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If you have sold or transferred all of your registered holding of Ordinary Shares in Euromoney Institutional Investor PLC, please send this document, together with the accompanying documents, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected. If you have sold or transferred part only of your holding, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected, immediately.

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# EUROMONEY INSTITUTIONAL INVESTOR PLC

## 2015 ANNUAL GENERAL MEETING

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Notice of the Annual General Meeting of the Company to be held at Euromoney Institutional Investor PLC, 8 Bouverie Street, London EC4Y 8AX, and convened for 9.30 a.m. on Thursday January 29 2015, is set out at the end of this document. A Form of Proxy for use at the Annual General Meeting is enclosed and, to be valid, must be completed and returned in accordance with the instructions printed thereon so as to be received by Equiniti, the Company's registrars, not later than 9.30 a.m. on Tuesday January 27 2015.

# EUROMONEY INSTITUTIONAL INVESTOR PLC

*(Registered and incorporated in England No. 954730)*

## LETTER FROM THE CHAIRMAN

*Registered and Head Office:*

Nestor House  
Playhouse Yard  
London, EC4V 5EX

December 22 2014

Dear Shareholder,

### **BUSINESS OF THE 2015 ANNUAL GENERAL MEETING**

I am writing to you in connection with the business to be considered at the Annual General Meeting ("AGM") of Euromoney Institutional Investor PLC (the "Company") which will be held on Thursday January 29 2015 at 9.30 a.m.

Details of the business to be considered are set out in this letter and the Notice of AGM at the end of this circular.

Voting on all of the proposed resolutions at the meeting will be conducted on a poll rather than a show of hands. This reflects current best practice and ensures that shareholders who are not able to attend the AGM, but who have appointed proxies, have their votes fully taken into account. Any directors appointed as proxies will cast their votes as directed by the shareholders. The poll results will be published via a Regulatory Information Service and on the Company's website as soon as possible after the conclusion of the AGM.

If you would like to vote on the resolutions but cannot come to the AGM, please complete the Form of Proxy sent to you with this circular and return it to our registrars, Equiniti, as soon as possible and in any event to arrive before 9.30 a.m. on Tuesday January 27 2015. Alternatively you can submit your vote online at [www.sharevote.co.uk](http://www.sharevote.co.uk).

I would now like to explain and comment further on the resolutions to be proposed at the AGM.

#### **Resolution 1 – 2014 Report and Accounts**

Shareholders are being asked to approve the Company's report and accounts for the year ended September 30 2014 (the "Annual Report"). This is published on the Company's website at [www.euromoneyplc.com](http://www.euromoneyplc.com) for those shareholders who have consented to electronic communication and is being posted to shareholders with this circular for those who have not.

#### **Resolution 2 – Directors' Remuneration Policy**

The Directors' Remuneration Policy forms a separate part of the Directors' Remuneration Report, a copy of which is set out in pages 48 to 53 of the Annual Report. The Directors' Remuneration Policy was approved at the 2014 AGM. As it has been updated to include a policy on claw backs and directors holding equity in the Company and some minor wording changes to remove duplication, it is proposed that the Directors' Remuneration Policy be re-approved. This vote is binding, which means that once the Directors' Remuneration Policy, as approved by shareholders, comes into effect, all payments to directors must be in accordance with it. If approved, the updated Directors' Remuneration Policy will come into effect from the end of the AGM. The Companies Act 2006 ("2006 Act") requires the Company to seek approval for its remuneration policy at least once every three years.

#### **Resolution 3 – Directors' Remuneration Report**

A copy of the Directors' Remuneration Report is set out in the Annual Report. It is proposed that the Directors' Remuneration Report for the year ended September 30 2014 be approved. As this vote is advisory, it does not affect the remuneration paid to any director.

#### **Resolution 4 – Final Dividend**

Shareholders are being asked to approve a final dividend of 16.00 pence per Ordinary Share for the year ended September 30 2014.

