

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION**

**FOR IMMEDIATE RELEASE**

4 September 2024

**RECOMMENDED CASH OFFER**

**for**

**Ascential plc ("Ascential")**

**by**

**Informa PLC ("Informa")**

**to be effected by means of a scheme of arrangement under  
Part 26 of the UK Companies Act 2006**

**RESULTS OF VOTING AT COURT MEETING AND GENERAL MEETING**

On 24 July 2024, the boards of directors of Ascential and Informa announced that they had reached agreement on the terms of a recommended cash offer to be made by Informa for the entire issued and to be issued share capital of Ascential (the "**Acquisition**"), to be implemented by way of a court-sanctioned scheme of arrangement under Part 26 of the Companies Act (the "**Scheme**").

On 12 August 2024, Ascential published a circular in relation to the Scheme (the "**Scheme Document**"). Capitalised terms used in this announcement shall, unless otherwise defined, have the meanings as set out in the Scheme Document.

**Results of Court Meeting and General Meeting**

Ascential is pleased to announce that, at the Court Meeting and General Meeting held earlier today in connection with the Acquisition:

- (A) the requisite majorities of Scheme Shareholders voted in favour of the resolution to approve the Scheme at the Court Meeting; and
- (B) the requisite majority of Ascential Shareholders voted in favour of the Special Resolutions to implement the Scheme, including the amendments to Ascential's articles of association, at the General Meeting.

Details of the resolutions proposed and passed are set out in the notices of the Court Meeting and the General Meeting contained in the Scheme Document.

**Voting results of the Court Meeting**

The table below sets out the results of the poll conducted at the Court Meeting. Each Scheme Shareholder present (including by proxy) was entitled to one vote per Scheme Share held at the Voting Record Time.

Results of Court Meeting	Scheme Shares voted		Scheme Shareholders who voted**		No. of Scheme Shares voted as a % of Scheme Shares eligible to be voted at the Court Meeting*
	Number	%*	Number	%*	
FOR	<b>140,731,683</b>	99.99%	45	88.24%	68.74%
AGAINST	<b>19,787</b>	0.01%	6	11.76%	0.01%
<b>TOTAL</b>	<b>140,751,470</b>	100.00%	51	100.00%	68.75%

\*All percentages rounded to two decimal places.

\*\*Where a Scheme Shareholder has cast some of their votes "for" and some of their votes "against" the resolution, such Scheme Shareholder has been counted as having voted both "for" and "against" the resolution for the purposes of determining the number of Scheme Shareholders who voted as set out in this column.

### Voting results of the General Meeting

The table below sets out the results of the poll conducted at the General Meeting. Each Ascential Shareholder present (including by proxy) was entitled to one vote per Ascential Share held at the Voting Record Time.

Special Resolutions	Votes for**		Votes against		Total votes	Withheld votes***
	Number	%*	Number	%*	Number	Number
Effect the Scheme and amend the articles of association of Ascential	<b>140,553,527</b>	99.98%	<b>22,136</b>	0.02%	<b>140,575,663</b>	<b>99,789</b>
Effect the re-registration of Ascential as a private limited company, subject to the Scheme becoming Effective	<b>140,548,976</b>	99.99%	<b>21,023</b>	0.01%	<b>140,569,999</b>	<b>105,453</b>

\*All percentages rounded to two decimal places.

\*\*Includes discretionary votes.

\*\*\*A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes "for" or "against" the Special Resolutions.

The total number of Ascential Shares in issue at the Voting Record Time (at 6:30 p.m. (U.K. time) on 2 September 2024) was 204,744,224, with no shares held in treasury. Consequently, the total number of voting rights in Ascential at the Voting Record Time was 204,744,224.

A copy of the Special Resolutions passed at the General Meeting will shortly be submitted to the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

### Effective Date and Timetable

The outcome of today's Court Meeting and General Meeting means that Conditions 2(A) and 2(B) (as set out in Part III of the Scheme Document) have been satisfied. The Scheme remains subject to the satisfaction or (where applicable) waiver of the remaining Conditions and further terms set out in the Scheme Document, including the Court sanctioning the Scheme at the Sanction Hearing.

