

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to what action you should take, it is recommended that you immediately seek your own independent advice from your stockbroker, solicitor, accountant, financial adviser or other professional adviser who is authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriate authorised financial adviser.

If you sell or transfer, or have sold or transferred, all of your shares in Ascential plc please forward this document, together with the accompanying documents, as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer so that they can pass the documents to the person who now holds the shares. If you sell or transfer or have sold or otherwise transferred, only part of your holding of shares in Ascential plc, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected as to the action you should take.

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# ASCENTIAL plc

## **Notice of the 2019 Annual General Meeting**

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The notice of an Annual General Meeting of Ascential plc to be held at 3:00pm (UK time) on Wednesday 8 May 2019 at Coworth Park Hotel, Blacknest Road, Ascot, Berkshire SL5 7SE is set out in this document. A Form of Proxy for use in connection with the Annual General Meeting is enclosed with this notice. To be valid the Form of Proxy should be completed and returned in accordance with the instructions printed thereon, as soon as possible and, in any event, so as to reach Ascential plc's registrars Equiniti by no later than 3:00pm (UK time) on Friday 3 May 2019. Completion and return of a Form of Proxy will not preclude shareholders from attending and voting at the Annual General Meeting should they choose to do so. Further instructions relating to the Form of Proxy are set out in the notice of Annual General Meeting.

Ascential plc  
The Prow  
1 Wilder Walk  
London W1B 5AP  
United Kingdom

14 March 2019

Dear Shareholder

### **Annual General Meeting ('AGM')**

I am pleased to inform you that the AGM of Ascential plc (the 'Company') will be held at 3:00pm (UK time) on Wednesday 8 May 2019 at Coworth Park Hotel, Blacknest Road, Ascot, Berkshire SL5 7SE, United Kingdom.

The Notice of Meeting (the 'Notice') contains the resolutions proposed and is set out on pages 3 to 5 of this document. Explanatory notes to all the resolutions to be considered at the AGM appear on pages 5 to 7.

A copy of the Annual Report and Accounts (comprising the Company's audited financial statements for the financial year ended 31 December 2018, together with the Directors' and auditor's reports on those financial statements) is available on our website [ascential.com](http://ascential.com).

### **Voting**

At the meeting itself, voting on all the proposed resolutions will be conducted on a poll rather than a show of hands, in line with recommended best practice. Voting by poll is more transparent and equitable because it counts the votes of shareholders according to the number of shares registered in their names.

### **Website**

Our website [ascential.com](http://ascential.com) provides more information including a copy of our full Annual Report and Accounts and all the latest news about the Company, including regulatory announcements.

### **Action to be taken**

Enclosed with this Notice is a Form of Proxy for the resolutions to be proposed at the AGM. Please sign and return the Form of Proxy in accordance with the directions on it as soon as possible and, in any event, so that it is received before 3:00pm on Friday 3 May 2019.

You may also complete the Form of Proxy by logging on to [sharevote.co.uk](http://sharevote.co.uk). You will need your Voting ID, Task ID and Shareholder Reference Number, which is printed on the enclosed Form of Proxy.

Completion and return of the Form of Proxy will not preclude you from attending the AGM and voting in person should you wish to do so.

If you are planning to attend the AGM, please bring your attendance card with you. The card is attached to the enclosed Form of Proxy. The results of the AGM will be announced through a regulatory information service and on the Company website, [ascential.com](http://ascential.com), as soon as possible following the conclusion of the AGM.

### **Admission on the day**

If possible, please arrive by 14:45pm to allow sufficient time for registration and security clearance. Please bring your attendance card with you. This will be either the tear off portion of your Form of Proxy or, for those registered for electronic communications, a copy of the email you will have received.

### **Recommendation**

Your Directors consider that all the Resolutions to be considered at the AGM are in the best interests of the Company and shareholders as a whole. **Accordingly, your Directors unanimously recommend that shareholders vote in favour of all the Resolutions**, as the Directors intend to do in respect of their own shareholdings.