## Resolutions 5 to 18 – Election of Directors

As recommended by best corporate governance practice under the UK Corporate Governance Code (the “Code”), all directors submit themselves for re-election annually. Accordingly, all directors will retire at the forthcoming AGM and, being eligible, will offer themselves for re-election.

In addition, in accordance with the Code I confirm that, following a formal performance evaluation, the performance of the non-executive directors continues to be effective and demonstrates commitment to the role. Accordingly, resolutions to re-elect The Viscount Rothermere, Sir Patrick Sergeant, Mr JC Botts, Mr MWH Morgan, Mr DP Pritchard, Mr ART Ballingal and Mr TP Hillgarth are set out in the Notice of AGM.

Resolutions 5-11 are resolutions to re-elect the executive directors of the Company. Resolutions 12-18 are resolutions to re-elect the non-executive directors of the Company. Biographies of all of the directors seeking re-election can be found on page 34 of the Annual Report.

The Company is, for the first time at the AGM, required to comply with new provisions of the UK Listing Rules (the “Listing Rules”) introduced this year relating to controlling shareholders and the re-election of the independent non-executive directors. For the purposes of the Listing Rules, DMG Charles Limited, a subsidiary of Daily Mail and General Trust plc is a controlling shareholder of the Company as a result of it exercising or controlling more than 30% of the voting rights of the Company. As such, the election or re-election of any independent director by shareholders must be approved by a majority vote of both: (i) the shareholders of the Company; and (ii) the independent shareholders of the Company (that is, the shareholders of the Company entitled to vote on the election of directors who are not controlling shareholders of the Company).

Resolutions 16-18 are therefore being proposed as ordinary resolutions which all shareholders may vote on, but in addition the Company will separately count the number of votes cast by independent shareholders in favour of the resolution (as a proportion of the total votes of the independent shareholders cast on the resolution) to determine whether the second threshold referred to in (ii) in the previous paragraph has been met. The Company will announce the results of resolutions 16-18 on this basis as well as announcing the results of the ordinary resolutions of all shareholders.

Under the Listing Rules, if a resolution to re-elect an independent director is not approved by majority vote of both the shareholders as a whole and the independent shareholders, the Company may propose a further resolution to re-elect that director between 90 and 120 days from the date of the original vote. Accordingly if any of resolutions 16-18 are not approved by a majority of the independent shareholders at the AGM, the relevant director will be treated as having been re-elected only from the period of the date of the AGM to the earlier of: (i) the close of any general meeting of the Company, convened for a date more than 90 days after the AGM but within 120 days of the AGM, to propose a further resolution to re-elect him or her; (ii) the date which is 120 days after the AGM; and (iii) the date of any announcement by the Board that it does not intend to hold a second vote. In the event that the director’s re-election is approved by a majority vote of all shareholders at a second meeting, the director will then be re-elected until the next AGM.

The Company is also required to provide certain information in relation to the proposed re-election of the independent directors, being Mr DP Pritchard, Mr ART Ballingal and Mr TP Hillgarth. This includes details of any existing or previous relationship, transaction or arrangement the independent directors have with the Company, its directors, any controlling shareholder or an associate of a controlling shareholder, together with a description of why the Company considers the independent directors will be effective, how it has determined their independence and the process followed for their selection. These details for the independent directors are provided as part of their biographies below.

DP Pritchard

*Non-executive director and chairman of the audit committee*

Appointed to the board: 2008

David Pritchard is chairman of Songbird Estates plc and of AIB Group (UK) plc, and a director of The Motability Tenth Anniversary Trust. He has over 30 years of experience in the banking industry. He was formerly deputy chairman of Lloyds TSB Group, chairman of Cheltenham & Gloucester plc and a director of Scottish Widows Group and LCH.Clearnet Group.