The expected timetable of principal events for the implementation of the Scheme remains as set out on pages 10 and 11 of the Scheme Document and as set out in the appendix below. The dates are indicative only and are subject to change. The dates will depend, among other things, on the dates upon which: (i) the Conditions are

satisfied or (if capable of waiver) waived; (ii) the Court sanctions the Scheme; and (iii) the Court Order is delivered to the Registrar of Companies. If any of the dates and/or times in the expected timetable change, the revised dates and/or times will be notified by announcement through a Regulatory Information Service.

## Enquiries

<b>Ascential</b>	+44 (0)20 7657 8950
Philip Thomas, Chief Executive Officer	
Mandy Gradden, Chief Financial Officer	
Rory Elliott, Investor Relations Director	
<b>BofA Securities (Joint financial adviser and joint corporate broker to Ascential)</b>	+44 (0)20 7628 1000
Duncan Stewart	
Geoff Iles	
Nick Hopkins	
Alex Penney	
<b>Goldman Sachs International (Joint financial adviser to Ascential)</b>	+44 (0)20 7774 1000
Anthony Gutman	
Nick Harper	
Alex Garner	
Nuno Santos	
<b>Deutsche Numis (Joint financial adviser and joint corporate broker to Ascential)</b>	+44 (0)20 7260 1000
Nick Westlake	
Jamie Loughborough	
<b>FTI Consulting LLP (Communications adviser to Ascential)</b>	+44 (0)20 3727 1000
Matt Dixon	
Jamie Ricketts	
<b>Informa</b>	
Stephen A. Carter, Group Chief Executive	+44 (0)20 8052 0400
Gareth Wright, Group Finance Director	+44 (0)20 8052 0400
Richard Menzies-Gow, Director of IR and Communications	+44 (0)20 8052 2787
<b>Morgan Stanley (Sole financial adviser and corporate broker to Informa)</b>	+44 (0) 20 7425 8000
Anthony Zammit	
Andrew Foster	
Nagib Ahmad	
Josh Williams	
<b>Teneo (PR Adviser to Informa)</b>	
Tim Burt	+44 7583 413254
Ed Cropley	+44 7492 949346
Anthony di Natale	+44 7880 715975

Slaughter and May is acting as legal adviser to Ascential. Clifford Chance LLP is acting as legal adviser to Informa.

## APPENDIX

### EXPECTED TIMETABLE OF PRINCIPAL EVENTS

*The following indicative timetable is based on Ascential's and Informa's current expected dates for the implementation of the Scheme and is subject to change. If any of the dates and/or times in this expected timetable change, the revised dates and/or times will be notified to Ascential Shareholders by announcement through the Regulatory Information Service of the LSE.*

Event	Time and date <sup>(1)</sup>
Long Stop Date	24 July 2025 <sup>(2)</sup>
<b>The following dates are indicative only and are subject to change</b>	
Sanction Hearing (to sanction the Scheme)	A date expected to fall during Q4 2024, subject to the satisfaction (or, if applicable, waiver) of the relevant Conditions and, in any event, prior to the Long Stop Date  ("D")
Last day of dealings in, and for the registration of transfers of, and disablement in CREST of, Ascential Shares	D*
Scheme Record Time	6:00 p.m. on D*
Effective Date	D+1* <sup>(3)</sup>
Cancellation of admission to trading of Ascential Shares on LSE	By 7:30 a.m. on D+1*
Latest date for dispatch of cheques, and crediting of CREST accounts and processing electronic transfers due under the Scheme	Within 14 days after the Effective Date

- (1) The dates and times are indicative only and are based on current expectations and may be subject to change and will depend on, among other things, the date on which the Conditions to the Scheme are satisfied or, if capable of waiver, waived, and the date on which the Court sanctions the Scheme. References to times are to London, United Kingdom time unless otherwise stated. If any of the times and/or dates above change, the revised times and/or dates will be notified to Ascential Shareholders by announcement through a Regulatory Information Service.

Participants in the Ascential Share Plans will be contacted separately to inform them of the effect of the Scheme on their rights under the Ascential Share Plans, including details of any dates and times relevant to them.

