.1
Accumulated impairment losses	–
At 1 January 2013	(189.9)
Impairment losses for the year	–
At 1 January 2014	(189.9)
Impairment losses for the year	–
At 1 January 2015	(189.9)
Impairment losses for the year	(40.7)
Disposals (Note 15)	–
At 31 December 2015	(230.6)
Carrying amount	
At 31 December 2015	402.5
At 31 December 2014	384.9
At 31 December 2013	384.9

Impairment review

As goodwill is not amortised, it is tested for impairment annually, or more frequently if there are indicators of impairment. The testing involves comparing the carrying value of assets of each segment with the recoverable amount derived from latest management cash flow projections. There was a charge of $40.7m for impairment of goodwill in 2015 (2014: $0.0m, 2013: $0.0m). The impairment charge in 2015 is primarily due to the decline in both current and projected publishing revenues within the Print CGU.

In 2015 the number of CGUs has remained at 3 (2014: 3, 2013: 3). The carrying amount of goodwill recorded for each segment is set out below:

Goodwill by CGU	*2015*	*2014*	*2013*
		($m)	
Print	–	39.9	39.9
Digital	193.5	175.3	175.3
Events	209.0	169.7	169.7
	402.5	384.9	384.9

The movements in the carrying amount relate primarily to acquisitions, disposals, foreign exchange movements and other internal reclassifications arising when acquisition intangible valuations are completed.

The recoverable amounts of the CGUs are based on the cash flow projections for each CGU. The key assumptions are those regarding the revenue and operating margin growth rates together with the long-term growth rate and the discount rate applied to the forecast cash flows.

Estimated future cash flows are determined by reference to latest budgets and forecasts for the next eight years approved by management. A short-term growth rate is determined for each of the first eight years based on those budgets and forecasts, after which a long-term perpetuity growth rate is applied. The most recent financial budgets approved by the Board of Directors have been prepared after considering the current economic environment in each of our markets. The estimates of future cash flows are consistent with past experience adjusted for management's estimates of future performance.

Key assumptions	*Long-term market growth rates*			*Discount rates*		
	2015	*2014*	*2013*	*2015*	*2014*	*2013*
Print	(5.0%)	(3.0%)	(2.5%)	9.0%	9.0%	10.5%
Digital	4.0%	4.0%	4.0%	11.5%	11.5%	12.0%
Events	3.0%	3.0%	3.0%	10.0%	10.5%	10.5%

During the year, the discount rates used in the recoverable amount calculations reflect the Penton Group's assessment of the current market and other risks specific to the segments. Long-term growth rates are applied after the forecast period of eight years and do not exceed the long-term average growth prospects for the markets in which the segments operate.

Management has undertaken sensitivity analysis taking into consideration the impact on key impairment test assumptions arising from a range of possible future trading and economic scenarios. The scenarios have been performed separately for each CGU with the sensitivities summarised as follows:

- an increase in the discount rate by 5 per cent.;
- a decrease in the long-term growth rate by 5 per cent. for all CGUs; and
- a decrease in short-term forecast revenue in the first eight years of 25 per cent.

The sensitivity analysis shows that other than the impairments already recorded in 2015, there would be no impairments when applying each scenario individually; however, when applying the above criteria combined, an impairment of $61.2m would arise for the Digital business in 2015 and an impairment of $3.5m would arise for the Print business in 2014. For the other segments, no impairment would result from the scenarios tested in this sensitivity analysis.

14. Other intangible assets

	Membership, subscriber and customer lists	*Non-compete agreements*	*Advertiser lists*	*Trademarks*	*Software*	*Other*	*Total*
				($m)			
Cost							
At 1 January 2013	56.5	1.2	117.9	144.0	23.8	21.2	364.6
Arising on acquisitions in the year	10.9	–	1.0	11.4	0.1	–	23.4
Additions	–	–	–	–	9.3	–	9.3
Disposals	(2.7)	–	(1.5)	(2.6)	(1.1)	–	(7.9)
Write-off	(0.2)	(0.1)	–	–	–	(0.2)	(0.5)
At 1 January 2014	64.5	1.1	117.4	152.8	32.1	21.0	388.9
Arising on acquisitions in the year	0.3	–	–	–	–	–	0.3
Adjustment to prior year acquisitions	–	–	–	–	–	–	–
Additions	–	–	–	–	9.7	–	9.7
Disposals	–	–	–	(0.2)	(5.3)	–	(5.5)
Reclassification	–	–	–	–	0.1	–	0.1
Write-off	(0.3)	–	(6.2)	(1.3)	–	(0.3)	(8.1)
At 1 January 2015	64.5	1.1	111.2	151.3	36.6	20.7	385.4
Arising on acquisitions in the year	1.7	–	7.2	10.2	0.1	13.1	32.3
Additions	–	–	–	–	12.5	–	12.5
Disposals	(22.4)	–	–	–	(3.4)	–	(25.8)
Write-off	–	(0.9)	(46.9)	(4.4)	–	(2.6)	(54.8)
At 31 December 2015	43.8	0.2	71.5	157.1	45.8	31.2	349.6
Amortisation							
At 1 January 2013	(36.2)	(0.4)	(62.7)	(42.9)	(15.8)	(10.4)	(168.4)
Charge for the year	(5.2)	(0.3)	(11.0)	(10.0)	(5.7)	(1.2)	(33.4)
Arising on acquisitions in the year	–	–	–	–	–	–	–
Impairment losses for the year	–	–	(0.2)	(2.0)	–	–	(2.2)
Disposals	1.1	–	0.6	0.8	0.8	–	3.3
Write-off	0.2	0.1	–	–	–	0.1	0.4
At 1 January 2014	(40.1)	(0.6)	(73.3)	(54.1)	(20.7)	(11.5)	(200.3)
Charge for the year	(5.4)	(0.2)	(10.2)	(7.6)	(7.2)	(1.2)	(31.8)
Impairment losses for the year	–	–	(2.8)	(2.7)	–	–	(5.5)
Disposals	–	–	–	–	5.3	–	5.3
Write-off	0.3	–	6.2	1.3	–	0.3	8.1
At 1 January 2015	(45.2)	(0.8)	(80.1)	(63.1)	(22.6)	(12.4)	(224.2)
Charge for the year	(3.9)	(0.1)	(8.9)	(8.1)	(8.5)	(1.4)	(30.9)
Arising on acquisitions in the year	–	–	–	–	–	–	–
Impairment losses for the year	(4.4)	–	(11.3)	(11.2)	–	–	(26.9)
Disposals	22.4	–	–	–	3.5	–	25.9
Write-off	–	0.8	47.0	4.2	–	2.4	54.4
At 31 December 2015	(31.1)	(0.1)	(53.3)	(78.2)	(27.6)	(11.4)	(201.7)
Carrying amount							
At 31 December 2015	12.7	0.1	18.2	78.9	18.2	19.8	147.9
At 31 December 2014	19.3	0.3	31.1	88.2	14.0	8.3	161.2
At 31 December 2013	24.4	0.5	44.1	98.7	11.4	9.5	188.6

Intangible software assets include a gross carrying amount of $45.8m (2014: $36.6m, 2013: $32.1m) and accumulated amortisation of $27.6m (2014: $22.6m, 2013: $20.7m) which relates to software that has been internally generated.

15. Business combinations

Significant acquisitions are as follows:

	TU Automotive 2015	*iNet 2015 ($m)*	*MRO Network 2015 ($m)*	*Aviation Week 2013 ($m)*
Intangible Assets	12.4	16.5	2.6	23.3
Trade and other receivables	1.2	1.2	0.5	5.8
Cash and cash equivalents	0.6	0.2	0.6	–
Property and equipment	–	0.2	–	0.1
Trade and other payables	(0.2)	(0.5)	(0.2)	(1.2)
Deferred Income	(1.7)	(3.0)	(0.9)	(15.5)
Other noncurrent liabilities	(2.3)	–	(0.5)	–
Net assets/liabilities	10.0	14.6	2.1	12.5
Goodwill	28.3	26.4	2.5	25.8
Total cash consideration	38.3	41.0	4.6	38.3
Plus: deferred liabilities assumed	2.3	–	0.5	–
Plus: operating liabilities assumed	0.7	2.7	0.8	14.7
Aggregate purchase price	41.3	43.7	5.9	53.0

Significant Acquisitions

TU Automotive

On 30 December 2015, the Company acquired 100 per cent. of the outstanding shares of TU Automotive from FC Business Intelligence, a company incorporated in the UK. TU Automotive is an events and digital information company serving the connected vehicle segment of the automotive tech market. TU Automotive delivers premiere events, networking, content and analysis on the topics of connected vehicles, mobility, autonomous driving and the downstream implications to related industries.

The disclosure above reflects the fair value of identifiable assets acquired and liabilities assumed at the date of acquisition.

The aggregate purchase price of $41.3m consisted of $38.3m of cash paid at closing, the assumption of certain operating liabilities of approximately $0.7m, and $2.3m of deferred tax liabilities which primarily relate to temporary differences between the book and tax basis of intangible assets other than goodwill resulting from purchase accounting. Acquisition related costs of $1.1m were incurred in 2015 which are recorded in other general expenses.

The business contributed nil profit after tax and nil to revenue of the Penton Group for the period between the date of acquisition and 31 December 2015. If the acquisition had completed on the first day of the financial year, it would have contributed $3.0m profit after tax and $9.7m to revenue of the Penton Group.

The goodwill recognised is primarily related to synergies that management expects to gain from the acquisition.

iNet Interactive

On 15 January 2015, the Company acquired the membership interests of iNET Interactive from Stoddard Hill Media Holdings, LLC, a Delaware limited liability company. iNET Interactive is a leading event and digital information company that focuses on the booming Cloud, Hosting and Data Centre segments of the technology sector. iNET Interactive joins other leading Penton Technology properties such as MSP Mentor, The VAR Guy, Windows IT Pro and IT/Dev Connections serving IT professionals, the IT channel and business decision-makers.

The aggregate purchase price of $43.7m consisted of $41.0m of cash paid at closing, offset by a working capital adjustment of $0.1m received in May 2015, and the assumption of certain operating liabilities of approximately \$2.7m. Acquisition related costs of \$0.7m were incurred in 2015 which are recorded in other general expenses.

The business contributed \$3.6m profit after tax and \$13.2m to revenue of the Penton Group for the period between the date of acquisition and 31 December 2015. If the acquisition had completed on the first day of the financial year, it would have contributed \$3.6m profit after tax and \$13.2m to revenue of the Penton Group.

The goodwill recognised is primarily related to synergies that management expects to gain from the acquisition. The total amount of goodwill is deductible for tax purposes.

Aviation Week

On 1 August 2013, the Company acquired the assets of Aviation Week from McGraw Hill Financial, Inc., a New York corporation. Aviation Week provides information and services to the global aviation industry through an array of products including worldwide live events serving the maintenance, repair and overhaul (MRO) aviation operations, as well as several leading media brands covering both the commercial and business sectors of the aviation industry. The acquisition allows the Company to expand its product offerings for the aviation community it already serves.

The aggregate purchase price of \$53.0m consists of \$38.3m of cash and the assumption of certain operating liabilities of approximately \$14.7m. Acquisition related costs of \$2.0m were incurred in 2013 which are recorded in other general expenses.

The business contributed \$2.2m profit after tax and \$18.2m to revenue of the Penton Group for the period between the date of acquisition and 31 December 2013. If the acquisition had completed on the first day of the 2013 financial year, it would have contributed \$5.9m profit after tax and \$44.1m to revenue of the Penton Group.

Other 2015 Acquisitions

MRO Network

On 30 October 2015, the Company acquired all of the outstanding shares of MRO Network from OAG Aviation Holdings Limited, a Company incorporated in the UK. MRO Network owns 100 per cent. of the shares in MRO Network Print and MRO Network Exhibitions. MRO Network is a London based exhibition company serving the global aviation MRO (maintenance, repair and overhaul) community. MRO Network complements the Penton Aviation Week Network, in particular, the Aviation Week MRO trade shows and conferences franchise and allows the Company to deepen its product offerings for the aviation community it already serves.

The aggregate purchase price of \$5.9m consisted of \$4.3m of cash paid at closing, an estimated working capital adjustment of \$0.3m payable in 2016, the assumption of certain operating liabilities of approximately \$0.8m and \$0.5m of deferred tax liabilities which primarily relate to temporary differences between the book and tax basis of goodwill and other intangible assets resulting from purchase accounting. Acquisition related costs of \$0.4m were incurred in 2015 which are recorded in other general expenses.

World Tea

On 30 September 2015, the Company acquired all of the assets of World Tea from F+W Media, Inc., a Delaware corporation and F+W Trade Show & Trade shows and conferences LLC, a Delaware limited liability company, together. World Tea is an event and digital information company serving the global tea industry. World Tea serves the growing North American specialty multi-billion dollar tea market and its assets complement our Lifestyle and Food properties.

The aggregate purchase price of \$1.8m consisted of \$1.3m of cash paid at closing, a \$0.3m payment due 18 months after closing, and the assumption of certain operating liabilities of approximately \$0.1m. Acquisition related costs of \$0.1m were incurred in 2015 which are recorded in other general expenses.

The goodwill recognised is primarily related to synergies that management expects to gain from the acquisition. The total amount of goodwill is deductible for tax purposes.

Other 2014 Acquisitions

Proven Prospects

On 21 November 2014, the Company acquired certain data content from Proven Prospects Inc., a California corporation. The data will be used by the Company's Equipment Watch websites, which are part of the Company's Infrastructure group.

The aggregate purchase price of $0.2m consists of $0.2m in cash to be paid when all of the data is received in 2015. The aggregate purchase price was allocated entirely to customer lists and will be amortised over three years.

Waste & Recycling News

On 27 March 2014, the Company acquired the customer lists of Waste & Recycling News, a discontinued publication for the waste and recycling industry from Crain Communications Inc., an Illinois corporation and Crain Management Services Inc., a Michigan corporation. The acquired customer lists will be used by the Company's Waste Management and Sustainability brands, which are part of the Company's Financial Services group.

The aggregate purchase price of $0.1m was paid in cash at closing.

Other 2013 Acquisitions

MyITForum.com

On 1 April 2013, the Company acquired the assets of MyITForum.com from MyITForum.com, Inc., an Ohio corporation. MyITForum.com is an online community for Microsoft management professionals and will be part of the Company's Technology group.

The aggregate purchase price of $0.1m consists of $0.03m of cash and $0.03m of contingent consideration to be paid in April 2014. The full purchase price was allocated to customer lists and will be amortised over three years.

16. Disposal of subsidiaries

In 2013, the Company sold the assets of its Clymer franchise and its Broadcast Engineering brand for a combined $8.6m in cash with an additional $1.0m placed in escrow for eighteen months, resulting in a gain of $3.8m. During the year ended 31 December 2014, $0.4m of the $1.0m escrow was released with the balance of $0.6m to be released in 2015. The gain is recognised on the Consolidated Statements of Income and Comprehensive Income as gain on sale of titles.

The Penton Group did not dispose of subsidiaries in the years ended 31 December 2015 or 2014.

17. Property and equipment

	Buildings and leasehold improvements	*Furniture and Fixtures*	*Computer Hardware ($m)*	*Vehicles*	*Total*
Cost					
At 1 January 2013	11.3	7.6	9.5	–	28.4
Additions	0.8	0.3	2.0	–	3.1
Acquisitions of subsidiaries	1.4	0.5	0.3	0.1	2.3
Reclassification	–	–	–	–	–
Disposals	–	(0.6)	(0.7)	–	(1.3)
Exchange differences	–	–	–	–	–
At 1 January 2014	13.5	7.8	11.1	0.1	32.5
Additions	0.6	1.0	1.2	–	2.8
Acquisition of subsidiaries	–	–	–	–	–
Reclassification	–	–	–	–	–
Disposals	(0.3)	(0.4)	(1.5)	–	(2.2)
Exchange differences	–	–	–	–	–
At 1 January 2015	13.8	8.4	10.8	0.1	33.1
Additions	1.5	0.5	1.1	–	3.1
Acquisition of subsidiaries	0.1	0.4	–	–	0.5
Reclassification	–	(0.1)	0.1	–	–
Disposals	(8.1)	(3.6)	(1.2)	–	(12.9)
Exchange differences	–	–	–	–	–
At 31 December 2015	7.3	5.6	10.8	0.1	23.8
Depreciation					
At 1 January 2013	(9.0)	(6.2)	(7.5)	–	(22.7)
Charge for the year	(0.7)	(0.5)	(1.3)	–	(2.5)
Acquisition of subsidiaries	(0.2)	(0.2)	(0.3)	–	(0.7)
Reclassification	–	–	–	–	–
Disposals	–	0.6	0.7	–	1.3
Exchange differences	–	–	–	–	–
At 1 January 2014	(9.9)	(6.3)	(8.4)	–	(24.6)
Charge for the year	(0.7)	(0.5)	(1.6)	–	(2.8)
Acquisition of subsidiaries	–	–	–	–	–
Reclassification	–	–	–	–	–
Disposals	0.2	0.4	1.4	–	2.0
Exchange differences	–	–	–	–	–
At 1 January 2015	(10.4)	(6.4)	(8.6)	–	(25.4)
Charge for the year	(0.8)	(0.6)	(1.6)	–	(3.0)
Acquisition of subsidiaries	(0.1)	(0.3)	–	–	(0.4)
Reclassification	–	0.1	(0.1)	–	–
Disposals	8.1	3.6	1.3	–	13.0
Exchange differences	–	–	–	–	–
At 31 December 2015	(3.2)	(3.6)	(9.0)	–	(15.8)
Carrying amount					
At 31 December 2015	4.1	2.0	1.8	0.1	8.0
At 31 December 2014	3.4	2.0	2.2	0.1	7.7
At 31 December 2013	3.6	1.5	2.7	0.1	7.9

Substantially all of the Penton Group's property and equipment is pledged as collateral against the Penton Group's First and Second Lien Term Loans.