Yours sincerely

**Scott Forbes**  
Chairman

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ('AGM') of Ascential plc (the 'Company') will be held at 3:00pm (UK time) on Wednesday 8 May 2019 at Coworth Park Hotel, Blacknest Road, Ascot, Berkshire SL5 7SE, United Kingdom for the purpose of considering and, if thought fit, passing the Resolutions set out in this Notice.

Resolutions 1 to 14 (inclusive) will be proposed as ordinary resolutions. Resolutions 15 to 18 (inclusive) will be proposed as special resolutions.

## ORDINARY RESOLUTIONS

1. To receive and adopt the Annual Report and Accounts, comprising the audited financial statements for the financial year ended 31 December 2018 and the reports of the Directors and auditor thereon and the Strategic Report.
2. To approve the Annual Report on Remuneration for the financial year ended 31 December 2018, as set out on pages 68 to 75 of the Annual Report and Accounts.
3. To declare a final dividend of 3.9p per ordinary share of 1p each in the capital of the Company ("Ordinary Share").

To elect the following Directors who are seeking re-election:

4. Rita Clifton
5. Scott Forbes
6. Mandy Gradden
7. Paul Harrison
8. Gillian Kent
9. Duncan Painter
10. Judy Vezmar

11. To re-appoint KPMG LLP as auditor of the Company to serve from the conclusion of this AGM to the conclusion of the next Annual General Meeting at which accounts are laid.
12. To authorise the Board to determine the remuneration of the Auditor.

### 13. Political donations

To authorise the Company and any company which, at any time during the period for which this Resolution has effect, is a subsidiary of the Company, in accordance with sections 366 and 367 of the Companies Act 2006 (the '2006 Act'), to:

- (a) make political donations to political parties or independent electoral candidates not exceeding £50,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- (c) incur political expenditure not exceeding £50,000 in total (as such terms are defined in sections 363 to 365 of the 2006 Act) during the period of one year commencing on the date of the passing of this Resolution.

### 14. Authority to allot shares

(a) To generally and unconditionally authorise the Board in accordance with section 551 of the 2006 Act to exercise all of the Company's powers to allot shares in the Company and to grant rights to subscribe for shares and to convert any security into shares in the Company ('Rights'):

- (i) up to an aggregate nominal amount of £1,342,585; and
- (ii) comprising 'equity securities' (as such term is defined in section 560 of the 2006 Act) up to an aggregate nominal amount of £2,685,171, such amount to be reduced by the aggregate nominal amount of any allotments or grants made under Resolution 14(a)(i) above) in connection with an offer by way of rights issue:
  - a. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings;
  - b. to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary or appropriate,

and so that the Board may impose any limits or restrictions and make any arrangements which it deems necessary or expedient in relation to fractional entitlements, treasury shares, record dates or legal, regulatory or practical problems under the laws of, or the requirements of any relevant regulatory body or stock exchange in any territory or any other matter; such authority expiring upon the earlier of the end of the next Annual General Meeting of the Company or, if earlier, 9 August 2020, but in each case so that the Board is entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Board shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired.

- (b) That this Resolution revokes and replaces all unexercised authorities previously granted to the Board to allot equity securities or Rights but without prejudice to any allotment of equity securities or allotment or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

## **SPECIAL RESOLUTIONS**

### **15. Disapplication of pre-emption rights**

That if Resolution 14 is passed, but without prejudice to the exercise of any such authority prior to the date of the passing of this Resolution, the Board be and is hereby empowered pursuant to section 570 and section 573 of the 2006 Act to allot equity securities (within the meaning of section 560 of the 2006 Act) (including the grant of Rights for Ordinary Shares) for cash under the authority granted in Resolution 14 above and/or to sell treasury shares for cash, as if section 561 of the 2006 Act did not apply to any such allotment, such power to be limited by the following terms:

- (a) this power is limited to the allotment of equity securities and the sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (in the case of the authority sought under Resolution 14(a)(ii), by way of a rights issue only)
- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings;
- (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary or appropriate;

and so that the Board may impose any limits or restrictions and make any arrangements which it deems necessary or expedient in relation to fractional entitlements, treasury shares, record dates or legal, regulatory or practical problems under the laws of, or the requirements of any relevant regulatory body or stock exchange in, any territory or any other matter; and

- (b) otherwise than under paragraph (a), up to a total nominal value of £201,387;

and provided that this power expires (unless previously renewed, varied or revoked) on the date of the Company's next Annual General Meeting or, if earlier, on 9 August 2020 but in each case so that before this power expires, the Board may make offers or agreements which would or might require equity securities to be allotted (and/or treasury shares to be sold) after it expires and the Board is entitled to allot equity securities (and/or sell treasury shares) pursuant to any such offer or agreement as if this power had not expired.