ART Ballingal  
*Non-executive director*

Appointed to the board: 2012

Andrew Ballingal is Chief Executive and Chief Investment Officer of Ballingal Investment Advisors (BIA), an independent investment firm based in Hong Kong, which advises two Asia Pacific hedge funds. He has lived in Asia for over 20 years and worked in the Asia Pacific investment market at various firms before founding BIA in 2002. He has over 20 years of experience as an advisor, investor, and partner in hedge funds. Since 2008, he has served as a member of the Euromoney Institutional Investor PLC Asia Pacific Advisory Board.

TP Hillgarth  
*Non-executive director*

Appointed to the board: 2012

Tristan Hillgarth has over 30 years of experience in the asset management industry having been a director of Jupiter Asset Management for eight years and before that at Invesco where he held several senior positions including CEO of Invesco's UK and European business. He is a non-executive director of JPMorgan Overseas Investment Trust PLC.

The Company has received confirmation from each of the independent directors that there is no existing or previous relationship, transaction or arrangement that the independent directors have or have had with the Company, its directors, the controlling shareholder or any associate of the controlling shareholder.

Following the external board effectiveness evaluation exercise conducted during the year, the board considered that each of the independent directors proposed for re-election continues to bring valuable independent experience and advice to the Company.

#### **Resolutions 19 and 20 – Appointment and Remuneration of Auditors**

During the year a full and thorough tender process for the audit role was conducted, details of which can be found in the Corporate Governance section on page 44 of the Annual Report. On the recommendation of the Audit Committee, the Board proposes that PricewaterhouseCoopers LLP be appointed as auditor of the Company replacing Deloitte LLP.

Under Resolution 20, it is proposed that the directors are authorised to set their remuneration.

#### **Resolution 21 – Authority for Purchase of Own Shares**

The Company cannot purchase its own shares unless the purchase has first been authorised by the Company's shareholders in general meeting. Such authority was last given by the shareholders at the 2014 AGM and it is proposed to confer a new authority on the Company in accordance with section 701 of the 2006 Act to make market purchases of its own shares for a further period which will end at the conclusion of the AGM to be held in 2016. The directors are seeking this authority under Resolution 21, which is proposed as a special resolution, in respect of 12,813,342 Ordinary Shares being 10% of the issued ordinary share capital on December 12 2014. The minimum and maximum prices are set by the authority.

The effect of any such purchase will clearly depend on the price at which it is made. On December 12 2014, the most recent practicable date prior to the printing of this document, the middle market quotation for an Ordinary Share as derived from the Daily Official List of the UK Listing Authority was 1,005.00 pence. As at December 12 2014, the total number of outstanding options to subscribe for Ordinary Shares was 2,890,711, representing 2.3% of the issued share capital of the Company. If the full authority to buy Ordinary Shares pursuant to Resolution 21 were used at such price, such outstanding options would represent 2.5% of the issued share capital of the Company.

The Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 permit companies to hold shares acquired by a company in itself as treasury shares rather than cancelling them. Pursuant to these regulations, the treasury shares can be subsequently cancelled, sold for cash or used to satisfy share options and share awards under employee share option schemes.

The directors would consider holding as treasury shares any shares the Company repurchases pursuant to the authority provided by this resolution, including shares to be used to satisfy share options (whether existing or granted in the future) under the 2010 Capital Appreciation Plan, the 2010 Company Share Option Plan, the SAYE Scheme 2009, the 2014 Capital Appreciation Plan and the 2014 Company Share Option Plan (the "Company's Incentive Schemes"). The directors believe holding such shares as treasury shares will provide the Company with increased flexibility in managing its share capital.

In relation to any repurchased shares held in treasury, unless such shares are subsequently cancelled, earnings per share, excluding those held in treasury, will only be increased on a temporary basis until such time as the shares are subsequently sold out of treasury.

Resolution 21, proposed as a special resolution, complies with the current guidelines issued by investor protection committees and the directors will have regard to any guidelines issued by investor protection committees which may be published at the time of any such purchase, holding or resale of treasury shares. As at December 12 2014 the Company held no treasury shares.