18. Subsidiaries

The listing below shows the principal subsidiary undertakings as at 31 December 2015.

Company	*Country of registration and incorporation*	*Principal activity*	*Ordinary shares held*
Penton Media, Inc.	U.S	Principal operating subsidiary	100%
Penton Business Media, Inc.	U.S	Principal operating subsidiary	100%
Farm Progress Companies, Inc.	U.S	Core operating subsidiary of Farm Progress business	100%
iNET Interactive, LLC	U.S	Core operating subsidiary of iNet Interactive business	100%
MRO Exhibitions Limited	U.K	Core operating subsidiary of MRO business	100%
MRO Print Limited	U.K	Core operating subsidiary of MRO business	100%
TU-Automotive Limited	U.K	Core operating subsidiary of TU-Automotive business	100%

The Consolidated Financial Statements incorporate the financial statements of all entities controlled by the Company as at 31 December each year.

19. Inventory

	2015	*2014*	*2013*
		$m	
Finished goods and goods for resale	0.2	0.2	0.3

Write down of inventory during the year amounted to $0.0m (2014: $0.0m, 2013: $0.8m).

20. Trade and other receivables

	2015	*2014*	*2013*
		$m	
Current			
Trade receivables	57.0	55.4	59.1
Less: provision	(1.0)	(1.2)	(2.4)
Trade receivables, net	56.0	54.2	56.7
Prepayments and accrued income	9.4	6.5	7.1
Total current	65.4	60.7	63.8
Non-current			
Other receivables	–	–	–
Total non-current	–	–	–

The Penton Group has provision policies for its Divisions which have been determined by references to past default experience. Under the normal course of business, the Penton Group does not charge interest on its overdue receivables.

The Penton Group's exposures to credit risk and impairment losses related to trade and other receivables are disclosed in Note 27.

The Directors consider that the carrying amount of trade and other receivables approximates to their fair value.

21. Cash and cash equivalents

	2015	*2014* *$m*	*2013*
Cash at bank and in hand	12.8	33.5	3.4

Included within cash at bank is restricted cash which represents deposits related to medical self-insurance requirements. At 31 December 2015, 2014, and 2013 cash balances totalling $0.3m, $0.2m, and $0.3m respectively, were subject to such restrictions.

The Penton Group's exposure to interest rate risks and a sensitivity analysis for financial assets and liabilities is disclosed in Note 27.

22. Trade and other payables

	2015	*2014* *$m*	*2013*
Current			
Trade payables	7.5	10.7	15.8
Accruals	14.8	15.4	22.1
Total current	22.3	26.1	37.9
Non-current			
Other payables	6.3	6.1	4.7
Total non-current	6.3	6.1	4.7
Total	28.6	32.2	42.6

Other payables include:

	2015	*2014* *$m*	*2013*
Deferred Revenue	2.7	2.7	0.7
Deferred Rent	1.5	1.4	2.0
Other Accruals	2.1	2.0	2.0
Total	6.3	6.1	4.7

Trade payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs.

There are no suppliers who represent more than 10 per cent. of the total balance of trade payables in either 2015, 2014 or 2013.

The Penton Group has financial risk management policies in place to ensure that payables are paid within agreed credit terms. Therefore, under the normal course of business, the Penton Group is not charged interest on overdue payables.

The Informa Directors consider that the carrying amount of trade payables approximates fair value.

23. Deferred income

	2015	2014	2013
		$m	
Subscriptions and Trade show and conference revenue received in advance	92.4	79.6	75.6

24. Provisions

	Contingent Consideration	Property Provision	Redundancy Provision	Total
		$m		
At 1 January 2013	14.3	0.6	0.1	15.0
Increase in year	–	0.3	0.9	1.2
Utilisation	(12.0)	(0.6)	(0.7)	(13.3)
Release	(0.3)	–	–	(0.3)
At 1 January 2014	2.0	0.3	0.3	2.6
Increase in year	–	1.1	0.3	1.4
Utilisation	(1.8)	(0.5)	(0.6)	(2.9)
Release	–	–	–	–
At 1 January 2015	0.2	0.9	–	1.1
Increase in year	–	1.6	0.3	1.9
Utilisation	(0.1)	(1.6)	(0.3)	(2.0)
Release	–	–	–	–
At 31 December 2015	0.1	0.9	–	1.0
2015				
Current liabilities	0.1	0.5	–	0.6
Non-current liabilities	–	0.4	–	0.4
2014				
Current liabilities	0.2	0.5	–	0.7
Non-current liabilities	–	0.4	–	0.4
2013				
Current liabilities	2.0	0.2	0.3	2.5
Non-current liabilities	–	0.1	–	0.1

The property provision represents the estimated excess of rent payable on surplus property leases, plus dilapidation provisions, less rent receivable via sub leases. The property provisions will be fully utilised between one and five years.

25. Deferred tax

	Net Operating Losses	*Goodwill and Intangibles*	*Pensions*	*Other* *$m*	*Share Based Payments*	*Property and Equipment*	*Total*
At 1 January 2013	–	16.5	–	–	–	–	16.5
Credit to Other Comprehensive Income for the year	–	–	–	–	–	–	–
Acquisitions	–	0.1	–	–	–	–	0.1
(Credit)/charge to profit or loss for the year excluding corporation tax rate change	–	10.0	–	–	–	–	10.0
Charge to equity	–	–	–	–	–	–	–
Foreign exchange movements	–	–	–	–	–	–	–
At 1 January 2014	–	26.6	–	–	–	–	26.6
Credit to Other Comprehensive Income for the year	–	–	(3.0)	–	–	–	(3.0)
Acquisitions	–	–	–	–	–	–	–
(Credit)/charge to profit or loss for the year excluding corporation tax rate change	(91.5)	29.5	(4.6)	(9.1)	(0.9)	2.2	(74.4)
Charge to equity	–	–	–	–	(1.6)	–	(1.6)
Foreign exchange movements	–	–	–	–	–	–	–
At 1 January 2015	(91.5)	56.1	(7.6)	(9.1)	(2.5)	2.2	(52.4)
Credit to Other Comprehensive Income for the year	–	–	0.7	–	–	–	0.7
Acquisitions	–	2.7	–	–	–	–	2.7
(Credit)/charge to profit or loss for the year excluding corporation tax rate change	1.2	(7.9)	(0.3)	2.7	(0.2)	3.3	(1.2)
Charge to equity	–	–	–	–	(10.6)	–	(10.6)
Tax charge in respect of prior year presented as an adjusting item	2.2	–	–	–	–	–	2.2
Foreign exchange movements	–	–	–	–	–	–	–
At 31 December 2015	(88.1)	50.9	(7.2)	(6.4)	(13.3)	5.5	(58.6)

Certain deferred tax assets and liabilities have been offset in accordance with the Penton Group's accounting policy. The following is the analysis of deferred tax balances for Consolidated Balance Sheet purposes:

	2015	*2014* *$m*	*2013*
Deferred tax liability	2.8	–	27.2
Deferred tax asset	(61.4)	(52.4)	(0.6)
	(58.6)	(52.4)	26.6

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. As of each reporting date, management considers new evidence, both positive and negative, to determine if a deferred tax asset can be recognised. At 31 December 2014, based upon the weight of all available evidence, including the Company's recent history of pre-tax income, the cumulative pre-tax income generated in the three years ended 31 December 2014 and management's expectations of pre-tax income in the future, it was concluded to recognise a deferred tax asset in the consolidated balance sheet. Further, as of 31 December 2015, management considered positive and negative evidence that existed at that date and has again concluded that it is more likely than not that the Company will realise substantially all of its deferred tax assets.

At 31 December 2015 the Penton Group had $213.0m of federal, $298.9m of state and $0.1m of foreign unused tax losses. At 31 December 2014, the Penton Group had $222.0m of federal and $299.4m of state unused tax losses. At 31 December 2013, the Penton Group had $218.8m of federal and $297.6m of state unused tax losses. At 31 December 2015, a deferred tax asset of $0.0m, at 31 December 2014: $0.0m, at 31 December 2013: $83.9m has not been recognised due to the unpredictability of future taxable profit streams.

26. Borrowings

	Notes	*2015*	*2014*	*2013*
			($m)	
Current				
Term loans		–	4.6	4.6
Total current borrowings		–	4.6	4.6
Non-current				
Term loans		631.7	641.8	644.8
Revolving Credit Facility		22.0	–	10.0
Total non-current borrowings[1]		653.7	641.8	654.8
		653.7	646.4	659.4

1 Borrowings are presented net of debt issuance costs.

There have been no breaches of covenants under the Penton Group's bank facilities during each year. The bank borrowings are guaranteed by material subsidiaries of the Penton Group.

Term loans consist of:

- *First Lien Term Loan* bears interest at a LIBOR floor of 1.0 per cent. plus 3.8 per cent. and a LIBOR floor of 1.3 per cent. plus 4.3 per cent. at 31 December 2015 (5.5 per cent. at 31 December 2014 and 5.5 per cent., 31 December 2013, respectively). At 31 December 2015, 2014, and 2013 respectively, the First Lien Term Loan had $445.6m, $454.2m, $458.9m outstanding excluding deferred financing fees and unamortised original issuance discount. The First Lien Term Loan was previously payable in quarterly instalments of $1.1m with the final principal payment due on 3 October 2019 under the original Credit Agreement. Under the second amendments of the First Lien Term Loan, quarterly instalment payments are no longer required. The outstanding balance is due in full at maturity. Proceeds received from the First Lien Term Loan are net of an original issue discount of $4.6m. Debt issuance costs related to Company's First Lien Term Loan are classified in long-term debt in the consolidated balance sheet.

  The effective interest rate as at 31 December 2015 is 5.1 per cent. (2014: 5.8 per cent., 2013: 5.8 per cent.).

- *Second Lien Term Loan* bears interest at a LIBOR floor of 1.3 per cent. plus 7.8 per cent. (9.0 per cent. at 31 December 2015). At 31 December 2015, 2014 and 2013, the Second Lien Term Loan had respectively $196.1m, $205.0m and $205.0m outstanding excluding deferred financing fees and unamortised original issuance discount. There are no principal payments required under the Second Lien Term Loan which matures on 3 October 2020, at which time the outstanding balance is due in full. Proceeds received from the Second Lien Term Loan are net of an original issue discount of $3.1m. Debt issuance costs related to the Company's Second Lien Term Loan are classified in long-term debt in the consolidated balance sheet.

  The effective interest rate as at 31 December 2015 is 9.3 per cent. (2014: 9.3 per cent., 2013: 9.3 per cent.).

Revolving Credit Facility

- A Revolving Credit Facility of up to $50.0m is available until 3 October 2018, and bears interest at Prime plus 2.8 per cent. (6.0 per cent. at 31 December 2015), or at the Company's option, LIBOR plus 3.8 per cent. (4.2 per cent. at 31 December 2015). Debt issuance costs related to Company's Revolving Credit Facility are classified in long-term debt in the consolidated balance sheet.

  The effective interest rate as at 31 December 2015 is 4.4 per cent. (2014: 4.4 per cent., 2013: 4.2 per cent.).

All borrowings are repayable on change of control of the Company.

The Penton Group had the following committed undrawn borrowing facilities at 31 December:

	2015	*2014*	*2013*
Expiry date		*$m*	
Within one to two years	–	–	–
In more than two years	28.0	50.0	40.0
	28.0	50.0	40.0

The Penton Group's exposure to liquidity risk is disclosed in Note 27.

27. Financial instruments

(a) ***Financial risk management***

The Penton Group has exposure to the following risks from its use of financial instruments:

- Capital risk management;
- Market risk;
- Credit risk; and
- Liquidity risk.

This note presents information about the Penton Group's exposure to each of the above risks, the Penton Group's management of capital, and the Penton Group's objectives, policies and procedures for measuring and managing risk.

The Board of Directors has overall responsibility for the establishment and oversight of the Penton Group's risk management framework. The Penton Group has put in place policies that have been established to identify and analyse financial instrument related risks faced by the Penton Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. These policies provide written principles on funding and investment policies, credit risk, foreign exchange risk and interest rate risk.

(b) ***Capital risk management***

The Penton Group manages its capital to ensure that entities in the Penton Group will be able to continue as a going concern while maximising the return to stakeholders as well as sustaining the future development of the business. In order to maintain or adjust the capital structure, the Penton Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The capital structure of the Penton Group consists of net debt, which includes borrowings (Note 26) and cash and cash equivalents (Note 21), and equity attributable to equity holders of the parent, comprising issued capital (Note 28), reserves and retained earnings.

(c) ***Categories of Financial instruments***

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2.

	Notes	*2015*	*2014*	*2013*
			($m)	
Financial assets				
Trade receivables	20	65.4	60.7	63.8
Cash and cash equivalents	21	12.8	33.5	3.4
Total financial assets		78.2	94.2	67.2
Financial liabilities				
Bank borrowings	26	653.7	646.4	659.4
Trade payables	22	7.5	10.7	15.8
Accruals	22	14.8	15.4	22.1
Other payables	22	6.3	6.1	4.7
Contingent consideration	24	0.1	0.2	2.0
Total Financial liabilities		682.4	678.8	704.0

(d) ***Market risk***

Market risk is the risk that changes in the market prices, such as foreign exchange rates and interest rates, will affect the Penton Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

The Penton Group's activities expose it mainly to the financial risks of changes in interest rates. The Penton Group enters into interest rate caps to mitigate the risk of rising interest rates. Refer to both interest rate risk and foreign currency risk in Note 27(e) and (f) respectively.

The Penton Group does not use derivative contracts for speculative purposes.

(e) ***Interest rate risk***

The Penton Group has no significant interest-bearing assets at floating rates and is exposed to interest rate risk as entities in the Penton Group borrow funds at floating interest rates. Borrowings issued at variable rates expose the Penton Group to cash flow interest rate risk.

The risk is managed by the Penton Group by the use of interest rate cap contracts.

The Penton Group's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk section of this note.

Derivative Transactions

As part of a strategy to maintain an acceptable level of exposure to the risk of interest rate fluctuations, the Company has entered into derivative instruments over the past several years, primarily interest rate caps.

In December 2013, the Company entered into an interest rate cap agreement whereby the LIBOR portion of the Company's total interest rate on $650.0m of the Company's debt will be capped at 1.3 per cent. through 30 June 2016. As part of this agreement, the Company paid an upfront fee of $2.1m. Under the cap agreement, the Company agreed with its counterparties to exchange the difference between the variable interest rates of the Company's term loan, subject to the three-month LIBOR maturity rates, and a 1.3 per cent. fixed rate.

In August 2011, the Company entered into an interest rate cap agreement whereby the LIBOR portion of the Company's total interest rate on $600.0m of the Company's First Lien debt is capped at 1.0 per cent. through 19 February 2014. As part of the agreement, the Company paid an upfront fee of $1.5m. Under the cap agreement, the Company agreed with its counterparties to exchange the difference between the variable interest rates of the Company's term loan, subject to the three-month LIBOR maturity rates, and a 1.0 per cent. fixed rate. This interest rate cap agreement expired in February 2014.