### **16. Additional disapplication of pre-emption rights for the purposes of acquisitions or capital investments**

That if Resolution 14 is passed, and in addition to any authority granted in Resolution 15, the Board be and is hereby empowered pursuant to section 570 and section 573 of the 2006 Act to allot equity securities (within the meaning of section 560 of the 2006 Act) (including the grant of Rights for Ordinary Shares ) for cash under the authority granted in Resolution 14 above and/or to sell treasury shares for cash, as if section 561(1) of the 2006 Act did not apply to any such allotment, such power to be limited by the following terms:

- (a) this power is limited to the allotment of equity securities and the sale of treasury shares up to a total nominal value of £201,387; and
- (b) this power is used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice;

and provided that this power expires (unless previously renewed, varied or revoked) on the date of the Company's next Annual General Meeting or, if earlier, on 9 August 2020 but in each case so that before this power expires, the Board may make offers or agreements which would or might require equity securities to be allotted (and/or treasury shares to be sold) after it expires and the Board is entitled to allot equity securities (and/or sell treasury shares) pursuant to any such offer or agreement as if this power had not expired.

### **17. Company's authority to purchase its own shares**

To generally and unconditionally authorise the Company for the purposes of section 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693 of the 2006 Act) of Ordinary Shares, such power to be limited by the following terms:

- (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 40,277,568;

- (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is the nominal amount of that Ordinary Share at the time of such purchase;
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share does not exceed the higher of: (i) an amount equal to 105 per cent. of the average market value of an Ordinary Share of the Company for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and (ii) an amount equal to the higher of (A) the price of the last independent trade of, and (B) the highest current independent bid for, any number of Ordinary Shares on the trading venues where the purchase is carried out;
- (d) unless previously varied, revoked or renewed, this authority shall expire at the close of the next Annual General Meeting of the Company after the date this Resolution 17 is passed or, if earlier, on 9 August 2020; and
- (e) the Company may make a contract to purchase Ordinary Shares under this authority and before the expiry of this authority, which will or may be completed wholly or partly after the expiry of this authority and may make a purchase of Ordinary Shares in pursuance of any such contract as if this authority had not expired.

#### 18. Calling of general meetings on 14 days' notice

To authorise the Company to call any general meeting of the Company (other than an Annual General Meeting) on not less than 14 clear days' notice.

By order of the Board

**Louise Meads**  
*Company Secretary*

14 March 2019

Registered Office: The Prow, 1 Wilder Walk, London W1B 5AP, United Kingdom  
 Registered in England and Wales  
 Registered number: 9934451

### Explanatory notes

Resolutions 1 to 14 (inclusive) are ordinary resolutions. This means that each resolution requires more than 50 per cent. of the votes cast to be in favour of the resolution to be passed. Resolutions 15 to 18 (inclusive) are special resolutions. This means that each of these resolutions require at least 75 per cent. of the votes cast to be in favour of the resolution to be passed.

#### Resolution 1

Shareholders are invited to receive the Company's financial statements for the financial year ended 31 December 2018, which are required to be presented to the AGM by the Board under the 2006 Act. These include the reports of the Directors and Auditor and form part of the Annual Report and Accounts.

#### Resolution 2

The Directors' Remuneration Report is provided on pages 68 to 75 of the Annual Report. It sets out the pay and benefits received by each of the Directors for the year ended 31 December 2018. In line with legislation this vote will be advisory and accordingly entitlement of a director to remuneration is not conditional on the resolution being passed. If the resolution is not passed the Directors will be required to put the Directors' Remuneration Policy to a shareholder resolution at the 2020 annual general meeting.

The Directors' Remuneration Policy was approved by the shareholders at the Company's annual general meeting in 2017 and remains unchanged since then. Accordingly it will be valid for three years from then without further shareholder approval, subject to shareholder approval of the Directors' Remuneration Report at this 2019 annual general meeting.