#### **Resolution 22 – Authority to Allot Shares**

In accordance with the provisions of sections 549 and 551 of the 2006 Act, the directors are prevented from exercising the Company's powers to allot shares without an authority in terms of the 2006 Act contained either in the Articles or in a resolution of the shareholders in general meeting. Such authority was last given by the shareholders of the Company at the 2014 AGM and expires on the date of the 2015 AGM. The board considers it appropriate that a further similar authority be granted to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £96,100 which is equivalent to approximately 30% of the total ordinary share capital of the Company as at December 12 2014.

In addition, the IMA (to be renamed The Investment Association in January 2015) has said that it will consider as routine a resolution to authorise the allotment of a further 30% of share capital for use in connection with a rights issue. The board considers it appropriate to seek this additional allotment authority at this year's AGM in order to take advantage of the flexibility it offers. There are no present plans to undertake a rights issue or to allot new shares other than in connection with the Company's employee share and incentive plans.

It is proposed under Resolution 22, which is proposed as a special resolution, to grant this authority. If the resolution is passed the new authority will expire on April 30 2016 or at the end of the next AGM of the Company, whichever is the sooner.

#### **Resolution 23 – Authority to Disapply Pre-emption Requirements**

The 2006 Act requires that an allotment of shares for cash or a sale of equity securities held in treasury for cash may not be made unless the shares are first offered to existing shareholders on a pre-emptive basis in accordance with the terms of the 2006 Act. In accordance with general practice, the directors propose that advantage be taken of the provisions of section 570 of the 2006 Act to disapply the 2006 Act's pre-emption requirements in relation to certain share issues or sales of treasury shares.

Resolution 23, which is proposed as a special resolution, will empower the directors to allot ordinary shares in the capital of the Company for cash on a non-pre-emptive basis:

- (i) in connection with a rights issue or other pro-rata offer to existing shareholders; and
- (ii) (otherwise than in connection with a rights issue) up to a maximum nominal value of £16,017, representing approximately 5% of the ordinary share capital of the Company as at December 12 2014 (the latest practicable date before publication of this circular).

No issue of shares or sale of treasury shares will be made which would effectively alter the control of the Company without prior approval of the Company's shareholders in general meeting being obtained.

#### **Resolution 24 – Notice of General Meetings**

Resolution 24 is a special resolution which is proposed by the directors in consequence of the implementation of the Shareholder Rights Directive. The regulations implementing this Directive increase the notice period for general meetings of the Company to 21 days. Prior to those regulations coming into force the Company was able to call general meetings (other than an AGM) on 14 clear days' notice and the directors would like to preserve this ability. However, this will not be used as a matter of routine for general meetings but only where, taking into account all the circumstances, the directors consider it appropriate in relation to the business considered at the meeting. In order to be able to do so, shareholders must approve the calling of such meetings on 14 days' notice. Such authority was last given by the shareholders of the Company at the 2014 AGM and expires on the date of the 2015 AGM. It is proposed under Resolution 24 to grant this authority. If the resolution is passed, the new authority will expire on April 30 2016 or at the end of the next AGM of the Company, whichever is the sooner. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice under the authority being sought under Resolution 24.

### Voting at the Annual General Meeting

Enclosed is a Form of Proxy for use at the AGM. Whether or not you intend to be present at the meeting, you are requested to complete and sign the Form of Proxy and return it to the Registrars at Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA, as soon as possible and, in any event, so that it is received not later than 9.30 a.m. on Tuesday January 27 2015. The completion and return of a Form of Proxy will not prevent you from attending the meeting and voting in person if you subsequently wish to do so. Further details relating to voting by proxy are set out in the notes to the Notice of AGM at the end of this circular.

### Documents available for inspection

The following documents are available for inspection during normal business hours at the registered office of the Company from noon on December 12 2014 until the conclusion of the AGM and will also be available for inspection at the AGM fifteen minutes before and during the AGM itself:

- (a) copies of the service contracts of the directors; and
- (b) particulars of transactions of each director and his family interests in the shares of the Company.