Interest Rate Caps

The Company had the following derivative instruments in effect:

	Cap			*Notional Amount*			*Fair value*		
Outstanding Interest Rate Caps	*2015 %*	*2014 %*	*2013 %*	*2015 $m*	*2014 $m*	*2013 $m*	*2015 $m*	*2014 $m*	*2013 $m*
Within one year	1.3%	–	1.0%	650	–	600	–	–	–
Within one to two years	–	1.3%	–	–	650	–	–	0.8	–
More than two years	–	–	1.3%	–	–	650	–	–	2.4
Total				650	650	1,250	–	0.8	2.4

The Company records derivative financial instruments on the balance sheet at fair value. Management has not elected hedge accounting for its interest rate cap agreements. As a result, the Company's derivative instruments are recorded at fair value with subsequent changes in fair value included in other (expense) income on the consolidated statements of income and comprehensive income and in operating activities on the consolidated statements of cash flows. The Company recorded an unrealised loss of $1.0m, an unrealised loss of $1.6m, and an unrealised gain of $0.3m for the years ended 31 December 2015, 2014, and 2013, respectively. See Note 2 – Fair Value Measurements. The following table details financial liabilities by interest category:

	2015			*2014*			*2013*		
Outstanding Interest Rate Caps	*Floating rate $m*	*Non-interest bearing $m*	*Total $m*	*Floating rate $m*	*Non-Interest bearing $m*	*Total $m*	*Floating rate $m*	*Non-interest bearing $m*	*Total $m*
Bank borrowings	653.7	–	653.7	646.4	–	646.4	659.4	–	659.4
Trade and other payables	–	13.8	13.8	–	16.8	16.8	–	20.5	20.5
Accruals	–	14.8	14.8	–	15.4	15.4	–	22.1	22.1
Contingent consideration	–	0.1	0.1	–	0.2	0.2	–	2.0	2.0
Total	653.7	28.7	682.4	646.4	32.4	678.8	659.4	44.6	704.0

Interest rate sensitivity analysis

If interest rates had been 100 basis points higher or lower and all other variables were held constant, the Penton Group's profit for the year would have decreased or increased by $6.7m (2014: $6.7m, 2013: $6.3m).

(f) ***Foreign currency risk***

The Penton Group's business is predominantly all in net US Dollar ("**USD**"). Although the business has some activity in the United Kingdom and Canada, the Penton Group's exposures to exchange rate fluctuations are minimal.

(g) ***Credit risk***

The Penton Group's principal financial assets are trade and other receivables (Note 20) and cash and cash equivalents, which represent the Penton Group's maximum exposure to credit risk in relation to financial assets.

The Penton Group's credit risk is primarily attributable to its trade and other receivables. The amounts presented in the Consolidated Balance Sheet are net of allowances for doubtful receivables, estimated by the Penton Group's management based on prior experience and their assessment of the current economic environment.

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Penton Group. The Penton Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.

The carrying amount of financial assets recorded in the financial statements, which is net of impairment losses, represents the Penton Group's maximum exposure to credit risk.

Trade receivables

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas and the Penton Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the Penton Group's customer base, including default risk of the industry and country in which the customers operate, has less of an influence on credit risk.

The Penton Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The Penton Group defines counterparties as having similar characteristics if they are related entities.

The Penton Group establishes a provision that represents its estimate of incurred losses in respect of trade and other receivables and investments when there is objective evidence that the asset is impaired. The main components of this provision are a specific loss component that relates to individually significant exposures, and a collective loss component established for groups of similar assets in respect of losses that have been incurred but not yet identified. The collective loss provision is determined by reference to past default experience.

All customers have credit limits set by credit managers and are subject to standard terms of payment for each Division. As the events conferences Division works on a prepaid basis they are not subject to the same credit controls and they have a low bad debt history. The Penton Group is exposed to normal credit risk and potential losses are mitigated as the Penton Group does not have significant exposure to any single customer.

The Informa Directors consider that the carrying amount of trade and other receivables approximates to their fair value.

Ageing of trade receivables:

	2015		*2014*		*2013*	
	Gross *$m*	*Provision*	*Gross*	*Provision* *£m*	*Gross*	*Provision*
Not past due	36.5	0.1	34.3	0.1	35.0	0.1
Past due 0-30 days	10.5	0.1	11.1	0.1	13.5	0.2
Past due 31-60 days	5.2	0.1	6.1	0.1	6.5	0.3
Past due over 60 days	4.8	0.7	3.9	0.9	4.1	1.8
	57.0	1.0	55.4	1.2	59.1	2.4

Movement in the provision:

	2015 £m	2014 $m	2013 $m
Balance at beginning of the year	1.2	2.4	3.2
Provision recognised	0.7	(0.5)	0.1
Receivables written off as uncollectible	(1.1)	(0.8)	(1.0)
Amounts recovered during the year	0.2	0.1	0.1
	1.0	1.2	2.4

In determining the recoverability of a trade receivable, the Penton Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date. The concentration of credit risk is limited due to the customer base being large and unrelated. Accordingly, the directors believe that there is no further credit provision required in excess of the above amounts.

There are no customers who represent more than 10.0 per cent. of the total gross balance of trade receivables in 2015, 2014 or 2013.

(h) ***Liquidity risk***

Liquidity risk is the risk that the Penton Group will not be able to meet its financial obligations as they fall due. Ultimate responsibility for liquidity risk management rests with the Board of Directors, though operationally it is managed by Penton Group management. Penton Group management has built an appropriate liquidity risk management framework for the management of the Penton Group's short-term, medium-term and long-term funding and liquidity management requirements. The Penton Group manages liquidity risk by maintaining adequate reserves, banking and other debt facilities and reserve borrowing position. The Penton Group's policy is to fulfil its borrowing requirements by borrowing in the currencies in which it operates, principally USD, thereby providing a natural hedge against projected future surplus USD cash inflows.

Liquidity and interest risk tables

The following tables detail the Penton Group's remaining contractual maturity for its financial assets and liabilities.

The following tables have been drawn up based on the earliest date on which the Penton Group can settle its financial liabilities. The table includes both interest and principal cash flows.

	Carrying Amount	Contractual cash flows[1]	Less than 1 year	1-2 years	2-5 years	Greater than 5 years
				$m		
31 December 2015						
Non-derivative financial liabilities						
Variable interest rate instruments	653.7	653.7	–	–	653.7	–
Trade and other payables	28.6	28.6	22.3	6.3	–	–
Contingent consideration	0.1	0.1	0.1	–	–	–
Total	682.4	682.4	22.4	6.3	653.7	–
31 December 2014						
Non-derivative financial liabilities						
Variable interest rate instruments	646.4	659.3	4.6	9.2	451.5	194.0
Trade and other payables	32.2	32.2	26.1	6.1	–	–
Contingent consideration	0.2	0.2	0.1	0.1	–	–
Total	678.8	691.7	30.8	15.4	451.5	194.0

	Carrying Amount	Contractual cash flows[1]	Less than 1 year	1-2 years	2-5 years	Greater than 5 years
			$m			
31 December 2013						
Non-derivative financial liabilities						
Variable interest rate instruments	659.4	663.9	4.6	9.2	13.8	636.3
Trade and other payables	42.6	42.6	37.9	4.7	–	–
Contingent consideration	2.0	2.0	1.9	0.1	–	–
Total	704.0	708.5	44.4	14.0	13.8	636.3

(1) Under IFRS 7 contractual cash flows are undiscounted and therefore may not agree with the carrying amounts in the/Consolidated Balance Sheet.

The Penton Group draws down on its bank borrowing facilities at floating rates of interest. The variable interest rate on these borrowings is reset by the bank on a monthly basis and as such it is not possible to estimate the interest payable on these borrowings.

(i) ***Fair value of financial instruments***

The fair value is defined as the amount at which a financial instrument could be exchanged in an arm's length transaction between informed and willing parties and is calculated by reference to market rates discounted to current value.

The fair values of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets is determined with reference to quoted market prices;
- the fair value of other financial assets and financial liabilities (excluding derivative instruments) is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes for similar instruments; and
- the fair value of derivative instruments is calculated using quoted prices. Where such prices are not available, use is made of discounted cash flow analysis using the applicable yield curve for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives.

(j) ***Fair value measurements recognised in the Consolidated Balance Sheet***

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Level 1	*Level 2*	*Level 3*	*Total*
2015		*$m*		
Financial assets				
Derivative financial instruments	–	–	–	–
Financial liabilities				
Contingent Consideration	–	–	(0.1)	(0.1)
Total liabilities at fair value	–	–	(0.1)	(0.1)

	Level 1	*Level 2*	*Level 3*	*Total*
2014		*$m*		
Financial assets				
Derivative financial instruments	–	0.8	–	0.8
Financial liabilities				
Contingent Consideration	–	–	(0.2)	(0.2)
Total assets (liabilities) at fair value	–	0.8	(0.2)	0.6

	Level 1	*Level 2*	*Level 3*	*Total*
2013		*$m*		
Financial assets				
Derivative financial instruments	–	2.4	–	2.4
Financial liabilities				
Contingent Consideration	–	–	(2.0)	(2.0)
Total assets (liabilities) at fair value	–	2.4	(2.0)	0.4

28. Share Capital

Share capital as at 31 December 2015, 2014 and 2013 amounts to $0.0m, $0.0m, and $0.0m respectively. During 2015, the Company also issued nil ordinary shares of $0.1 cents for consideration of $0.0m.

		2015	
		$m	
Issued and fully paid			
1,812,800 ordinary shares of $0.01 each (2014: 1,812,800 $0.01 each, 2013: 1,811,900 $0.01 each)	–	–	–

In October 2013, the Company purchased 161,250 shares of common shares from various shareholders of the Company for $18.6m. These shares are held by the Company and are classified as treasury shares in shareholders' deficit on the Consolidated Balance Sheet. The fair value of the shares held by the Company as at 31 December 2015 were $80.6m (2014: $50.0m, 2013: $18.6m).

29. Operating lease arrangements

	2015	*2014*	*2013*
		$m	
Minimum lease payments under operating leases recognised in Consolidated Income Statement for the year	5.9	7.1	7.5

At the reporting date, the Penton Group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2015	*2014*	*2013*
Land and buildings		*$m*	
Within one year	5.6	6.8	6.5
Within two to five years	13.8	13.8	15.9
After five years	1.7	2.3	3.5
	21.1	22.9	25.9

Operating lease payments on land and buildings represent rentals payable by the Penton Group for certain of its properties. Leases are negotiated for an average term of 8.5 years and rentals are fixed for an average of 3.9 years.

30. Notes to the cash flow statement

	Notes	*2015*	*2014*	*2013*
			$m	
(Loss)/profit before tax		(32.7)	19.8	21.8
Adjustments for:				
Depreciation and amortisation		33.9	34.6	35.9
Finance costs		48.6	51.1	42.2
Impairment of goodwill and other intangible assets		67.6	5.5	2.2
Non-cash charges for share-based payments		0.6	0.4	0.6
Loss/(gain) on disposal of titles		(0.2)	(0.6)	1.5
Profit on disposal of subsidiaries		–	–	(3.8)
Operating cash inflow before movements in working capital		117.8	110.8	100.4
Increase in inventories		–	–	0.2
(Increase)/decrease in receivables		(1.9)	3.4	(9.0)
Increase/(decrease) in payables		1.6	(9.4)	1.6
Movements in working capital		(0.3)	(6.0)	(7.2)
Cash generated by operations		117.5	104.8	93.2

Analysis of Net Debt

	At 1 January 2015	*Non-cash Movements*	*Cash flow*	*Exchange Difference*	*At 31 December 2015*
			$m		
Cash and cash equivalents	33.5	–	(20.7)	–	12.8
Bank loans due in less than one year	(4.6)	–	4.6	–	–
Bank loans due in more than one year	(641.8)	(4.0)	(7.9)	–	(653.7)
Total	(612.9)	(4.0)	(24.0)	–	(640.9)

	At 1 January 2014	Non-cash Movements	Cash flow $m	Exchange Difference	At 31 December 2014
Cash and cash equivalents	3.4	–	30.1	–	33.5
Bank loans due in less than one year	(4.6)	–	–	–	(4.6)
Bank loans due in more than one year	(654.8)	(3.9)	16.9	–	(641.8)
Total	(656.0)	(3.9)	47.0	–	(612.9)

	At 1 January 2013	Non-cash Movements	Cash flow $m	Exchange Difference	At 31 December 2013
Cash and cash equivalents	4.0	–	(0.6)	–	3.4
Bank loans due in less than one year	(6.4)	–	1.8	–	(4.6)
Bank loans due in more than one year	(645.6)	4.4	(13.6)	–	(654.8)
Total	(648.0)	4.4	(12.4)	–	(656.0)

Net debt consists of loans and other borrowings (both current and non-current), less cash and cash equivalents. Net debt reflects the Penton Group's cash and cash equivalents; costs incurred in raising debt and associated capitalised arrangement fees.

31. Retirement benefit schemes

Defined Contribution Scheme

All employees are eligible to participate in the Penton Group's 401(k) plan starting on the first day of the month immediately following their date of hire. Under the plan, employees may defer up to 50.0 per cent. of their pre-tax compensation, subject to federally mandated annual maximums. No Penton Group contributions were made to the Penton Group's 401(k) plan in 2015, 2014, or 2013.

Defined Benefit Scheme and SERP

The Penton Group has a defined benefit scheme and a Supplemental Executive Retirement Plan ("**SERP**"). In 2003, the defined benefit scheme and the SERP were amended to freeze the accruals of any benefits under the plans after 31 December 2003. The benefits accrued in the frozen defined benefit scheme are payable to participants when they qualify for retirement. The frozen SERP, which covers certain former Penton Media, Inc. executives, is an unfunded, non-qualified plan and hence has no plan assets.

Contributions to the defined benefit scheme are determined by a qualified actuary on the basis of annual valuations using the projected unit method.

Through the defined benefit scheme and the SERP, the Penton Group is exposed to a number of potential risks as described below:

- *Asset volatility*: the defined benefit scheme's defined benefit obligation is calculated using a discount rate set with reference to corporate bond yields; however, the defined benefit scheme invests significantly in equities. These assets are expected to outperform corporate bonds in the long term, but provide volatility and risk in the short term.

- *Changes in bond yields*: a decrease in corporate bond yields would increase the Penton Group defined benefit obligation; however, this would be partially offset by an increase in the value of the scheme's bond holdings.

- *Life expectancy*: if the Penton Group schemes' members live longer than expected, the Company schemes' benefits will need to be paid for longer, increasing the Penton Group schemes' defined benefit obligations.

The Trustees and the Penton Group manage risks in the Penton Group defined benefit scheme through the following strategies:

- Diversification: investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.
- Investment strategy: the Trustees are required to review their investment strategy on a regular basis.

There are three categories of pension scheme members:

- Employed Deferred members: currently employed by the Penton Group;
- Deferred members: former employees of the Penton Group; and
- Pensioner members: in receipt of pension.

The Penton Group's defined benefit scheme obligation is valued by projecting the best estimate of future benefit payments and then discounting to the balance sheet date. The valuation method used is known as the Projected Unit Method. The approximate overall duration of the scheme's defined benefit obligation as at 31 December 2015 was 16.1 years (2014: 16.9 years, 16.1 years). This number can be subdivided into the duration related to:

- Deferred members: 17.6 years (2014: 18.7 years, 2013: 18.2 years).
- Retired members: 8.6 years (2014: 8.7 years, 2013: 7.4 years).

Charge to operating profit

The charge to operating profit for the year in respect of pensions was \$0.2m (2014: \$0.2m, 2013: \$0.2m). The net pension charge for the defined benefit schemes in the Consolidated Income Statement for the year was \$0.9m (2014: \$0.7m, 2013: \$1.2m), of which \$0.2m (2014: \$0.2m, 2013: \$0.2m) was charged to operating profit. The Penton Group also operates defined contribution schemes. There were no contributions charged to the Consolidated Income Statement during 2015, 2014, or 2013. The Trustees carry out an actuarial valuation every year.

The result of this valuation determines the level of contributions payable by the Penton Group.

The last actuarial full valuation of the defined benefit scheme was performed by the independent actuaries as at 30 September 2015.

An actuarial valuation was carried out for IAS 19 purposes as at 31 December 2015 by a qualified independent actuary. The Penton Group's contribution over the year was \$0.0m (2014: \$2.2m, 2013: \$1.0m). The Employer expects to pay \$0.0m contributions to the Scheme during the accounting year beginning 1 January 2016 in respect of the deficit.

The assumptions which have the most significant effect on the results of the IAS 19 valuation are those relating to the discount rate. The discount rates applied are:

	Defined Benefit Scheme			*SERP*		
	2015	*2014*	*2013*	*2015*	*2014*	*2013*
Discount rate	3.6%	4.4%	3.5%	3.3%	4.2%	3.2%

The sensitivities regarding the principal assumptions used to measure the scheme liabilities are set out below:

Assumption	*Change in assumption*	*2015 Impact on scheme liabilities*	*2014 Impact on scheme liabilities*	*2013 Impact on scheme liabilities*
Discount rate	Increase/decrease by 0.5%	Decrease/increase by $4.6m	Decrease/increase by $5.1m	Decrease/increase by $4.3m
Rate of mortality	Increase/decrease by 1 year	Increase/Decrease by $0.7m	Increase/Decrease by $0.7m	Increase/Decrease by $0.7m

Amounts recognised in respect of these defined benefit schemes are as follows:

	2015	*2014*	*2013*
		$m	
Recognised in the income statement			
Administrative cost	0.2	0.2	0.2
Net interest cost on net deficit	0.7	0.5	1.0
Total Pension charge	0.9	0.7	1.2

	2015	*2014*	*2013*
		$m	
Analysis of amount recognised in the Consolidated Statement of Comprehensive Income			
Actual return less expected return on scheme assets	(0.8)	1.1	6.3
Experience gain	0.1	(0.4)	0.6
Change in demographic actuarial assumptions	0.5	(1.6)	–
Change in financial actuarial assumptions	2.0	(7.8)	9.6
Actuarial gain/(loss)	1.8	(8.7)	16.5
Movement in deficit during the year			
Deficit in schemes at beginning of the year	(20.2)	(13.0)	(29.3)
Contributions	–	2.2	1.0
Administrative cost	(0.2)	(0.2)	(0.2)
Net finance cost	(0.7)	(0.5)	(1.0)
Actuarial gains/(loss)	1.8	(8.7)	16.5
Deficit in schemes at end of the year	(19.3)	(20.2)	(13.0)

The amounts recognised in the Consolidated Balance Sheet in respect of the Penton Group schemes are as follows:

	Defined Benefit Plan		
	2015	*2014*	*2013*
		$m	
Present value of defined benefit obligations	(60.5)	(64.6)	(54.5)
Fair value of Scheme assets	41.2	44.4	41.5
Deficit in Scheme and liability recognised in the Consolidated Balance Sheet	(19.3)	(20.2)	(13.0)

The SERP scheme liability is recorded in trade and other payables on the consolidated balance sheet. The scheme liabilities balances at 31 December 2015, 2014, and 2013 was $0.8m, $0.8m, and $0.6m. The total amount recognised in other comprehensive loss (income), before tax for 31 December 2015, 2014 and 2013 was $0.0m, $0.1m, and $0.2m.