#### Resolution 3

The Company paid an interim dividend of 1.9p per Ordinary Share in September 2018. The Board recommends a final dividend of 3.9p per Ordinary Share for the year ended 31 December 2018, bringing the total dividend for that year to 5.8p. If approved, the recommended final dividend will be paid on 14 June 2019 to all shareholders who were on the Register of Members at the close of business on 17 May 2019.

#### Resolutions 4 to 10

Resolutions 4 to 10 deal with the election of all the Directors of the Company. The Company's Articles of Association require all the Directors to submit themselves for election or re-election every year. Additionally, the UK Corporate Governance Code recommends that all Directors should be put forward for re-election every year. In accordance with the Articles of Association and the UK Corporate Governance Code, the Directors are retiring at this AGM, and being eligible, submit themselves for election.

Following the outcome of the Board evaluation process, the Nomination Committee concluded that each Director, including the Non-Executive Directors:

- i. makes an effective and valuable contribution to Board meetings, and to the meetings of the committees on which they sit; and
- ii. demonstrates commitment to their roles.

The Board of Directors recommends the re-election of the Directors set out in Resolutions 4 to 10. Further details of the activities of the Nomination Committee can be found on page 67 of the Annual Report and Accounts.

Biographical details of all Directors standing for election are given in Appendix 1 on page 11 and can be found on pages 56 and 57 of the Annual Report and Accounts. They are also available on the Company's website at [ascential.com/investors/the-board-of-directors](http://ascential.com/investors/the-board-of-directors).

### **Resolutions 11 and 12**

Auditors are required to be appointed, or re-appointed at each Annual General Meeting at which accounts are presented. Resolution 11 proposes the KPMG LLP are re-appointed auditor of the Company (and the group of companies to which it belongs) and that they hold office from the conclusion of this AGM until the conclusion of the next general meeting at which accounts are presented.

Resolution 12 follows usual practice in corporate governance by separately seeking authority for the Board to determine the remuneration of the Auditor. The Audit Committee considers and approves the remuneration of the Auditor and makes its recommendation to the Board.

### **Resolution 13**

Part 14 of the 2006 Act prohibits companies from making political donations exceeding £5,000 in aggregate in any 12 month period to: (i) political parties; (ii) other political organisations; and (iii) independent election candidates and from incurring political expenditure without shareholders' consent. However, as the definitions used in the 2006 Act are quite broad, it is possible that normal business activities and expenditure (such as knowledge and content gathering at major party conferences and the related expenses of attendance), which might not be thought to be political donations or expenditure in the usual sense, could be caught.

It remains the policy of the Company not to make political donations or incur political expenditure within the ordinary meaning of those words and the Board has no intention of using the authority for that purpose. The authority being sought in this Resolution will not change that policy, but is being sought as a precaution to ensure that the Company's normal business activities do not infringe the 2006 Act.

### **Resolution 14**

Resolution 14 is proposed as an ordinary resolution and seeks the approval of shareholders, pursuant to the provisions of section 551 of the 2006 Act, to confer on the Board the authority to allot shares in the Company, or to grant Rights. The Board's existing authority expires at the close of the forthcoming AGM. If passed, the authority would permit the allotment of relevant securities with an aggregate nominal amount of £1,342,585 (representing 134,258,563 Ordinary Shares). This nominal amount represents approximately one-third of the issued share capital of the Company as at 14 March 2019 (being the latest practicable date prior to publication of this notice), save in connection with an offer by way of a rights issue in which case the authority would permit the allotment of equity securities with an aggregate nominal amount of £2,685,171 (representing 268,517,126 Ordinary Shares). This nominal amount represents approximately two-thirds of the issued share capital of the Company as at 14 March 2019 (being the latest practicable date prior to publication of this notice), such amount to be reduced by the aggregate nominal amount issued under paragraph (a)(i) of Resolution 14.