### Recommendation

The directors are of the opinion that the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of the resolutions to be proposed at the AGM as they themselves intend to do in respect of their own beneficial holdings amounting to 1,009,721 Ordinary Shares representing 0.8% of the current issued share capital of the Company as at December 12 2014.

Yours sincerely



Richard Ensor  
*Chairman*

# EUROMONEY INSTITUTIONAL INVESTOR PLC

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at Euromoney Institutional Investor PLC, 8 Bouverie Street, London EC4Y 8AX and convened for 9.30 a.m. on Thursday January 29 2015 for the purpose of considering and, if thought fit, passing the resolutions below:

Resolutions 1 to 20 will be proposed as ordinary resolutions and resolutions 21 to 24 will be proposed as special resolutions.

### Ordinary resolutions

1. To receive and adopt the reports of the directors and the auditor and the accounts of the Company for the year ended September 30 2014.
2. To approve the Directors' Remuneration Policy which is set out in a separate part of the Directors' Remuneration Report.
3. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended September 30 2014.
4. To declare a final dividend for the year ended September 30 2014 of 16.00 pence on each of the ordinary shares of 0.25 pence each in the Company ("Ordinary Shares").
5. To re-elect PR Ensor as an executive director.
6. To re-elect CHC Fordham as an executive director.
7. To re-elect NF Osborn as an executive director.
8. To re-elect CR Jones as an executive director.
9. To re-elect DE Alfano as an executive director.
10. To re-elect JL Wilkinson as an executive director.
11. To re-elect B AL-Rehany as an executive director.
12. To re-elect The Viscount Rothermere as a non-executive director.
13. To re-elect Sir Patrick Sergeant as a non-executive director.
14. To re-elect JC Botts as a non-executive director.
15. To re-elect MWH Morgan as a non-executive director.
16. To re-elect DP Pritchard as a non-executive director.
17. To re-elect ART Ballingal as a non-executive director.
18. To re-elect TP Hillgarth as a non-executive director.
19. To appoint PricewaterhouseCoopers LLP as auditor of the Company from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.
20. To authorise the directors to agree the auditor's remuneration.

### Special resolutions

21. That the Company be and is hereby authorised to purchase its own fully paid Ordinary Shares by way of market purchase in accordance with section 701 of the Companies Act 2006 (the "2006 Act") upon and subject to the following conditions:
  - (a) the maximum number of shares which may be purchased is 12,813,342 Ordinary Shares, being 10% of the issued ordinary share capital on December 12 2014;

- (b) the maximum price (exclusive of expenses payable by the Company) at which an Ordinary Share may be purchased cannot be more than the higher of:
  - (i) 105% of the average of the middle market quotations derived from the Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and
  - (ii) the value of an Ordinary Share calculated on the basis of the higher of the last independent trade of, or the highest current independent bid for, any number of Ordinary Shares on the trading venue where the market purchase by the Company will be carried out;
- (c) the minimum price at which Ordinary Shares may be purchased is 0.25 pence per Ordinary Share (exclusive of expenses payable by the Company);

provided that the authority to purchase conferred by this Resolution shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2016 or any adjournment thereof, provided that any contract for the purchase of any Ordinary Shares as aforesaid which has been concluded before the expiry of the said authority may be executed wholly or partly after the said authority expires.

22. That the directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the 2006 Act:

- (a) to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company (together, "Relevant Securities") or otherwise deal with or dispose of Relevant Securities up to a nominal value of £96,100; and
- (b) to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the 2006 Act) up to a further nominal amount of £96,100 provided that this authority may only be used in connection with a rights issue in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of all those persons at such record dates as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or any other matter whatsoever, save that proceeds (net of expenses) of £3 or less due to any such shareholder may be retained for the benefit of the Company,

provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or any adjournment thereof or April 30 2016 whichever is the sooner, unless renewed or extended prior to or at such meeting, save that the Company may, before the expiry of such period, make any offer or agreement which would or might require Relevant Securities or equity securities as the case may be to be allotted after the expiry of such period and the directors may allot Relevant Securities or equity securities in pursuance of any such offer or agreement as if the authority hereby conferred had not expired.