Changes in the present value of defined benefit obligations are as follows:

	2015	*2014*	*2013*
		$m	
Opening defined benefit obligations	(64.6)	(54.5)	(65.9)
Interest cost	(2.2)	(2.4)	(2.2)
Benefit payments	3.7	2.2	3.5
Actuarial (losses)/gains	2.6	(9.9)	10.1
Closing defined benefit obligation	(60.5)	(64.6)	(54.5)

Changes in the fair value of scheme assets are as follows:

	2015	*2014*	*2013*
		$m	
Opening fair value of scheme assets	44.4	41.5	36.6
Expected return on scheme assets	1.5	1.9	1.2
Actuarial gains	(0.8)	1.2	6.4
Contributions from the sponsoring companies	–	2.2	1.0
Administrative costs	(0.2)	(0.2)	(0.2)
Benefits paid	(3.7)	(2.2)	(3.5)
Closing fair value of scheme assets	41.2	44.4	41.5

The fair value of the assets of held of the defined benefit scheme are as follows:

	Fair value at 31 December 2015	*Fair value at 31 December 2014*	*Fair value at 31 December 2013*
		$m	
Equities	38.9	41.1	37.7
Bonds	2.2	3.2	3.7
Cash	0.1	0.1	0.1
	41.2	44.4	41.5

All the assets listed above have a quoted market price in an active market. The Penton Group scheme assets do not include any of the Penton Group's own financial instruments, nor any property occupied by, or other assets used by, the Penton Group. The actual return on plan assets was $0.5m (2014: $3.1m, 2013: $7.6m).

The history of the Penton Group schemes for the current and prior years is as follows:

	2015	*2014*	*2013* *$m*	*2012*	*2011*
Present value of defined benefit obligations	(60.5)	(64.6)	(54.5)	(65.9)	(60.1)
Fair value of Scheme assets	41.2	44.4	41.5	36.6	33.3
Deficit in the Scheme and liability recognised in Consolidated Balance Sheet	(19.3)	(20.2)	(13.0)	(29.3)	(26.8)
Related deferred tax assets	7.2	7.6	4.9	11.0	10.0
Deficit net of deferred tax assets	(12.1)	(12.6)	(8.1)	(18.3)	(16.8)
Experience adjustments on Scheme liabilities					
Amount ($m)	(0.1)	0.4	(0.5)	–	(0.5)
Percentage of Scheme liabilities (%)	0.2%	(0.7%)	0.9%	–	0.9%
Experience adjustments on Scheme assets					
Amount ($m)	(0.8)	1.1	6.2	2.7	(1.8)
Percentage of Scheme assets (%)	(2.0%)	2.5%	15.0%	7.4%	(5.4%)

32. Related party transactions

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this Note. The transactions between the Penton Group are disclosed below.

Ultimate controlling party

The Company's parent company is Penton Business Media Holdings, LLC, which is incorporated in the State of Delaware (USA) and is controlled by the private equity firms MidOcean Partners and Wasserstein & Co., LP.

Other related party disclosures

The Penton Group has an agreement under which its principal shareholders provide the Penton Group with certain management services in exchange for a management fee. The Penton Group recorded management fees of $2.0m for each of the years ended 31 December 2015, 2014, and 2013. Under the terms of the previous Credit Agreement (see Note 26 – Borrowings), payment of management fees was contingent on meeting certain requirements and could not exceed $2.0m in any calendar year. Under the terms of the new Credit Agreement, management fees can be paid as incurred. At December 31, 2013, $2.0m was accrued for management fees and included in other accrued expenses. This amount was paid in 2014. No amounts were accrued for management fees at 31 December 2014 as such management fees were paid prior to 31 December 2014.

In 2013, the Penton Group incurred approximately $1.8m of consulting fees related to due diligence and deal advisory work performed by its principal shareholders for acquisitions. At 31 December 2013, $0.9m of these fees was included in other accrued expenses.

At 31 December 2014 and 2013, Wasserstein Debt Opportunities Master, LP holds $3.0m of the Penton Group's Second Lien Term Loan. Funds affiliated with this entity hold a significant number of shares of the Penton Group common shares. See Note 26 – Borrowings.

Section B: Accountant's Report on the Financial Information relating to Penton

Deloitte LLP
2 New Street Square
London
EC4A 3BZ

The Board of Directors
on behalf of Informa PLC
5 Howick Place
London
SW1P 1WG

Barclays Bank PLC, acting through its Investment Bank
5 The North Colonnade
Canary Wharf
London E14 4BB

15 September 2016

Dear Sirs

Penton Business Media Holdings, Inc.
("Target" and, with its subsidiaries, the "Target Group")

We report on the financial information for the three years to 31 December 2015 set out in Section A of Part V of the Class 1 circular relating to the acquisition of Target by Informa PLC (the "**Company**" and, together with its subsidiaries, the "**Group**") (the "**Circular**"). This financial information has been prepared for inclusion in the Circular on the basis of the accounting policies set out in note 2 to the financial information. This report is required by Listing Rule 13.5.21R and is given for the purpose of complying with that requirement and for no other purpose.

Responsibilities

The Directors of the Company are responsible for preparing the financial information in accordance with International Financial Reporting Standards as adopted by the European Union.

It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Save for any responsibility which we may have to those persons to whom this report is expressly addressed and which we may have to ordinary shareholders as a result of the inclusion of this report in the Circular, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Listing Rule 13.4.1(6)R, consenting to its inclusion in the Circular.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside the United Kingdom, including the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Opinion on financial information

In our opinion, the financial information gives, for the purposes of the Circular, a true and fair view of the state of affairs of the Target Group as at 31 December 2013, 31 December 2014 and 31 December 2015 and of its profits, cash flows and changes in equity for the three years to 31 December 2015 in accordance with the International Financial Reporting Standards as adopted by the European Union and has been prepared in a form that is consistent with the accounting policies adopted in the Company's latest annual accounts.

Yours faithfully

Deloitte LLP
Chartered Accountants

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PART VI

UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE ENLARGED GROUP

Section A: Unaudited Pro Forma Financial Information of the Enlarged Group

The unaudited pro forma income statement and unaudited pro forma statement of net assets have been prepared to illustrate the effect of the Acquisition, the Rights Issue and the drawdown of the Acquisition Facility on the income statement of the Informa Group as if Closing had taken place on 1 January 2015, and on the net assets of the Informa Group as if Closing had taken place on 30 June 2016.

The unaudited pro forma income statement and the unaudited pro forma statement of net assets have been prepared in a manner consistent with the accounting policies adopted by the Informa Group in preparing the audited financial statements for the year ended 31 December 2015. The unaudited pro forma adjustments give effect to the events that are directly attributable to the Acquisition, including financing the Acquisition.

The unaudited pro forma income statement and the unaudited pro forma statement of net assets have been prepared for illustrative purposes only. By their nature they address a hypothetical situation and, therefore, do not in any way reflect the Enlarged Group's actual financial position or results.

The unaudited pro forma financial information does not constitute financial statements within the meaning of Section 434 of the Companies Act. Shareholders should read the whole of this document and not rely solely on the summarised information contained in Part XI.

Unaudited Pro Forma Net Assets Statement

	Informa as at 30 June 2016[(1)]	Penton as at 31 December 2015[(2)]	*Adjustments* Rights Issue[(3)]	Draw Down of Acquisition Debt Facility[(4)]	Acquisition Adjustments[(4)]	Pro Forma
			£m			
Non-current assets						
Goodwill	1,837.2	299.1	–	–	808.3	2,944.6
Other intangible assets	1,041.9	109.9	–	–	–	1,151.8
Property and equipment	16.6	5.9	–	–	–	22.5
Investments in joint ventures and associates	0.8	–	–	–	–	0.8
Investments	1.5	0.5	–	–	–	2.0
Deferred tax assets	–	45.6	–	–	–	45.6
Other receivables	15.4	0.5	–	–	–	15.9
	2,913.4	461.5	–	–	808.3	4,183.2
Current assets						
Inventory	52.3	0.1	–	–	–	52.4
Trade and other receivables	286.0	48.6	–	–	–	334.6
Current tax asset	3.6	–	–	–	–	3.6
Cash at bank and in hand	51.4	9.5	700.8	389.0	(1,114.0)	36.7
	393.3	58.2	700.8	389.0	(1,114.0)	427.3
Total assets	3,306.7	519.7	700.8	389.0	(305.7)	4,610.5
Current liabilities						
Short-term borrowings	(2.0)	–	–	–	–	(2.0)
Current tax liabilities	(26.4)	(0.8)	–	–	–	(27.2)
Provisions	(31.9)	(0.4)	–	–	–	(32.3)
Trade and other payables	(205.8)	(16.6)	–	–	–	(222.4)
Deferred income	(384.3)	(68.7)	–	–	–	(453.0)
	(650.4)	(86.5)	–	–	–	(736.9)
Non-current liabilities						
Long-term borrowings	(1,104.7)	(485.8)	–	(415.4)	485.8	(1,520.1)
Deferred tax liabilities	(184.4)	(2.1)	–	–	–	(186.5)
Retirement benefit obligation	(15.6)	(14.3)	–	–	–	(29.9)
Provisions	(9.5)	(0.3)	–	–	–	(9.8)
Trade and other payables	(6.6)	(4.7)	–	–	(30.3)	(41.6)
	(1,320.8)	(507.2)	–	(415.4)	455.5	(1,787.9)
Total liabilities	(1,971.2)	(593.7)	–	(415.4)	455.5	(2,524.8)
Net assets/(liabilities)	1,335.5	(74.0)	700.8	(26.4)	149.8	2,085.7

(1) Informa's net asset information as at 30 June 2016 has been extracted, without material adjustment, from Informa's published financial information for the six months ended 30 June 2016.

(2) Penton's net asset information as at 31 December 2015 has been extracted from the financial information in Part V (*Financial Information on Penton*), with US dollar amounts converted to pounds sterling using the 30 June 2016 closing exchange rate of USD to GBP ($1.35:£1) for the pro forma net asset statement.

(3) Informa has announced its intention to raise approximately £715.5 million before fees by way of an equity rights issue of shares. The net proceeds of the equity rights issue of approximately £700.8 million will be used to partially fund the Acquisition, with the remainder of the cash consideration being funded from the Acquisition Facility and the issue of Consideration Shares (see Note 4 below). In the event that the Acquisition does not complete, the net cash proceeds can be used for general corporate purposes and working capital.

(4) The adjustments arising as a result of the Acquisition are set out below:

(a) The consideration will be payable as a combination of the issuance of ordinary shares in Informa to the owners of Penton ("**Consideration Shares**"), cash ("**Cash Consideration**") and deferred consideration ("**Deferred Consideration**").

The total consideration payable is set out below:

	£m
Consideration Shares	75.8
Cash	1,104.5
Consideration Shares and cash	1,180.3
Deferred Consideration	30.3
Estimated total consideration	1,210.6

The Consideration Shares to be allotted and issued reflect such number as is equal to the sterling equivalent of $100.0 million (£75.8 million, translated using an exchange rate of 1.32), divided by 95 per cent. of the volume weighted average closing price per share of Informa Shares on the London Stock Exchange for the 10 consecutive trading days ending on the third trading day immediately prior to Closing, converting such weighted average price from sterling to United States dollars at the average exchange rate over such 10 consecutive trading day period.

The Cash Consideration will be funded by the Rights Issue of approximately £700.8 million (net of fees) and drawdown of the Acquisition facility of £403.7 million.

Deferred consideration of £30.3 million ($40.0 million), translated using an exchange rate of 1.32 relates to payment to the vendor for anticipated future tax benefits arising in the Penton Group entities as a direct result of the acquisition itself. These benefits are in addition to the net operating losses and goodwill and intangible asset amortisation tax pools available to the Enlarged Group remaining unutilised from periods up to 2015. This has been recognised as an adjustment to trade and other payables within non-current liabilities.

No adjustment has been made for provisional working capital adjustments as these will be finalised after completion.

(b) The adjustment to goodwill has been calculated as follows:

	£m
Estimated total consideration	1,210.6
Net liabilities acquired	74.0
Penton cash not acquired	9.5
Decrease in borrowings as Penton debt is repaid on acquisition (see note (d))	(493.2)
Write-off of deferred Penton debt issue costs	7.4
Pro forma goodwill adjustment	808.3

The Acquisition will be on a cash free, debt free basis and will be accounted for using the acquisition method. The excess of consideration over the book value of net liabilities has been shown as an increase in goodwill for the purposes of this Pro Forma Statement of Net Assets. No account has been taken in this pro forma of the working capital adjustment which will be agreed upon closing and which may result in additional cash consideration. A fair value exercise will be completed after completion of the Acquisition and no account has been taken in this Pro Forma of any fair value adjustments arising.

(c) Adjustments to cash represent £389.0 million cash proceeds from the drawdown of the Acquisition debt facility after financing costs of £26.4 million and advisor fees and settlement of cash consideration of £1,104.5 million, less repayment of cash acquired of £9.5 million.

(d) Long-term borrowings have been adjusted by £415.4 million for the drawdown of the Acquisition Facility net of costs, reflecting the repayment of Penton debt of £493.2 million before debt issue costs of Penton of £7.4 million that are written off.

(5) No adjustment has been made to reflect the trading results of Penton since 31 December 2015 and Informa since 30 June 2016.

Unaudited Pro Forma Income Statement

	Informa for the year ended 31 December 2015(6)	*Penton for the Year Ended 31 December 2015(7)*	*Adjustments* *Financing(8)*	*Acquisition adjustments(9)*	*Pro Forma*
	£m	*£m*	*£m*	*£m*	*£m*
Continuing operations					
Revenue	1,212.2	240.8	–	–	1,453.0
Net operating expenses	(975.7)	(230.4)	–	(18.8)	(1,224.9)
Adjusted operating profit	365.6	71.0	–	–	436.6
Amortisation of acquired intangibles	(99.5)	(13.7)	–	–	(113.2)
Impairment of intangibles and goodwill	(13.9)	(44.2)	–	–	(58.1)
Other adjusting items	(15.7)	(2.7)	–	(18.8)	(37.2)
Operating profit	236.5	10.4	–	(18.8)	228.1
Profit on disposal of subsidiaries	9.1	–	–	–	9.1
Finance income	4.7	–	–	–	4.7
Finance costs	(30.6)	(31.8)	24.1	(7.6)	(45.9)
Profit before tax	219.7	(21.4)	24.1	(26.4)	196.0
Tax charge	(47.0)	(1.0)	(9.2)	–	(57.2)
Profit for the year	172.7	(22.4)	14.9	(26.4)	138.8

(6) Informa's income statement for the year ended 31 December 2015 has been extracted, without material adjustment, from Informa's published financial information for the year ended 31 December 2015.

(7) Penton's income statement for the year ended 31 December 2015 has been extracted from the financial information in Part V (*Financial Information on Penton*), with US dollar amounts converted to pounds sterling using the average exchange rate for the year 2015 ($1.53:£1).

(8) Adjustments expected to have a continuing impact:

These adjustments relate to interest rate charges on the Penton debt of £485.8 million, using a weighted average interest rate of 4.4 per cent. to 9.3 per cent., which will be repaid on acquisition. Interest charges on the Informa Acquisition debt of £415.4 million use an interest rate of 1.5 per cent. based on LIBOR plus applicable margin. The tax impact of these adjustments use an applicable US tax rate of 38.0 per cent. The following adjustments to reflect the acquisition as if it had happened on 1 January 2015 in the Pro Forma income statement:

	£m
Finance costs – interest charges on Acquisition Facility	(6.2)
Finance costs – interest charges not incurred on the Penton debt	30.3
Total new net finance costs	24.1
Tax effect on above adjustments	(9.2)

(9) Adjustments not expected to have a continuing impact: Transaction costs total £41.1 million, of which £14.7 million has been recognised in equity in respect of the rights issue. The adjustments relate to acquisition costs of £26.4 million, comprising £18.8 million of advisor fees and £7.6 million relating to financing costs, all of which are assumed for the purposes of this pro forma to be expensed.