- (2) This is the latest date by which the Scheme may become Effective. However, the Long Stop Date may be extended to such later date as (a) may be agreed in writing by Ascential and Informa, or (b) (in a competitive situation) as may be specified by Informa with the Panel's consent and Court approval (if such approval(s) are required).
- (3) The Scheme shall become Effective as soon as a copy of the Court Order has been delivered to the Registrar of Companies. This is expected to occur following the Scheme Record Time and prior to the cancellation of trading in Ascential Shares. The events which are stated as occurring on subsequent dates are conditional on the Effective Date and operate by reference to that date.

\*All dates by reference to "D+1" will be to the date falling the number of indicated Business Days immediately after date D, as indicated above.

### **Important notice**

*This announcement is for information purposes only and is not intended to and does not constitute or form part of any offer to sell or subscribe for or any invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise.*

*The Acquisition shall be made solely by means of the Scheme Document (or, if the Acquisition is implemented by way of an Offer, the offer document) which, together with the Forms of Proxy, contains the full terms and Conditions of the Acquisition.*

*This announcement has been prepared for the purpose of complying with English and Welsh law and the Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside England and Wales.*

*This announcement does not constitute a prospectus or prospectus-equivalent document.*

### **Disclaimers**

*BofA Securities, which is authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom, is acting exclusively for Ascential and for no one else in connection with the Acquisition and will not be responsible to anyone other than Ascential for providing the protections afforded to its clients or for providing advice in relation to the matters referred to in this announcement.*

*Goldman Sachs, which is authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom, is acting exclusively for Ascential and no one else in connection with the Acquisition and will not be responsible to anyone other than Ascential for providing the protections afforded to clients of Goldman Sachs International, or for providing advice in relation to the matters referred to in this announcement.*

*Deutsche Numis, which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for Ascential as joint financial adviser and joint corporate broker and no one else in connection with the matters set out in this announcement and will not regard any other person as its client in relation to the matters referred to in this announcement and will not be responsible to anyone other than Ascential for providing the protections afforded to clients of Deutsche Numis, nor for providing advice in relation to any matter referred to herein. Neither Deutsche Numis nor any of its affiliates (nor any of their respective directors, officers, employees or agents), 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 Deutsche Numis in connection with this announcement, any statement contained herein or otherwise.*

*Morgan Stanley, which is authorised by the PRA and regulated by the FCA and the PRA in the U.K., is acting as financial adviser exclusively for Informa and no one else in connection with the matters set out in this announcement. In connection with such matters, Morgan Stanley, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in connection with the contents of this announcement or any other matter referred to herein.*

*No person has been authorised to give any information or make any representations other than those contained in this announcement and, if given or made, such information or representations must not be relied upon as having been authorised by Ascential, the Ascential Directors, Informa, the Informa Directors or by BofA Securities, Goldman Sachs, Deutsche Numis or Morgan Stanley or any other person involved in the Acquisition. Neither the publication of this announcement nor holding the Meetings, the Scheme Court Hearing, or filing the Court Order shall, under any circumstances, create any implication that there has been no change in the affairs of the Ascential Group or the Informa Group since the date of this Announcement or that the information in, or incorporated into, this announcement is correct as at any time subsequent to its date.*

### **Overseas Shareholders**

*The availability of the Scheme and the Acquisition to Overseas Shareholders may be affected by the laws of the relevant jurisdictions in which they are resident. Overseas Shareholders should inform themselves of, and observe, any applicable requirements. It is the responsibility of all Overseas Shareholders to satisfy themselves as to the full compliance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.*

*The release, publication or distribution of this announcement in jurisdictions other than the U.K. may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the U.K. should inform themselves about, and observe, any applicable requirements.*

*Unless otherwise determined by Informa or required by the Code, and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction. Copies of this announcement and any formal documentation relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from a Restricted Jurisdiction and persons receiving such (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send it in or into or from any Restricted Jurisdictions.*

*If the Acquisition is implemented by way of an Offer (unless otherwise permitted by applicable law and regulation), the Offer may not be made directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.*