23. That, subject to the passing of Resolution 22 above, the directors be and are hereby empowered pursuant to sections 570 and 573 of the 2006 Act to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash pursuant to the authority given by Resolution 22 above or by way of a sale of treasury shares as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with a rights issue or other pro rata offer (but in the case of the authority conferred by Resolution 22 (b) by way of a rights issue only) in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of all those persons at such record dates as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject in each case to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or any other matter whatsoever, save that proceeds (net of expenses) of £3 or less due to any such shareholder may be retained for the benefit of the Company; and

- (b) the allotment (otherwise than pursuant to Resolution 23 (a) above) of equity securities up to an aggregate nominal amount of £16,017;

provided that such authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or any adjournment thereof or April 30 2016, whichever is the earlier, unless renewed or extended prior to or at such meeting except that the Company may, before the expiry of any power contained in this resolution, make any offer or agreement which would or might require equity securities to be allotted or treasury shares that are equity securities to be sold, in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

24. That the Company is authorised to call any general meeting of the Company, other than the Annual General Meeting, by notice of at least 14 clear days during the period beginning on the date of the passing of this Resolution and ending on the conclusion of the next Annual General Meeting of the Company.

By Order of the Board

A handwritten signature in black ink, appearing to read 'Bridget Hennigan', with a stylized flourish extending to the right.

Bridget Hennigan  
*Company Secretary*

December 22 2014

Notes:

1. A member entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote on his behalf. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. A proxy need not also be a member. A Form of Proxy for use at the meeting is enclosed and, to be valid, should be lodged with the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA, not later than 9.30 a.m. on Tuesday January 27 2015. Alternatively you can submit your vote online at [www.sharevote.co.uk](http://www.sharevote.co.uk).

A member who is a corporation may appoint one or more representatives who may exercise on its behalf all its powers as a member, provided that no more than one corporate representative exercises powers over the same share.

2. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the Register of Members of the Company as at 6.00 p.m. on Tuesday January 27 2015 (or, in the event of any adjournment, 6.00 p.m. on the date which is two days before the time of the adjourned meeting) shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time and changes to the Register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
3. The return of a completed Form of Proxy or CREST Proxy Instruction (as described in paragraph 10 below) will not prevent a shareholder from attending the AGM and voting in person if he/she wishes to do so.
4. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right, or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of rights in paragraph 1 does not apply to Nominated Persons, which applies only to shareholders of the Company.
5. It is proposed to pay the final dividend, if declared, on Thursday February 12 2015 to shareholders registered on Friday November 28 2014.
6. As at December 12 2014, the Company's issued share capital comprised 128,133,417 ordinary shares of 0.25 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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, should refer to their CREST sponsor or other voting service provider, who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message ("CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual which can be viewed at [www.euroclear.com](http://www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (RA19) by 9.30 a.m. on Tuesday January 27 2015. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
9. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that EUI does not make available special procedures in CREST for any particular 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 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.
10. 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.
11. You may not use any electronic address provided either in this Notice of AGM or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
12. Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter that the members propose to raise at the meeting relating to:
  - (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or
  - (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM.

The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on its website.

13. The Company's website ([www.euromoneyplc.com](http://www.euromoneyplc.com)) contains the information required to be made available by the Company pursuant to section 311A of the Companies Act 2006.
14. Pursuant to section 319A of the Companies Act 2006, the Company must cause to be answered any question put by a member attending the meeting which relates to the business of the meeting. However, the Company is not obliged to answer any such questions if (a) it interferes unduly with the preparation of the meeting or it would involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to the question or (c) it is undesirable in the interests of the Company or the good order of the meeting.