(10) The unaudited pro forma income statement does not reflect the effect of any fair value adjustments which may be recorded to acquired assets and liabilities. Upon completion of the purchase price allocation exercise, which will be finalised after Completion of the Acquisition, additional depreciation of property plant and equipment and amortisation of intangible assets, amongst other things, may be required in the Enlarged Group's financial statements.

(11) No adjustment has been made to reflect any synergies that may arise after the transaction as these are dependent upon the future actions of management.

(12) No adjustment has been made to reflect the trading results of Informa or Penton since 31 December 2015.

Section B: Accountant's Report on the Unaudited Pro Forma Financial Information of the Enlarged Group

Deloitte.

Deloitte LLP
2 New Street Square
London
EC4A 3BZ

The Board of Directors
on behalf of Informa PLC
5 Howick Place
London
SW1P 1WG

Barclays Bank PLC, acting through its Investment Bank
5 The North Colonnade
Canary Wharf
London E14 4BB

15 September 2016

Dear Sirs,

Informa PLC (the "Company")

We report on the Pro Forma financial information (the "**Pro Forma Financial Information**") set out in Section A of Part VI of the circular dated 15 September 2016 (the "**Circular**"), which has been prepared on the basis described in the notes to the Pro Forma Financial Information, for illustrative purposes only, to provide information about how the proposed acquisition of Penton Business Media Holdings, Inc. might have affected the financial information presented on the basis of the accounting policies adopted by the Company in preparing the financial statements for the period ended 31 December 2015. This report is required by the Commission Regulation (EC) No 809/2004 (the "Prospectus Directive Regulation") as applied by Listing Rule 13.3.3R and is given for the purpose of complying with that requirement and for no other purpose.

Responsibilities

It is the responsibility of the directors of the Company (the "**Directors**") to prepare the Pro Forma Financial Information in accordance with Listing Rule 13.3.3R.

It is our responsibility to form an opinion as to the proper compilation of the Pro Forma Financial Information and to report that opinion to you in accordance with Listing Rule 13.3.3R.

Save for any responsibility which we may have to those persons to whom this report is expressly addressed and which we may have to ordinary shareholders as a result of the inclusion of this report in the Circular, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Listing Rule 13.4.1(6)R, consenting to its inclusion in the Circular.In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the Pro forma Financial Information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

Basis of Opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro forma Financial Information with the Directors.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Pro forma Financial Information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside the United Kingdom, including the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards or practices.

Opinion

In our opinion:

(a) the Pro forma Financial Information has been properly compiled on the basis stated; and

(b) such basis is consistent with the accounting policies of the Company.

Yours faithfully

Deloitte LLP
Chartered Accountants

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PART VII

ADDITIONAL INFORMATION

1. Responsibility

Informa and the Informa Directors, whose names appear in Part I (*Letter from the Chairman of Informa*), accept responsibility for the information contained in this document. To the best of the knowledge and belief of Informa and the Informa Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. Company Details

Informa was incorporated and registered in England and Wales on 24 January 2014 under the Act as a private limited company with registered number 08860726 and with the name Informa Limited. Informa re-registered as a public company limited by shares on 14 May 2014 with the name Informa PLC.

The registered and head office of Informa is at 5 Howick Place, London SW1P 1WG. The telephone number of Informa's registered and head office is +44 (0)20 7017 5000.

The principal legislation under which Informa operates is the Act.

3. Treasury shares

As at 13 September 2016 (the latest practicable date prior to the publication of this document), no Informa Shares were held in treasury.

4. The New Informa Shares

Rights Issue Shares

The Rights Issue Shares will be ordinary shares of 0.1 pence each in the capital of Informa. The Rights Issue Shares will be allotted and issued in registered form and will be capable of being held in both certificated and uncertificated form. If the Rights Issue Shares are to be held in certificated form, share certificates will be sent to the registered members by first class post. If the Rights Issue Shares are to be held in uncertificated form, Informa's Registrar, Computershare Investor Services PLC, will transfer the Rights Issue Shares through the CREST system.

The Rights Issue Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the Existing Informa Shares, including the right to receive and retain in full all dividends and other distributions (if any) declared, made or paid by reference to a record date after the date of the Rights Issue. Application will be made to the FCA for the Rights Issue Shares to be admitted to the premium segment of the Official List and to the London Stock Exchange for the Rights Issue Shares to be admitted to the London Stock Exchange's main market for listed securities. It is expected that the Rights Issue Shares will be issued, and that the Rights Issue Admission will become effective, by 11 October 2016.

Consideration Shares

The Consideration Shares will be ordinary shares of 0.1 pence each in the capital of Informa. Subject to the receipt of certain documents (including a duly executed Lock-up Agreement), the relevant portion of Consideration Shares will be allotted and issued to each holder of Penton Shares and Penton Options on the date of Closing in registered form and will be capable of being held in both certificated and uncertificated form. If the Consideration Shares are to be held in certificated form, share certificates will be sent to the registered members by first class post. If the Consideration Shares are to be held in uncertificated form, Informa's Registrar, Computershare Investor Services PLC, will transfer the Consideration Shares through the CREST system.

The Consideration Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the Informa Shares, including the right to receive and retain in full all dividends and other distributions (if any) declared, made or paid by reference to a record date after the date of issuance of the relevant Consideration Shares. Application will be made to the FCA for the Consideration Shares to be admitted to the premium segment of the Official List and application will be made to the London Stock Exchange for the Consideration Shares to be admitted to the London Stock Exchange's main market for listed securities. It is expected that the Consideration Shares will be issued, and that the Consideration Shares Admission will become effective, in November 2016, subject to receipt by Informa of duly executed Lock-up Agreements in respect of such Consideration Shares.

5. Directors' interests in the Informa Shares

Directors' shareholdings

As at 13 September 2016 (the latest practicable date prior to the publication of this document), the interests of the Informa Directors and persons connected with them within the meaning of section 252 of the Act in the issued share capital of Informa (all of which, unless otherwise stated, are beneficial) have been notified by each Informa Director to Informa pursuant to the Disclosure Rules and Transparency Rules and Regulation (EU) No 596/2014 on market abuse as follows:

Director	*Number of Informa Shares*	*Percentage of issued share capital of Informa*
Executive Directors		
Lord Stephen A. Carter	67,530[(a)]	0.010%
Gareth Wright	14,455[(a)]	0.0022%
Non-Executive Directors		
Derek Mapp	100,000	0.015%
Gareth Bullock	10,000	0.0015%
Dr Brendan O'Neill	8,200	0.0013%
Cindy Rose	3,500	0.00053%
Helen Owers	2,000	0.00030%
Stephen Davidson	2,680	0.00041%
David Flaschen	3,000 ADRs	0.00092%
John Rishton	nil	nil

Notes

(a) This includes the Informa Shares held in the SIPs and/or Global ShareMatch made up of Informa Shares purchased by the Executive Directors and Informa Shares 'matched' by Informa and dividend Informa Shares. Matching Shares and dividend Informa Shares are held in trust for a holding period of three years from the date of the award.

(b) David Flaschen's holding of 3,000 ADRs is equivalent to 6,000 ordinary shares (0.00092 per cent. of the Existing Informa Shares).

Directors' interests in the Employee Share Plans (excluding the SIPs and the Global ShareMatch)

Director	*Date of grant*	*Plan[(a)]*	*Number of Informa Shares subject to award*	*End of performance period[(b)]*
Lord Stephen A. Carter	08/09/2014	LTIP	306,216	31/12/2016
	12/02/2015	LTIP	306,425	31/12/2017
	17/03/2016	LTIP	235,136	31/12/2018
	17/03/2016	DSBP	5,539	17/03/2019
Gareth Wright	08/09/2014	LTIP	130,308	31/12/2016
	12/02/2015	LTIP	130,397	31/12/2017
	17/03/2016	LTIP	100,553	31/12/2018
	17/03/2016	DSBP	3,143	17/03/2019

Notes

(a) All awards made under the LTIP are subject to performance conditions.

(b) Performance is measured over a performance period of three years starting with the beginning of the financial year in which the award is made.

6. Major Interest in the Informa Shares

As at 13 September 2016 (the latest practicable date prior to the publication of this document), and so far as is known to Informa by virtue of the notifications made to it pursuant to the Disclosure Rules and Transparency Rules and Regulation (EU) No 596/2014 on market abuse, the name of each person (other than any Informa Director) who, directly or indirectly, is interested in three per cent. or more of Informa's share capital, and the amount of such person's interest, is as follows:

Shareholder	*Number of Informa Shares*	*Percentage of issued share capital of Informa*
Lazard Asset Management	44,709,789	6.89%
FMR LLC	32,874,204	5.06%
Henderson Group plc	32,535,356	5.01%
Bestinver	32,409,890	4.99%
Kames Capital	25,963,042	4.00%
Royal London Asset Management Ltd	19,460,533	2.99%
Norges UK Group of Companies	16,288,129	2.51%

7. Directors' Service Contracts

Details of the terms of the Informa Directors' service contracts are incorporated by reference from the annual report and financial statements of Informa for the financial period ended 31 December 2015, under the "Directors' Contracts" heading in the Remuneration Report. The annual report and financial statements of Informa for the financial period ended 31 December 2015 is available for inspection in accordance with paragraph 17 of Part VII (*Additional Information*) of this document.

8. Management incentivisation arrangements in relation to the Acquisition

Certain Sellers, including the senior management team of Penton, have committed to take a proportion of the consideration for the Acquisition in the form of Consideration Shares. A proportion of this element of the consideration is subject to certain criteria related to Penton's operational performance during 2016.

9. Related Party Transactions

Save as described in: (i) note 16 to the Informa 2016 Unaudited Interim Financial Statements, (ii) note 35 to the Informa 2015 Financial Statements; (iii) note 40 to the Informa 2014 Financial Statements; and (iv) note 39 to the Informa 2013 Financial Statements, each of which has been incorporated by reference into this document, there were no related party transactions entered into by Informa or any member of the Informa Group during the six months to 30 June 2016, during the 12 months to 31 December 2015, 31 December 2014 and 31 December 2013 and during the period since then and up to the date of this document. The Informa 2016 Unaudited Interim Financial Statements, the Informa 2015 Financial Statements, the Informa 2014 Financial Statements and the Informa 2013 Financial Statements are available for inspection in accordance with paragraph 17 of Part VII (*Additional Information*) of this document.

10. Material Contracts

(a) ***Material contracts of the Informa Group***

The following are all of the contracts (not being contracts entered into in the ordinary course of business) which have been entered into by Informa and/or members of the Informa Group within the two years immediately preceding the date of this document and are, or may be, material to the Informa

Group or which have been entered into at any time by Informa or any member of the Informa Group and contain any provisions under which Informa or any member of the Informa Group has any obligation or entitlement which is, or may be, material to the Informa Group at the date of this document:

- ***Merger Agreement***

  Please see Part IV (*Details of the Acquisition*) of this document for a summary of the principal terms and conditions of the Merger Agreement (including for the avoidance of doubt, the principal terms of the Lock-up Agreements).

- ***Sponsor's Agreement***

  Informa and Barclays entered into a sponsor's agreement on the date of this document (the "**Sponsor's Agreement**"). Under the Sponsor's Agreement, Barclays was appointed to act as sponsor to Informa in connection with the Acquisition and the Rights Issue. Informa gave Barclays certain warranties and undertakings regarding, *inter alia*, the accuracy of information contained in this document and concerning the Acquisition and the Rights Issue, the Informa Group and its business and the Penton Group and its business. Informa has also provided an indemnity to Barclays and certain indemnified persons connected with it on customary terms that are typical for a transaction of this nature.

- ***Underwriting Agreement***

  On the date of this document, Informa and the Underwriters entered into the Underwriting Agreement under which the Underwriters have agreed to procure subscribers for, or, failing which, that the Underwriters shall themselves subscribe for, up to 162,235,312 Rights Issue Shares to the extent not taken up under the Rights Issue in each case at the Issue Price.

  Informa shall bear all costs and expenses relating to the Rights Issue, including (but not limited to) the fees and expenses of its professional advisers, the cost of preparation, advertising, printing and distribution of this document and all other documents connected with the Rights Issue, the Registrars' fees, the listing fees of the FCA, any charges by CREST and the fees of the London Stock Exchange.

  The Underwriting Agreement is conditional upon certain requirements being satisfied and obligations not being breached including, among others: (i) the passing of the Resolution at the General Meeting without amendment; (ii) the Rights Issue Admission becoming effective by not later than 8.00 a.m. on 11 October 2016 (or such later time and/or date as the parties to the Underwriting Agreement may agree); (iii) the warranties of Informa under the Underwriting Agreement remaining true and accurate up to and at the time of the Rights Issue Admission; (iv) Informa having complied with its obligations under the Underwriting Agreement; (v) no material adverse change having occurred in respect of Informa or the Penton Group prior to the Rights Issue Admission; (vi) the Merger Agreement not having lapsed or been terminated or become terminable prior to the Rights Issue Admission; (vii) there having been no amendment or variation of the Merger Agreement which is material in the context of the Rights Issue, the Rights Issue Admission or the issue of the Rights Issue Shares; and (viii) no matter requiring a supplement to this document having arisen between the time of publication of this document and the Rights Issue Admission and no such supplement being published by Informa before the Rights Issue Admission. Certain of the conditions may be waived by the Underwriters at their discretion.

  The Underwriters may terminate the Underwriting Agreement in its entirety in certain circumstances, including for force majeure, material adverse change in relation to Informa or the Penton Group, where there has been a breach of warranty or (save to the extent not materially adverse in the context of the Rights Issue Admission, the Acquisition or the Rights Issue) breach of other obligations under the Underwriting Agreement, where information disclosed by Informa in this document is or has become untrue or misleading or omits information which should have been disclosed (save to the extent not materially adverse in the context of the Rights Issue Admission, the Acquisition or the Rights Issue), or where the Sponsor's Agreement terminates or is terminated in accordance with its terms, but in each case only prior to the Rights Issue Admission.

Informa has given certain customary representations, warranties and indemnities in favour of the Underwriters pursuant to the Underwriting Agreement and Informa has also provided certain undertakings to the Underwriters relating, among other things, to the provision of the information and consultation, and has agreed not to issue any Informa Shares during a period of 180 days from the date of settlement of the Underwriters' payment obligations to Informa under the Underwriting Agreement without the prior written consent of the Underwriters, other than pursuant to the Rights Issue, or the exercise of options under the Employee Share Plans.

- ***2014 Placing Agreement***

  On 18 November 2014, Informa, Barclays and BofA Merrill Lynch entered into a placing agreement (the "**2014 Placing Agreement**") pursuant to which Barclays and BofA Merrill Lynch were appointed to act as joint bookrunners to Informa in connection with the placing (the "**2014 Placing**") of a total of 45,000,000 Informa Shares (the "**2014 Placing Shares**") at a price of 460 pence per 2014 Placing Share, which raised gross proceeds of approximately £207 million. The 2014 Placing Shares represented approximately 7.45 per cent. of Informa's ordinary share capital in issue prior to the 2014 Placing. The 2014 Placing was underwritten. Under the 2014 Placing Agreement, Barclays and BofA Merrill Lynch severally agreed to use reasonable endeavours to procure, as agents for Informa, placees for the 2014 Placing Shares at a price of 460 pence per 2014 Placing Share and, in event of not being able to procure the placees as agents for Informa, take up themselves the 2014 Placing Shares on the same terms.

  The 2014 Placing Agreement was conditional upon, amongst other things, admission of the 2014 Placing Shares occurring on or before 8.00 a.m. on 20 November 2014 (or such later date as Informa and Barclays and BofA Merrill Lynch may have agreed to). Under the 2014 Placing Agreement, Informa gave certain customary undertakings, representations and warranties to Barclays and BofA Merrill Lynch in relation to the 2014 Placing, the Hanley Wood Acquisitions and the Informa Group and its business. In addition, Informa gave customary indemnities to Barclays and BofA Merrill Lynch and certain indemnified persons connected with each of them. Barclays and BofA Merrill Lynch could have terminated the 2014 Placing Agreement in certain circumstances prior to admission of the 2014 Placing Shares, including in the event of a breach of the warranties.

- ***Agreement in relation to acquisition of Hanley Wood***

  On 17 November 2014, Informa, through its subsidiary Informa USA, entered into a merger agreement (the "**Hanley Wood Merger Agreement**") with HW Holdco, LLC in relation to acquisition of Hanley Wood Exhibitions, Inc. ("**Hanley Wood**") and its three related entities: Red Point, LLC, HW Topco, Inc. and Greenbuild, Inc (the "**Hanley Wood Acquisitions**").