If approved, the authority will expire at the close of the Company's next AGM or, if earlier, 15 months from the date of the passing of the resolution, being 9 August 2020, unless such authority is renewed prior to this time. The terms of this Resolution are in accordance with the latest institutional guidance (Share Capital Management Guidelines) issued by the Investment Association ('IA'). The Board is seeking the authority under this Resolution to ensure that the Company has maximum flexibility in managing the Company's resources. The Board would use this authority only if satisfied at the time that to do so would be in the interests of the Company. The Board has no present intention of exercising this authority except that they intend to satisfy options and awards under the Company's option and incentive schemes. However, if the Board does decide to exercise it, it intends to follow best practice as regards to its use as recommended by the IA. At the date of this Notice, no shares are held by the Company in treasury.

### **Resolutions 15 and 16**

Pursuant to the provisions of sections 570 and 573 of the 2006 Act, Resolutions 15 and 16 propose to waive the statutory pre-emption rights application to the allotment of equity securities for cash (or sale of treasury shares for cash). Equity securities include Ordinary Shares in the Company.

Resolution 15 allows the Board to issue equity securities and to sell treasury shares for cash on a non-pre-emptive basis:

- i. to holders of Ordinary Shares in proportion to their existing shareholdings and to holders of other equity securities as required by the rights of those securities or as the Board considers necessary or appropriate to deal with fractions, overseas entitlements and other practical considerations, for example in the case of a rights issue or other similar share issues; and
- ii. otherwise up to an aggregate nominal value of £201,387 (representing 20,138,784 Ordinary Shares). This nominal value represents five per cent. of the Company's issued share capital as at 14 March 2019, being the latest practicable date prior to the date of this Notice.

The Board has no current intention to exercise this authority and, in accordance with the guidelines issued by the Pre-Emption Group, does not expect to allot shares for cash or sell treasury shares on a non-pre-emptive basis pursuant to the authority in Resolution 15: (i) in excess of an amount equal to five per cent. of the issued ordinary share capital of the Company in any one year period; or (ii) in excess of an amount equal to 7.5 per cent of the issued ordinary share capital of the Company within a rolling three year period, in each case other than in connection with an acquisition or specified capital investment, which shall be disclosed in the announcement of the allotment of Ordinary Shares.

On 12 March 2015, the Pre-Emption Group, an association of companies and investors that produces best practice guidance on disapplying pre-emption rights in the UK market, issued a revised Statement of Principles. This stated that, in addition to the previous standard annual disapplication of pre-emption rights up to a maximum equal to five per cent. of issued ordinary share capital, the Pre-Emption Group is now supportive of extending the general disapplication authority for certain purposes.

On 5 May 2016, the Pre-Emption Group published a monitoring report on the implementation of its 2015 Statement of Principles for disapplying pre-emption rights and a recommended template resolution for disapplying pre-emption rights. The template recommends companies request authority to disapply pre-emption rights in respect of the additional five per cent. to be used when the Board considers the use to be for an acquisition or specified capital investment in accordance with the 2015 Statement of Principles as a separate resolution to the general resolution allowing shares to be issued on an unrestricted basis.

Resolution 16 seeks this separate authority. Where the authority granted under Resolution 16 is used, the circumstances that have led to its use and the consultation process undertaken will be disclosed by the Company in its next annual report.

If approved, the authorities granted under Resolutions 15 and 16 will expire at the close of the Company's next AGM or, if earlier, 15 months from the date of the passing of the resolution, being 9 August 2020, unless such authority is renewed prior to this time.

#### **Resolution 17**

Resolution 17 authorises the Company to make market purchases of Ordinary Shares as permitted by the 2006 Act. The authority limits the number of Ordinary Shares that could be purchased to a maximum of 40,277,568 (representing approximately ten per cent. of the Company's issued share capital as at 14 March 2019, being the latest practicable date prior to the publication of this document) and sets minimum and maximum prices. If approved this authority will expire at the close of the Company's next AGM or, if earlier, 15 months from the date of the passing of the Resolution, being the close of business on 9 August 2020, unless such authority is renewed prior to this time.

The Board has no present intention of exercising the authority to purchase the Company's Ordinary Shares but considers it prudent to obtain the authority so as to preserve flexibility to do so in the future. The Board will exercise this authority only if, after careful consideration, they are satisfied that it is in the best interests of the Company and shareholders generally and the price or market conditions justify such an action and the purchase could be expected to result in an increase in the earnings per Ordinary Share of the Company.