### **Additional information for US investors**

*The Acquisition relates to shares in a U.K. company and is proposed to be made by means of a scheme of arrangement under English company law. U.S. holders of Ascential Shares should note that the Scheme relates to the shares of a U.K. company that are not registered under the U.S. Exchange Act and will be governed by English law. Neither the proxy solicitation rules nor the tender offer rules under the U.S. Exchange Act will apply to the Scheme. Moreover, the Scheme will be subject to the disclosure requirements and practices applicable in the U.K. to schemes of arrangement, which differ from the disclosure requirements of the U.S. proxy solicitation rules and tender offer rules. Financial information included in this announcement has been prepared in accordance with accounting standards applicable in the U.K. that may not be comparable to financial statements of U.S. companies. If Informa exercises its right to implement the acquisition of the Ascential Shares by way of a takeover offer, such offer will be made in compliance with applicable U.S. securities laws and regulations to the extent applicable.*

*Financial information included in this announcement has been or will have been prepared in accordance with accounting standards applicable in the U.K. that may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.*

*The receipt of cash pursuant to the Acquisition by a U.S. holder of Ascential Shares as consideration for the transfer of its Ascential Shares pursuant to the Scheme may be a taxable transaction for United States federal income tax purposes and under applicable United States state and local, as well as foreign and other, tax laws. Each Ascential Shareholder is urged to consult with independent professional advisers immediately regarding the tax consequences of the Acquisition applicable to it.*

*It may be difficult for U.S. holders of Ascential Shares to enforce their rights and any claim arising out of the U.S. federal laws, since Informa and Ascential are located in non-U.S. jurisdictions, and some or all of their officers and directors may be residents of a non-U.S. jurisdiction. U.S. holders of Ascential Shares may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgement.*

*Neither the United States Securities and Exchange Commission nor any U.S. state securities commission has approved or disapproved the Acquisition, passed upon the merits or fairness of the Acquisition or passed any opinion upon the accuracy, adequacy or completeness of this announcement. Any representation to the contrary is a criminal offence in the United States.*

### **Forward looking statements**

*This announcement, oral statements made regarding the Acquisition, and other information published by Ascential, any member of the Ascential Group, Informa or the Informa Group contain statements which are, or may be deemed to be, "forward-looking statements". Such forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and on numerous assumptions regarding the business strategies and the environment in which Ascential, any member of the Ascential Group, Informa or the Informa Group shall operate in the future and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements.*

*Forward-looking statements include, among other things, statements concerning the potential exposure of Ascential and the Ascential Group and Informa and the Informa Group to market risks, statements as to accretion and statements expressing management's expectations, beliefs, estimates, forecasts, projections and assumptions, including as to future potential cost savings, synergies, earnings, cash flow, return on capital employed, production and prospects. These forward-looking statements are identified by their use of terms and phrases such as "aims", "anticipate", "believe", "could", "estimate", "expect", "goals", "hopes", "intend", "may", "objectives", "outlook", "plan", "probably", "project", "risks", "seek", "should", "target", "will", "would" and similar terms and phrases.*

*By their very nature, forward-looking statements involve risks and uncertainties. There are a number of factors that could affect the future operations of Informa and the Informa Group and Ascential and the Ascential Group and could cause those results to differ materially from those expressed in the forward-looking statements included in this announcement. Neither Ascential, the Ascential Group, Informa nor the Informa Group, nor any of their respective associates or directors, officers or advisers, provide any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. Given these risks and uncertainties, potential investors are cautioned not to place any reliance on these forward-looking statements.*

*The forward-looking statements contained in this announcement speak only as at the date of this announcement and are not intended to give any assurance as to future results. Other than in accordance with their legal or regulatory obligations, neither Ascential, the Ascential Group, Informa nor the Informa Group is under any obligation, and each such person expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*

### **Publication on a website**

*A copy of this announcement and the documents required to be published pursuant to Rule 26.3 of the Code, shall be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Ascential and Informa's websites at <https://www.ascential.com/investors/recommended-offer-for-ascential-by-informa> and [www.informa.com/investors/informaandascential/](https://www.informa.com/investors/informaandascential/) respectively by no later than 12 noon (London time) on the Business Day following the date of this announcement. For the avoidance of doubt, the content of these websites is not incorporated into and do not form part of this announcement.*