  The Hanley Wood Merger Agreement provided that closing of the Hanley Wood Acquisitions was conditional upon receipt of US antitrust clearance, which was received on 4 December 2014 and closing occurred the following day. Pursuant to the Hanley Wood Merger Agreement, the Hanley Wood Acquisitions were effected through the merger of an Informa Group subsidiary incorporated specifically for the purposes of the Hanley Wood Acquisitions, which was merged with and into the holding company acquired, Red Point, LLC.

  Under the terms of the Hanley Wood Merger Agreement, the purchase price payable was $375 million subject to a working capital adjustment. In addition, the agreement provided for an earn-out, payable to the sellers, of up to US$5 million, based on the growth of the 2015 Greenbuild event revenue compared to the 2014 event.

Red Point, LLC gave certain representations and warranties to Informa in relation to Hanley Wood and Informa gave certain representations and warranties to Red Point, LLC. The sellers also agreed to indemnify Informa in relation to certain tax matters.

In connection with the Hanley Wood Acquisitions, the Informa Group also entered into a transitional services agreement, under which the sellers continued to provide Informa with certain services, primarily with respect to systems, for a transitional period up to 31 May 2015, and a commercial services agreement, under which the seller and Hanley Wood will continue to provide services to each other and their common customers for a period of up to 10 years (or as otherwise specified in the agreement).

- ***Disposal of the Informa Group's five Corporate Training businesses***

On 30 September 2013 (the "**Closing Date**"), Old Informa completed the sale to Providence Corporate Development Holding Company of five corporate training businesses. The Corporate Training businesses were constituted of Achieve Global Inc., ESI International Inc., The Forum Corporation, Huthwaite Incorporated, Omega Performance Corporation and the subsidiaries of these entities.

The consideration of $150 million comprised $100 million in cash and the issue of $50 million in promissory notes to Informa USA (such notes, including interest, being due for settlement by 30 March 2020). The sale agreement contains a number of warranties made by Old Informa and Providence Corporate Development Holding Company. No warranties expire until at least 18 months after the Closing Date. The sale agreement contains a non-compete provision, which prohibits Old Informa and its affiliates from competing with the Corporate Training businesses for 36 months following the Closing Date.

- ***Revolving Facility Agreement***

Key Terms

On 23 October 2014, Informa entered into a revolving facility agreement (the "**Revolving Facility Agreement**"), which was subsequently amended on 1 September 2016, pursuant to which the lenders have made available a £900 million committed revolving facility (the "**Revolving Facility**"). The Revolving Facility Agreement was entered into between, amongst others, Informa and Informa Group Holdings Limited as borrowers, the arrangers listed therein, the original lenders listed therein and The Royal Bank of Scotland plc as facility agent.

Borrowers and Guarantors

The current borrowers under the Revolving Facility Agreement are Informa and Informa Group Holdings Limited. Informa may request (subject to certain conditions) that any of its wholly owned subsidiaries accedes to the Revolving Facility Agreement as an additional borrower. Informa may also request (subject to certain conditions) that a borrower ceases to be a borrower under the Revolving Facility Agreement.

The Revolving Facility is guaranteed on a joint and several basis by Informa, Informa Group Holdings Limited, Informa UK Limited, Informa Telecoms & Media Limited, I.I.R. Limited, Informa Finance B.V., Informa IP GmbH, Taylor & Francis Group, LLC, Informa USA, Informa Middle East Limited and Informa Business Intelligence, Inc.

Informa may request (subject to certain conditions) that any of its wholly owned subsidiaries accedes to the Revolving Facility Agreement as an additional guarantor. Members of the Informa Group are required to become guarantors of the Revolving Facility if their consolidated EBITA (excluding intra-group items) is equal to or in excess of 7.5 per cent. of the consolidated EBITA of the Informa Group. Informa may also request (subject to certain conditions) that a guarantor ceases to be a guarantor under the Revolving Facility Agreement.

The Revolving Facility is unsecured.

Purpose

Each loan under the Revolving Facility may be used (i) to refinance the £625,000,000 facility agreement dated 20 April 2011 made available to Informa Group Holdings Limited and (ii) for general corporate purposes.

Availability and Maturity

The Revolving Facility is available to be drawn from the date of the Revolving Facility Agreement to the date falling one week prior to the final maturity date. The Revolving Facility Agreement currently has a final maturity date of 23 October 2020. This may be extended, at the discretion of the lenders, by an additional period of one year.

As at 30 June 2016, £480 million was drawn under the Revolving Facility.

Prepayment/cancellation

Subject to certain conditions, Informa may voluntarily prepay utilisations and/or cancel all or part of the available commitments under the Revolving Facility by giving not less than five business days' notice to the facility agent. Amounts repaid may (subject to the terms of the Revolving Facility Agreement) be re-borrowed.

In addition to voluntary prepayments, the Revolving Facility Agreement requires mandatory cancellation and, if applicable, prepayment in full or in part in certain circumstances, including:

- with respect to any lender, if it becomes unlawful for such lender to perform any of its obligations under any finance document or to fund or maintain its share in any loan;
- upon the occurrence of a change of control; and
- upon the occurrence of the sale of all or substantially all of the assets of the Informa Group.

The Revolving Facility Agreement provides for any undrawn commitments of each lender to be automatically cancelled at close of business on the last day of the availability period.

Informa can choose to cancel and prepay particular lenders in certain circumstances including if a lender becomes a defaulting lender or if any obligor is required to pay increased costs, or make a tax-gross up or tax indemnification payment, to a particular lender.

Interest

Interest is payable under the Revolving Facility Agreement at a rate of LIBOR (or in the case of loans in euro, EURIBOR) plus the applicable margin, which is currently 0.80 per cent. The margin is variable and is determined by reference to the most recent net debt to EBITDA covenant test result. The margin ranges from 0.60 per cent. when the ratio of net debt to EBITDA is at or below 2.00:1, to 1.20 per cent. when the ratio of net debt to EBITDA is greater than 3.00:1.

Financial Covenants

The Revolving Facility Agreement contains (i) a maximum gearing covenant and (ii) a minimum interest cover covenant. The financial covenants are each tested semi-annually at 30 June and 31 December on a 12-month look-back basis.

Net Financial Indebtedness

As at 30 June 2016, the Informa Group had net financial indebtedness of £1,054.9 million.

Representations, Covenants and Events of Default

The Revolving Facility Agreement contains representations, information and financial covenants and undertakings that are customary for debt facilities of this nature. The Revolving Facility Agreement also contains a number of restrictive and other covenants, including restrictions on creating security interests, disposals, mergers, change of business, acquisitions and indebtedness.

The Revolving Facility Agreement contains an acquisitions covenant that would restrict the Acquisition. Informa will therefore seek the consent of the majority lenders under the Revolving Facility Agreement in respect of the Acquisition. As at the time of publication of this document, Informa had not approached the lenders under the Revolving Facility Agreement to obtain such consent. However, in the event that consent cannot be obtained, Informa has obtained a commitment from Bank of America Merrill Lynch International Limited, Barclays Bank PLC, HSBC Bank plc and The Royal Bank of Scotland plc to provide a backstop revolving facility. For more information on the backstop revolving facility see the paragraph *Commitment Letter in relation to the Backstop Facility Agreement* below.

The Revolving Facility Agreement contains customary events of default (subject in certain cases to agreed thresholds, grace periods and qualifications) including non-payment, breach of other obligations, misrepresentation, cross-default, enforcement of security, insolvency, insolvency proceedings, creditors' process, cessation of business, effectiveness of finance documents, ownership of obligors, material adverse change and ERISA. At any time after the occurrence of an event of default, lenders holding 66 2/3 per cent. of the outstanding loans under the Revolving Facility Agreement may instruct the facility agent to cancel all or any part of the total commitments and declare that amounts outstanding are immediately due and payable and/or payable on demand.

Governing Law

The Revolving Facility Agreement and any non-contractual obligations arising out of or in connection with it are governed by English law.

- ***2010 Private Placement Notes***

Key Terms

Informa Group Holdings Limited ("**Informa Group Holdings**") issued five series of unsecured senior notes (the "**2010 Private Placement Notes**") under the terms of a note purchase and guarantee agreement dated 19 November 2010 (the "**2010 Note Purchase Agreement**"). The four series of 2010 Private Placement Notes that currently remain outstanding are:

(i) Series B: $102,000,000 4.06 per cent. due 15 December 2017;

(ii) Series C: €50,000,000 4.06 per cent. due 15 December 2017;

(iii) Series D: £40,000,000 4.25 per cent. due 15 December 2017; and

(iv) Series E: $385,500,000 4.68 per cent. due 15 December 2020.

The performance of the 2010 Note Purchase Agreement by Informa Group Holdings and Informa and payment of the 2010 Private Placement Notes by Informa Group Holdings are currently guaranteed by the following subsidiaries of Informa Group Holdings pursuant to separate subsidiary guarantee agreements:

Informa UK Limited

Taylor & Francis Group, LLC

Informa Finance B.V.

Informa IP GmbH

Informa USA

Informa Telecoms and Media Limited

I.I.R. Limited

Informa Middle East Limited

Informa Business Intelligence, Inc.

Representations, Covenants, Events of Default

The 2010 Note Purchase Agreement imposes certain financial covenants, including financial ratios that Informa must comply with on every semi-annual test date. In particular, but without limitation: (i) the ratio of consolidated EBITDA to consolidated net interest payable (both on a last 12-months basis) shall be equal to or no less than 4.0:1.0; and (ii) the ratio of consolidated total net borrowings to *pro forma* EBITDA for the last 12 months shall be no greater than 3.5:1.0, subject to the ability to increase this ratio to 4.0:1.0 for up to two consecutive semi-annual fiscal periods following a significant acquisition (whether in a single transaction or a series of related transactions with a purchase price equal to or exceeding £250 million).

The 2010 Note Purchase Agreement contains provisions for the creation of future subsidiary guarantors of the 2010 Private Placement Notes. In particular, the 2010 Note Purchase Agreement requires that any subsidiary which is a guarantor, co-borrower, or borrower under or with respect to any principal bank facility shall at such times also be a guarantor of the 2010 Private Placement Notes.

The 2010 Note Purchase Agreement includes other representations and covenants customary for the private placement market such as provision of compliance certificates, notification of default, compliance with laws and, in particular, compliance with certain US laws such as sanctions and other anti-terrorism and anti-corruption laws, provision of visitation rights to the purchasers, maintenance of corporate existence, insurance and properties, payment of taxes, keeping of records, lines of business, priorities of obligations, subsidiary guarantors etc. The 2010 Note Purchase Agreement also has restrictions on the ability of members of the Informa Group to enter into transactions with affiliates, create security, make disposals, enter into mergers or other corporate reconstructions and incur financial indebtedness, subject to certain carve-outs and exceptions. In particular, there are restrictions and limitations on the amounts of subsidiary financial indebtedness and secured financial indebtedness, subject to certain carve-outs and exceptions. In the event any “basket” provision for liens under the 2010 Note Purchase Agreement is used to secure any obligations under any principal bank facility, the 2010 Private Placement Notes are required to be equally and rateably secured.

A breach (in excess of materiality thresholds and subject to grace periods) of the terms of the 2010 Note Purchase Agreement and the connected documents by a member of the Informa Group, failure by Informa, Informa Group Holdings or any material subsidiary to make any payment due on time, insolvency events in respect of Informa, or a material subsidiary, cross-default to other debt, a “final” judgment amount in excess of £30,000,000 not being paid within the time specified in the 2010 Note Purchase Agreement, certain ERISA and benefit plan related events and various other customary events will constitute “Events of Default” under the 2010 Note Purchase Agreement. Depending on which event has resulted in an “Event of Default”, upon the occurrence of such an “Event of Default” either, (i) the 2010 Private Placement Notes automatically become due and payable; or (ii) the 2010 Private Placement Notes become immediately due and payable if holders of more than 50 per cent. in aggregate principal amount of the outstanding 2010 Private Placement Notes declare them immediately due and payable; or (iii) a holder of the 2010 Private Placement Notes may declare the 2010 Private Placement Notes held by it to be immediately due and payable.

Governing Law

The 2010 Note Purchase Agreement is governed by and construed in accordance with the laws of the state of New York.

- ***2015 Private Placement Notes***

Key Terms

Informa issued two series of unsecured senior notes (the "**2015 Private Placement Notes**") under the terms of a note purchase agreement dated 16 October 2015 (the "**2015 Note Purchase Agreement**"). The two series of 2015 Private Placement Notes currently outstanding are:

(i) Series A: $120,000,000 3.84 per cent. due 16 October 2022; and

(ii) Series B: $130,000,000 4.17 per cent. due 16 October 2025.

The performance of the 2015 Note Purchase Agreement and payment of the 2015 Private Placement Notes by Informa are currently guaranteed by the following subsidiaries of Informa pursuant to separate subsidiary guarantee agreements:

Informa UK Limited

Taylor & Francis Group, LLC

Informa Finance B.V.

Informa IP GmbH

Informa USA

Informa Telecoms and Media Limited

I.I.R. Limited

Informa Middle East Limited

Informa Group Holdings

Informa Business Intelligence, Inc.

Representations, Covenants, Events of Default

The 2015 Note Purchase Agreement imposes certain financial covenants, including financial ratios that Informa must comply with on every semi-annual test date. In particular, but without limitation: (i) the ratio of consolidated EBITDA to consolidated net interest payable (both on a last-12-months basis) shall be equal to or no less than 4.0:1.0; and (ii) the ratio of consolidated total net borrowings to *pro forma* EBITDA for the last 12 months shall be no greater than 3.5:1.0, subject to the ability to increase this ratio to 4.0:1.0 for up to two consecutive semi-annual fiscal periods following a significant acquisition (whether in a single transaction or a series of related transactions with a purchase price equal to or exceeding £250 million).

The 2015 Note Purchase Agreement contains provisions for the creation of future subsidiary guarantors of the 2015 Note Purchase Agreement and the 2015 Private Placement Notes. In particular, the 2015 Note Purchase Agreement requires that any subsidiary which is a guarantor, co-borrower, or borrower under or with respect to the 2015 Note Purchase Agreement, the 2010 Private Placement Notes or any principal bank facility is required at such times to also be a guarantor of the 2015 Private Placement Notes.

The 2015 Note Purchase Agreement includes other representations and covenants customary for the private placement market such as provision of compliance certificates, notification of default, compliance with laws and, in particular, compliance with certain US laws such as sanctions and other anti-terrorism and anti-corruption laws, provision of visitation rights to the purchasers, maintenance of corporate existence, insurance and properties, payment of taxes, keeping of records, lines of business, priorities of obligations, subsidiary guarantors etc. The 2015 Note Purchase Agreement also has restrictions on the ability of members of the Informa Group to enter into transactions with affiliates, create security, make disposals, enter into mergers or other corporate reconstructions and incur financial indebtedness, subject to certain carve-outs and exceptions. In particular, there are restrictions and limitations on the amounts of subsidiary financial indebtedness and secured financial indebtedness, subject to certain carve-outs and exceptions. In the event any "basket" provision for liens under the 2015 Note Purchase Agreement is used to secure any obligations under the 2010 Private Placement Notes or any principal bank facility, the 2015 Private Placement Notes are required to be equally and rateably secured.

A breach (in excess of materiality thresholds and subject to grace periods) of the terms of the 2015 Note Purchase Agreement and the connected documents by a member of the Informa Group, failure by Informa or any material subsidiary to make any payment due on time, insolvency events in respect of Informa or a material subsidiary, cross-default to other debt, a "final" judgment amount in excess of £40,000,000 not being paid within the time specified in the 2015 Note Purchase Agreement, certain ERISA and benefit plan related events and various other customary events will constitute "Events of Default" under the 2015 Note Purchase Agreement. Depending on which event has resulted in an "Event of Default", upon the occurrence of such an "Event of Default" either, (i) the 2015 Private Placement Notes automatically become due and payable; or (ii) the 2015 Private Placement Notes become immediately due and payable if holders of more than 50 per cent. in aggregate principal amount of the outstanding 2015 Private Placement Notes declare them immediately due and payable; or (iii) a holder of the 2015 Private Placement Notes may declare the 2015 Private Placement Notes held by it to be immediately due and payable.

Governing Law

The 2015 Note Purchase Agreement is governed by and construed in accordance with the laws of the state of New York.

- ***Acquisition Facilities Agreement***

  Key Terms

  On 15 September 2016, Informa entered into an acquisition facilities agreement (the "**Acquisition Facilities Agreement**"), pursuant to which the lenders have made available a $675,000,000 committed term loan facility (the "**Acquisition Facility**") and a £150,000,000 committed multi-currency term loan facility (the "**Term Facility**" and together with the Acquisition Facility, the "**Acquisition Facilities**"). The Acquisition Facilities Agreement was entered into between, among others, Informa and Informa Group Holdings Limited as borrowers, the arrangers listed therein, the original lenders listed therein and The Royal Bank of Scotland plc as facility agent.

  Borrowers and Guarantors

  The borrowers under the Acquisition Facilities Agreement are Informa and Informa Group Holdings Limited.

  The Acquisition Facilities are guaranteed on a joint and several basis by Informa, Informa Group Holdings Limited, Informa UK Limited, Informa Telecoms & Media Limited, I.I.R. Limited, Informa Finance B.V., Taylor & Francis Group, LLC, Informa USA, Informa Middle East Limited and Informa Business Intelligence, Inc.

  Informa may request (subject to certain conditions) that any of its wholly owned Subsidiaries accedes to the Acquisition Facilities Agreement as an additional guarantor. Members of the

Informa Group are required to become guarantors of the Acquisition Facilities if their Consolidated EBITA (excluding intra-group items) is equal to or in excess of 7.5 per cent. of the Consolidated EBITA of the Informa Group. Informa may also request (subject to certain conditions) that a guarantor ceases to be a guarantor under the Acquisition Facilities Agreement. Certain members of the Penton Group are required to accede to the Acquisition Facilities Agreement as additional guarantors of the Acquisition Facilities within 120 days of Closing.

The Acquisition Facilities are unsecured.

Purpose

Each loan under the Acquisition Facility may be used to (i) finance the cash consideration component of the consideration for the Acquisition, (ii) finance fees, costs and taxes incurred by a member of the Informa Group in connection with the Acquisition, (iii) refinance certain financial indebtedness of the Penton Group to third parties and (iv) on or after Closing, finance the working capital purposes of the Informa Group.

Each loan under the Term Facility may be used to refinance the 2010 Private Placement Notes that are due to mature on 15 December 2017 (the "**2017 Notes**").

Availability and Maturity

The Acquisition Facility is available to be drawn from the date of the Acquisition Facilities Agreement to the earliest to occur of (i) the date the Merger Agreement is terminated, (ii) the date of Closing, and (iii) 31 December 2016.

The Term Facility is available to be drawn from the date of the Acquisition Facilities Agreement to and including 15 December 2017.

Prepayment/cancellation

The prepayment and cancellation provisions in the Acquisition Facilities Agreement are substantially the same as those in the Revolving Facility Agreement save that the Acquisition Facilities Agreement requires mandatory cancellation and, if applicable, prepayment of firstly, the Acquisition Facility and secondly, the Term Facility from debt capital market proceeds (subject to agreed exceptions).

The available commitments under the Acquisition Facility will be automatically cancelled at the end of the availability period for the Acquisition Facility.

The available commitments under the Term Facility will be automatically cancelled on the earliest to occur of (i) the end of the availability period for the Term Facility, (ii) the date the Merger Agreement is terminated and (iii) the date the 2017 Notes have been repaid in full.

Interest

Interest is payable under the Acquisition Facilities Agreement at a rate of LIBOR (or in the case of loans in euro, EURIBOR) plus the applicable margin.

The margin for the Acquisition Facility is 0.95 per cent. per annum for the first 12 months following the date of the Acquisition Facilities Agreement after which it increases every three months up to a maximum of 2.50 per cent. per annum.

The margin for the Term Facility is variable and is determined by reference to the most recent net debt to EBITDA covenant test result.

Financial Covenants

The financial covenants in the Acquisition Facilities Agreement are the same as those in the Revolving Facility Agreement.

Representations, Covenants and Events of Default

The Acquisition Facilities Agreement contains representations, information and financial covenants and undertakings that are customary for debt facilities of this nature and are substantially similar to those in the Revolving Facility Agreement.

The Acquisition Facilities Agreement contains customary events of default (subject in certain cases to agreed thresholds, grace periods and qualifications) which are substantially similar to those in the Revolving Facility Agreement. At any time after the occurrence of an event of default, lenders holding 66⅔ per cent. of the commitments under the Acquisition Facilities Agreement may instruct the facility agent to cancel all or any part of the total commitments, declare that amounts outstanding are immediately due and payable and/or payable on demand.

Governing Law

The Acquisition Facilities Agreement and any non-contractual obligations arising out of or in connection with it are governed by English law.

- ***Commitment Letter in relation to the Backstop Facility Agreement***

  On 15 September 2016, Informa Group Holdings Limited entered into a commitment letter (the "**Commitment Letter**") pursuant to which the underwriters named therein have agreed to enter into a £900 million revolving facility agreement (the "**Backstop Facility Agreement**") in the event that the majority lenders under the Revolving Facility Agreement do not consent to the Acquisition. The Commitment Letter was entered into between, among others, Informa Group Holdings Limited and the underwriters, bookrunners and mandated lead arrangers listed therein.

  In the event that the Backstop Facility Agreement is entered into, it will be on substantially similar terms to those in the Revolving Facility Agreement. The Revolving Facility would then be repaid in full and the available commitments cancelled.

(b) ***Material contracts of the Penton Group***

The following are all of the contracts (not being contracts entered into in the ordinary course of business) which have been entered into by Penton and/or members of the Penton Group within the two years immediately preceding the date of this document and are, or may be, material to the Penton Group or which have been entered into at any time by Penton or any member of the Penton Group and contain any provisions under which Penton or any member of the Penton Group has any obligation or entitlement which is, or may be, material to the Penton Group at the date of this document:

- ***Merger Agreement***

  Please see Part IV (*Details of the Acquisition*) of this document for a summary of the principal terms and conditions of the Merger Agreement (including, for the avoidance of doubt, the principal terms of the Lock-up Agreements).

11. Litigation

Informa

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Informa Group is aware) during the year preceding the date of this document which may have, or have had in the recent past, significant effects on the financial position or profitability of Informa or the Informa Group.

Penton

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Informa Group is aware) during the year preceding the date of this document which may have, or have had in the recent past, significant effects on the financial position or profitability of Penton or the Penton Group.

12. No significant change in the financial or trading position

Informa

There has been no significant change in the financial or trading position of the Informa Group since 30 June 2016, the date to which Informa's last published financial statements were prepared.

Penton

There has been no significant change in the financial or trading position of the Penton Group since 31 December 2015, the date to which Penton's last published audited financial statements were prepared.

13. Working Capital

Informa is of the opinion that, taking into account the net proceeds of the Rights Issue and the bank facilities available, the Enlarged Group has sufficient working capital for its present requirements, that is, for at least the 12 months following the date of publication of this document.

14. Basis of synergies

The Informa Group has a strong track record of value-enhancing acquisitions, having acquired a number of businesses of scale in recent years including Hanley Wood Exhibitions and Virgo Publishing, and the Informa management team are experienced in integrating acquired businesses. On Closing, Patrick Martell, Chief Executive of the Business Intelligence Division, will work alongside the current Chief Executive of Penton, David Kieselstein to ensure 2016 delivery. This transition partnership will see Patrick become CEO of Penton and work to ensure the smooth and effective combination of the two businesses. Charlie McCurdy, Chief Executive of the Global Exhibitions Division, will work alongside Patrick to oversee the enlarged exhibitions business.

Estimated run-rate operating synergies of approximately $18 million (approximately £14 million) are expected to be achieved by the end of the second full financial year following Closing. The operating synergies are expected to be achieved as a result of eliminating duplication across a number of areas, cost savings generated from economies of scale in some areas, achieving certain operational efficiencies in Penton and implementing a defined integration plan. Integration and other exceptional costs are estimated to be approximately $23 million (approximately £18 million) in aggregate incurred in the period through to 31 December 2018.

The Informa Board expects operating synergies to be achieved as a result of:

- eliminating duplication across the combined business (55 per cent.); and
- operational and scale efficiencies from optimising the combined operating model and rationalisation of the associated property portfolio (45 per cent.).

In addition, Informa has identified a number of revenue opportunities that will arise as a result of the Acquisition, including the geo-cloning of exhibitions, customer cross-marketing and product upselling. However, none of these potential benefits are included in our calculation of the return on investment generated by the Acquisition stated above. The expected synergies described above are contingent on Closing and could not be achieved by Informa independently. The Informa Board confirms that the annual cost savings and the anticipated one-off expenditure stated above reflect the beneficial elements and relevant costs associated in achieving these synergies. The operating synergies have been stated after the deduction of costs arising from harmonisation of employee benefits.

The Informa Board confirms that the approximately $18 million (approximately £14 million) of annual cost savings and the anticipated one-off expenditure of approximately $23 million (approximately £18 million) reflect the beneficial elements and relevant costs associated in achieving these synergies. The cost bases used as the basis of the synergy plan are the Penton management accounts provided to the synergy team (financial year ending 2015) and the Informa management accounts (financial year ending 2015); the synergy plan also utilises the headcount and salaries from 21 January 2016 (most recent data available).

15. Profit Forecast of the Informa Group

On 11 February 2016, Informa announced its results for the 12 months to 31 December 2015. In the press release accompanying those results, Informa made the following statement in relation to its financial targets for the 12 months to 31 December 2016:

"….the capabilities we are now building into the Group and our forward visibility give us confidence that in Year Three of GAP, we can further improve Organic Revenue growth, as well as deliver another year of growth in adjusted Operating Profit and Earnings".

On 28 July 2016 Informa announced its interim results for the six months to 30 June 2016. In the press release accompanying those results, Informa made the following statement:

"Our focus on delivery, combined with the scale benefits of our US expansion programme, gives us confidence we can again meet our full-year targets, including a third year of revenue growth and improved adjusted earnings".

The above statements constitute a profit forecast for the purposes of the Listing Rules (the "**Profit Forecast**") and a confirmation of that Profit Forecast. The Profit Forecast relates to the period ending 31 December 2016 and relates to Adjusted Earnings and Adjusted Operating Profit.

Basis of preparation

The Profit Forecast has been properly compiled on the basis of the assumptions stated below and on a basis consistent with the accounting policies of the Informa Group, which are in accordance with IFRS as adopted by the EU and which are those expected by the Informa Group to be applicable for the year ending 31 December 2016.

Adjusted results are prepared by Informa in addition to statutory results to provide additional useful information on underlying performance to Informa Shareholders and are comparable to similar adjusted measures used by Informa's peer companies, facilitating comparison with such peers.

The Informa Directors have prepared the Profit Forecast on the basis of: (a) the audited financial statements for the year ended 31 December 2015; (b) the unaudited interim financial statements for the six months to 30 June 2016; (c) the unaudited management accounts of the Informa Group for the seven months ended 31 July 2016; and (d) the projected financial performance of the Informa Group for the remaining five months of the year ending 31 December 2016.

The Informa Directors have considered and confirm that the Profit Forecast remains correct as at the date of this document. The Profit Forecast does not take into account any effects of the Acquisition (including associated costs) or any other business acquisitions or disposals.

Assumptions

The Profit Forecast has been prepared on the basis of the following assumptions during the forecast period:

Factors outside the influence or control of the Informa Board:

(a) there will be no material change in the political and/or economic environment that would materially affect the Informa Group;

(b) there will be no material change in legislation or regulation impacting on the Informa Group's operations or its accounting policies;

(c) there will be no business disruptions that materially affect the Informa Group, its customers or operations, including supply chain disruptions, cyber-attacks, technological issues, natural disasters, pandemics, epidemics, other disease, acts of terrorism or other material disruption, in particular those that curtail travel or the attendance of exhibitors or attendees at Informa's events, trade shows and conferences;

(d) there will be no change in inflation, interest or tax rates in the principal markets and regions in which the Informa Group operates compared with the Informa budgeted forecast;

(e) the US dollar/pound sterling exchange rate and the tax rates remain materially unchanged from the prevailing rates;

(f) there will be no material changes in the structure of the markets, customer demand or the competitive environment;

(g) forward bookings and cancellations for events and conferences do not materially deviate from Informa's past experience;

(h) there will be no material change in the management or control of the Informa Group; and

(i) there will be no adverse event that will have an impact on the Informa Group's financial performance which is material in the context of the Profit Forecast.

Factors within the influence or control of the Informa Board:

(a) there will be no material acquisitions or disposals by the Informa Group;

(b) there will be no material change in the management of the Informa Group's businesses or in the operational strategy of the Informa Group;

(c) there are no material strategic investments over and above those currently planned by the Informa Group; and

(d) there is no other issue which is material in the context of the Profit Forecast, beyond those issues that are already known to the Informa Directors at the current time, that will arise in the context of Informa's events, trade shows and conferences.

16. Consents

Each of Morgan Stanley, Centerview Partners, BofA Merrill Lynch, Rothschild and Barclays has given and has not withdrawn its written consent to the inclusion in this document of references to its name in the form and context in which the name appears.

Deloitte has given and has not withdrawn its written consent to the inclusion in this document of its report set out in Section B (*Accountant's Report on the Financial Information relating to Penton*) of Part V (*Financial Information on Penton*) and Section B (*Accountant's Report on the Unaudited Pro Forma Financial Information of the Enlarged Group*) of Part VI (*Unaudited Pro Forma Financial Information of the Enlarged Group*), in each case in the form and context in which it appears.

17. Documents Available for Inspection

Copies of the following documents will be available for inspection, during usual business hours on any Business Day at the offices of Clifford Chance LLP, 10 Upper Bank Street, London E14 5JJ and at the registered office of Informa, from the date of this document up to and including the later of the date of the Consideration Shares Admission and the date of the Rights Issue Admission:

(a) the articles of association of Informa;

(b) the Merger Agreement;

(c) the Informa Audited Financial Statements;

(d) the Informa 2016 Unaudited Interim Financial Statements;

(e) the accountant's report from Deloitte set out in Section B (*Accountant's Report relating to Penton*) of Part V (*Financial Information on Penton*) of this document;

(f) the accountant's report from Deloitte set out in Section B (*Accountant's Report on the Unaudited Pro Forma Financial Information of the Enlarged Group*) of Part VI (*Unaudited Pro Forma Financial Information of the Enlarged Group*) of this document;

(g) the written consents referred to in paragraph 16 of this Part VII (*Additional Information*);

(h) the Prospectus; and

(i) this document.

Dated: 15 September 2016.

PART VIII

DEFINITIONS

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

"**Acquisition**"	the proposed merger of Informa Merger Sub with and into Penton, pursuant to which Penton will become an indirect wholly owned subsidiary of Informa, in accordance with the Merger Agreement
"**Acquisition Facilities**"	the Acquisition Facility and the Term Facility
"**Acquisition Facilities Agreement**"	the acquisition facilities agreement entered into by Informa in respect of the Acquisition, as described in paragraph 10 of Part VII (*Additional Information*)
"**Acquisition Facility**"	the $675,000,000 committed term loan facility under the Acquisition Facilities Agreement
"**Act**"	the Companies Act 2006 of the United Kingdom as amended from time to time
"**Adjusted Earnings**"	the profit for the year adjusted to exclude those items excluded from Adjusted Operating Profit and, in addition, excluding the profit or loss on disposal of businesses and other non-recurring items below operating profit which, in the opinion of the Informa Directors, would distort underlying results
"**Adjusted Operating Profit**"	the operating profit after adding back certain items, including those which, in the opinion of the Informa Directors, would distort underlying results. The following items have been added back to operating profit to arrive at Adjusted Operating Profit: amortisation of intangibles created upon business combinations or the acquisition of trade and assets as the Informa Group does not see these charges as integral to the underlying trading; impairment of goodwill, intangible assets and loan receivables; redundancy and restructuring costs, which are the costs incurred by the Informa Group in reorganising and integrating acquired businesses, business restructuring, in response to changes in market conditions and closure of businesses and changing the operating model to align with the Group's strategy, the *Growth Acceleration Plan*; acquisition and integration costs; and, subsequent remeasurement of contingent consideration
"**B2B**"	business-to-business
"**Backstop Facility Agreement**"	the £900,000,000 backstop revolving facility agreement as described in paragraph 10 of Part VII (*Additional Information*)
"**BofA Merrill Lynch**"	Merrill Lynch International, a subsidiary of Bank of America Corporation, incorporated in England and Wales with registered number 2312079, whose registered office is at 2 King Edward Street, London EC1A 1HQ
"**Banco Santander**"	Banco Santander, S.A.
"**Barclays**"	Barclays Bank PLC, acting through its Investment Bank, incorporated in England and Wales with registered number

	01026167, whose registered office is at 1 Churchill Place, London E14 5HP
"**Break Fee**"	an amount equal to $40 million (£30.3 million) payable by Informa USA to Penton in certain limited circumstances set out in the Merger Agreement
"**Business Day**"	a day (other than a Saturday, Sunday, public or bank holiday) on which banks are generally open for business in London
"**Cashless Take Up**"	the sale of such number of Nil Paid Rights as will generate sufficient sale proceeds to enable the direct or indirect holder thereof to take up all of their remaining Nil Paid Rights (or entitlements thereto)
"**Centerview Partners**"	Centerview Partners UK LLP, 100 Pall Mall, 3rd Floor, London, SW1Y 5NQ
"**Closing**"	the consummation of the transactions contemplated by the Merger Agreement
"**Closing Price**"	the closing, middle market quotation of an Informa Share on 14 September 2016 (the last Business Day before the announcement of the Rights Issue), as published in the Official List
"**Co-Lead Managers**"	Banco Santander, BNP Paribas and Commerzbank
"**Commerzbank**"	Commerzbank Aktiengesellschaft, London Branch
"**Commitment Letter**"	the commitment letter entered into by Informa Group Holdings Limited in respect of the Acquisition, as described in paragraph 10 of Part VII (*Additional Information*)
"**Consideration Shares**"	the ordinary shares of 0.1p each in the capital of Informa, to be issued to the Sellers pursuant to the Merger Agreement
"**Consideration Shares Admission**"	the admission of the Consideration Shares by the FCA to the premium listing segment of the Official List and to trading on the London Stock Exchange's main market for listed securities, in accordance with the Listing Rules as stated in the Admission and Disclosure Handbook published by the London Stock Exchange
"**CREST**"	the relevant system (as defined in the Regulations) in respect of which Euroclear is the operator (as defined in the Regulations)
"**CREST Proxy Instruction**"	a properly authenticated CREST message appointing and instructing a proxy to attend and vote in place of an Informa Shareholder at the General Meeting and containing the information required to be contained in the CREST Manual
"**Deloitte**"	Deloitte LLP, a partnership incorporated in England and Wales with registered number OC303675, whose registered office is at 2 New Street Square, London EC4A 3BZ
"**Disclosure Rules and Transparency Rules**"	the disclosure rules and transparency rules made by the FCA under section 73A of the FSMA
"**DSBP**"	the Informa plc 2014 Deferred Share Bonus Plan
"**Employee Share Plans**"	the DSBP, the Global ShareMatch, the LTIP and the SIPs
"**Enlarged Group**"	the combined group comprising the Informa Group as enlarged following Closing

"**Euroclear**"	Euroclear UK & Ireland Limited
"**Executive Directors**"	the executive directors of Informa, being Lord Stephen A. Carter and Gareth Wright
"**Existing Informa Shares**"	the Informa Shares in issue immediately prior to the Rights Issue Admission
"**FCA**"	the UK Financial Conduct Authority or its successors from time to time
"**Form of Proxy**"	the form of proxy enclosed with this document, for use by Informa Shareholders in connection with the General Meeting
"**Fully Paid Rights**"	rights to acquire the Rights Issue Shares fully paid
"**GAAP**"	generally accepted accounting principles
"**GAP**"	the 2014-2017 Growth Acceleration Plan, a multi-year programme to accelerate growth and improve returns across the Informa Group
"**General Meeting**"	the general meeting of Informa to be held at 10.30 a.m. on 10 October 2016 at The Conrad London St James, 22-28 Broadway, London, SW1H 0BH (and any adjournment thereof) for the purposes of considering and, if thought fit, approving the Resolution
"**Global ShareMatch**"	the Informa ShareMatch Plan
"**HSBC**"	HSBC Bank Plc
"**IFRS**"	International Financial Reporting Standards as adopted by the European Union
"**Informa**"	Informa PLC, incorporated in England and Wales with registered number 08860726
"**Informa 2013 Financial Statements**"	Informa Group's consolidated financial statements for the year ended 31 December 2013 as set out in Old Informa's annual report and accounts for the year ended 31 December 2013
"**Informa 2014 Financial Statements**"	Informa Group's consolidated financial statements for the year ended 31 December 2014 as set out in Informa's annual report and accounts for the year ended 31 December 2014
"**Informa 2015 Financial Statements**"	Informa Group's consolidated financial statements for the year ended 31 December 2015 as set out in Informa's annual report and accounts for the year ended 31 December 2015
"**Informa 2016 Unaudited Interim Financial Statements**"	the unaudited interim results of Informa Group for the six months ended 30 June 2016
"**Informa Audited Financial Statements**"	the Informa 2013 Financial Statements, the Informa 2014 Financial Statements and the Informa 2015 Financial Statements
"**Informa Board**"	the board of directors of Informa
"**Informa Directors**"	the directors of Informa whose names are set out on page 13 of this document
"**Informa Group**"	(i) for the period from and including 30 May 2014, Informa and its subsidiary undertakings from time to time; or (ii) for the period

	prior to 30 May 2014, Old Informa and its subsidiary undertakings from time to time
"**Informa Merger Sub**"	Greenwich Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of Informa USA incorporated for the purposes of effecting the Acquisition
"**Informa Shareholders**"	holders of Informa Shares
"**Informa Shares**"	the ordinary shares of 0.1p each in the capital of Informa
"**Informa USA**"	Informa USA, Inc., a Massachusetts corporation and an indirect wholly-owned subsidiary of Informa
"**Issue Price**"	the price of 441 pence per Informa Share at which Rights Issue Shares are to be issued or sold under the Rights Issue
"**Joint Bookrunners**"	Barclays, BofA Merrill Lynch and HSBC
"**Listing Rules**"	the listing rules made by the FCA under section 73A of FSMA
"**Lock-up Agreements**"	the lock-up agreements to be entered into between (i) Informa on the one hand; and (ii) each holder of Penton Shares and Penton Options on the other hand, with respect to the Consideration Shares to be issued to such holders of Penton Shares and Penton Options (each such lock-up agreement being a "**Lock-up Agreement**")
"**London Stock Exchange**"	London Stock Exchange PLC or its successor
"**LTIP**"	the Informa 2014 Long-Term Incentive Plan
"**Merger Agreement**"	the agreement and plan of merger entered into on 15 September 2016 between Informa, Informa USA, Informa Merger Sub, Penton and Penton LLC in relation to the Acquisition (including, for this purpose, the Lock-up Agreements)
"**Morgan Stanley**"	Morgan Stanley & Co. International plc, 25 Cabot Square, Canary Wharf, London E14 4QA
"**New Informa Shares**"	the Rights Issue Shares and the Consideration Shares (as applicable)
"**Nil Paid Rights**"	Rights Issue Shares in nil paid form provisionally allotted to Qualifying Informa Shareholders pursuant to the Rights Issue
"**Non-Executive Directors**"	the non-executive directors of Informa, being Derek Mapp, Gareth Bullock, Dr. Brendan O'Neill, Helen Owers, Cindy Rose, Stephen Davidson, David Flaschen and John Rishton
"**Official List**"	the official list of the FCA
"**Old Informa**"	Informa Switzerland Limited (formerly known as Informa PLC), incorporated in Jersey with registered number 102786
"**Organic Revenue**"	revenue on a constant currency basis after removing the effect of material acquisitions and disposals from the current and prior year
"**Overseas Informa Shareholders**"	Informa Shareholders with a registered address outside the United Kingdom or who are citizens or residents of countries outside the United Kingdom

"**pence**", "**pounds sterling**", "**pounds**", "**sterling**", "**£**" "**GBP**" or "**p**"	the lawful currency of the United Kingdom
"**Penton**"	Penton Business Media Holdings, Inc., a Delaware corporation (registered number 4011191) whose principal office is at 1166 Avenue of the Americas 10th floor, New York, NY 10036
"**Penton Group**"	Penton and its subsidiary undertakings from time to time
"**Penton LLC**"	Penton Business Media Holdings, LLC, a Delaware limited liability company (registered number 4011188) whose principal office is at 1166 Avenue of the Americas 10th floor, New York, NY 10036
"**Penton Optionholders**"	means holders of Penton Options or, persons who hold Penton Shares following the exercise of such options
"**PRA**"	the UK Prudential Regulation Authority or its successors from time to time
"**Profit Forecast**"	the profit forecast set out in the Informa 2015 Financial Statements and described further in Part VII (*Additional Information*)
"**Prospectus**"	the document comprising a prospectus relating to Informa, the Rights Issue and the listing of the Rights Issue Shares and the Consideration Shares on the premium segment of the Official List
"**Prospectus Rules**"	the rules published by the FCA under section 73A of the FSMA
"**Provisional Allotment Letter(s)**"	the renounceable provisional allotment letter(s) relating to the Rights Issue, expected to be despatched on 10 October 2016 to Qualifying Non-CREST Informa Shareholders (other than, subject to certain exemptions, Qualifying Non-CREST Informa Shareholders with a registered address, or resident or located, in the United States or any of the Restricted Jurisdictions)
"**Qualifying CREST Informa Shareholder**"	Qualifying Informa Shareholders holding Informa Shares in uncertificated form
"**Qualifying Non-CREST Informa Shareholder**"	Qualifying Informa Shareholders holding Informa Shares in certificated form
"**Qualifying Informa Shareholder**"	holders of Existing Informa Shares on the register of members of Informa at the Record Date
"**Record Date**"	the close of business on 6 October 2016
"**Registrars**"	Computershare Investor Services PLC
"**Regulations**"	the Uncertificated Securities Regulations 2001 of the United Kingdom (SI 2001 No.3755)
"**Remuneration Report**"	the Directors' Remuneration Report contained in the annual report and financial statements of Informa for the financial period ended 31 December 2015 at page 80
"**Resolution**"	the resolution to be proposed at the General Meeting, notice of which is set out in this document
"**Restricted Jurisdiction**"	Australia, Canada, Hong Kong, Japan, New Zealand, People's Republic of China and South Africa and any other jurisdiction

	where the extension or availability of the Rights Issue would breach any applicable law or regulation
"**Rights Issue**"	the proposed issue of the Rights Issue Shares to Qualifying Informa Shareholders by way of rights on the terms and subject to the conditions set out in the Prospectus and, in the case of Qualifying Non-CREST Informa Shareholders, the Provisional Allotment Letters
"**Rights Issue Admission**"	the admission of the Rights Issue Shares by the FCA to the premium listing segment of the Official List and to trading nil paid on the London Stock Exchange's main market for listed securities, in accordance with the Listing Rules as stated in the Admission and Disclosure Handbook published by the London Stock Exchange
"**Rights Issue Shares**"	Informa Shares to be issued by Informa under the Rights Issue
"**Rothschild**"	N. M. Rothschild & Sons Limited, incorporated in England and Wales with registered number 00925279, whose registered office is at New Court, St Swithin's Lane, London EC4N 8AL
"**Securities Act**"	the United States Securities Act of 1933, as amended from time to time
"**Sellers**"	Penton LLC, the holders of a direct equity interest in Penton LLC and the Penton Optionholders
"**Share Dealing Service**"	the dealing service being made available by Computershare Investor Services PLC to Qualifying Non-CREST Informa Shareholders who are individuals with a registered address in the UK or any other jurisdiction within the EEA who wish to sell all of their Nil Paid Rights or to effect a Cashless Take Up
"**SIPs**"	the Informa plc Investment Plan, the Informa 2009 Investment Plan and the Informa 2014 ShareMatch Plan
"**Sponsor**"	Barclays
"**the FSMA**"	the Financial Services and Markets Act 2000 of the United Kingdom, as amended from time to time
"**Term Facility**"	the £150,000,000 committed term loan facility under the Acquisition Facilities Agreement
"**UK**" or "**United Kingdom**"	the United Kingdom of Great Britain and Northern Ireland
"**Underwriters**"	Barclays, BofA Merrill Lynch, HSBC Bank plc, Banco Santander S.A., BNP Paribas and Commerzbank Aktiengesellschaft, London Branch
"**Underwriting Agreement**"	the underwriting agreement described in paragraph 10 of Part VII (*Additional Information*)
"**US**" or "**United States**"	the United States of America (including the states of the United States and the District of Columbia), its possessions and territories and all areas subject to its jurisdiction

For the purpose of this document, "**subsidiary**", "**subsidiary undertaking**", "**undertaking**" and "**associated undertaking**" have the meanings given by the Act.

All times referred to are London times unless otherwise stated.

All references to legislation in this document are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation shall include any amendment, modification, re-enactment or extension thereof.

Words importing the singular shall include the plural and *vice versa*, and words importing the masculine gender shall include the feminine or neutral gender.

INFORMA PLC

(Incorporated and registered in England and Wales under the Companies Act of 2006 with registered number 8860726)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a **GENERAL MEETING** of Informa PLC (the "**Company**") will be held at The Conrad London St James, 22-28 Broadway, London, SW1H 0BH at 10.30 a.m. on 10 October 2016 for the purpose of considering and, if thought fit, passing the following resolution.

ORDINARY RESOLUTION

THAT:

(A) the acquisition of Penton Business Media Holdings, Inc. by a subsidiary of Informa (the "**Acquisition**"), substantially on the terms and subject to the conditions set out in the circular to shareholders outlining the Acquisition dated 15 September 2016, of which this notice forms part (the "**Circular**") (a copy of which is produced to the meeting and signed for identification purposes by the chairman of the meeting) be and is hereby approved and the directors of the Company (or any duly constituted committee thereof) be authorised: (1) to take all such steps as may be necessary or desirable in connection with, and to implement, the Acquisition; and (2) to agree such modifications, variations, revisions, waivers or amendments to the terms and conditions of the Acquisition (provided such modifications, variations, revisions, waivers or amendments are not material), and to any documents relating thereto, as they may in their absolute discretion think fit; and

(B) without prejudice to all existing authorities conferred on the directors of the Company, the directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 and Article 67 of the Company's articles of association to exercise all the powers of the Company to allot New Informa Shares (as defined in the Circular) in the Company pursuant to or in connection with the Acquisition and the Rights Issue (as defined in the Circular) up to an aggregate nominal value of £174,634, such authority to expire at the conclusion of the Company's next annual general meeting.

Dated: 15 September 2016

By order of the Board

Rupert Hopley
Company Secretary

Registered office:
Informa PLC
5 Howick Place
London SW1P 1WG
United Kingdom

Notes:

1. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company as at 10 p.m. on 6 October 2016 or, in the event that the meeting is adjourned, in the register of members at 10 p.m. on the date 48 hours before the date of any adjourned meeting. Changes to entries on the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting or any adjourned meeting.

2. A holder of shares of the Company entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote on their behalf at the meeting. A Form of Proxy which may be used to make such appointment and give proxy instructions is enclosed with this notice. If you think you may not be able to attend the meeting, please complete and return the Form of Proxy. Please indicate how you wish your vote to be cast by inserting an "X" in the appropriate box. In the event that you wish to appoint a person other than the Chairman as your proxy, delete the reference to the Chairman and insert the name and address of the person you wish to appoint in the space provided. A proxy need not be a member of the Company. Instructions for use are shown on the Form of Proxy. Completion and return of a Form of Proxy, an electronic proxy or any CREST Proxy Instruction (as described in note 9 below) will not preclude a shareholder from attending the meeting and voting there in person. Informa will not exercise any rights in relation to any shares held by, or on behalf of, Informa.

3. To be effective, the Form of Proxy (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority) must be deposited at the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY before 10.30 a.m. on 6 October 2016 or, if the meeting is adjourned, by not later than 48 hours (excluding non-business days) before the time of the adjourned meeting. Forms of Proxy returned by fax will not be accepted. Alternatively, you may appoint a proxy or proxies electronically through the Company's Registrar's website: www.investorcentre.co.uk/eproxy. To appoint a proxy electronically you will be asked to provide your Control Number, Shareholder Reference Number and PIN, which are detailed on your proxy form.

4. A holder of shares of the Company entitled to attend and vote at the meeting may appoint more than one proxy. To do so, you should attach a schedule to the Form of Proxy specifying the full name of each proxy, the number of shares each proxy appointment relates to and how you wish the proxies' votes to be cast. A failure to specify the number of shares each proxy appointment relates to, or to specify a number of shares in excess of those held by the member on the date referred to in note 1 above, will result in the proxy appointments being invalid.

5. Any person who is not a member of the Company, but has been nominated under section 146 of the Companies Act 2006 by a member of the Company (the "**relevant member**") to enjoy information rights, (the "**nominated person**") does not have a right to appoint any proxies under note 2 above. A nominated person may have a right under an agreement with the relevant member to be appointed or to have somebody else appointed as a proxy for the meeting. If a nominated person does not have such a right, or has such a right and does not wish to exercise it, he or she may have a right under an agreement with the relevant member to give instructions as to the exercise of voting rights.

6. The "Vote Withheld" option is provided to enable you to abstain on the specified resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" the specified resolution.

7. As at 13 September 2016 (being the latest practicable date prior to the publication of this notice), the Company's share capital consisted of 648,941,249 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 13 September 2016 (excluding voting rights attached to shares held by or on behalf of Informa) are 648,941,249.

8. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the relevant register of members of the Company at 10 p.m. on the date 48 hours before the meeting or, in the event that the meeting is adjourned, in the register of members of the Company at 10 p.m. on the date 48 hours before the adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of members after the relevant time shall be disregarded in determining the rights of any person to attend and vote at the meeting or any adjourned meeting. Informa Shareholders who hold their shares in the Company through CREST ("**CREST members**") and who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the purpose of this 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 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.

9. 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's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 Company's Registrars Computershare Investor Services PLC (Participant ID 3RA50), not later than 48 hours before the time appointed for the meeting or any adjourned meeting. 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 Application Host) from which the Company's Registrars are 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.

10. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. 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, to procure that his or her 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

11. 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.

12. In the case of joint holders of a share the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.

13. Any member attending the meeting has a right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.

14. A copy of this notice, and other information required by s.311A of the Companies Act 2006, can be found at www.Informa.com/Informa-and-penton.

15. Voting on the resolution at this meeting will be conducted on a poll rather than a show of hands.