Ordinary Shares purchased by the Company may either be cancelled or held in treasury (following which they may then be sold or transferred out of treasury and cancelled), depending on which course of action is considered by the Board to be in the best interests of shareholders at the time. The maximum price which may be paid for an Ordinary Share in the Company is the highest of (i) an amount equal to five per cent above the average market value for an Ordinary Share in the Company for the five business days immediately preceding the date of the purchase; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out at the relevant time.

The Company has options and awards outstanding under existing share schemes over an aggregate of 8,803,641 Ordinary Shares, representing approximately 2.19% of the Company's issued ordinary share capital as at 14 March 2019, the latest practicable date prior to the publication of this Notice. This would represent approximately 2.43% of the Company's issued share capital if the proposed authority being sought at the AGM to buy back 40,277,568 Ordinary Shares was exercised in full (and all of the repurchased Ordinary Shares were cancelled).

#### **Resolution 18**

The Board would like to be able to call general meetings (other than Annual General Meetings) on 14 clear days' notice, rather than the 21 clear days' notice stipulated in the 2006 Act. The 14 clear days' notice period would only be used in exceptional circumstances, where the flexibility is merited by the business of the meeting and is thought to be in the interests of the shareholders as a whole.

The Company offers a facility for all shareholders to vote by electronic means. This is accessible to all shareholders and would be available if the Company was to call a meeting on 14 clear days' notice. The Company also provides the ability to appoint proxies electronically.

This Resolution will be passed as a special resolution and, if approved, will grant authority effective until the Company's next AGM (or, if earlier, until the close of business on 9 August 2020). The Board intends to seek this authority each year.

## SHAREHOLDER NOTES

### Notice of AGM

A copy of this Notice and other information required by section 311A of the 2006 Act, is available on the Company's website at [ascential.com/investors/corporate-governance](http://ascential.com/investors/corporate-governance).

### Electronic communications

Any website or electronic address (within the meaning of section 333(4) of the 2006 Act) provided either in this Notice or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.

### Voting

All resolutions put to the AGM will be decided by poll. A 'Not voted' option is provided on the Form of Proxy accompanying this Notice, the purpose of which is to enable a member to withhold their vote on any particular resolution. 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 or against a resolution.

### Right to attend, speak and vote at the AGM

Only those shareholders registered in the register of members of the Company at 6:30pm on Friday 3 May 2019 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time.

If the meeting is adjourned, the Company specifies that only shareholders entered on the Company's register of members not later than 6:30pm on the day two days prior (not counting days that are not business days) to the reconvened meeting shall be entitled to attend and vote at the meeting. Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote.

Any shareholder attending the meeting has the right to ask questions. The Company must provide an answer to any such question relating to the business being dealt with at the meeting but no such answer need be given if:

- (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- (ii) the answer has already been given on a website in the form of an answer to a question; or
- (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Members satisfying the threshold requirements in section 527 of the 2006 Act can require the Company to publish a statement on its website setting out any matter relating to: (a) 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 AGM; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last meeting at which accounts and reports were laid in accordance with section 437 of the 2006 Act, which members propose to raise at the meeting.

The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. 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 AGM includes any statement that the Company has been required to publish, under section 527 of the 2006 Act, on its website.

### Processing of personal data

Personal data provided by shareholders at or in relation to the AGM (including names, contact details, votes and Shareholder Reference Numbers) will be processed in line with the company's privacy policy which is available at <https://www.ascential.com/site-services/privacy-and-cookies-policy>

### Shareholder rights regulations

Under sections 338 and 338A of the 2006 Act, members meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 09:00am on 26 March 2019 being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

### Proxies

Shareholders are entitled to appoint one or more proxies to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a member of the Company.

A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A shareholder appointing more than one proxy should indicate the number of shares for which each proxy is authorised to act on his or her behalf.

A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy. To be valid, any Form of Proxy, and the original (or a certified true copy) of any power of attorney or other authority under which the Form of Proxy is



signed must be deposited at the offices of the Company's registrar, whose address is shown on the enclosed reply paid envelope, no later than 3:00pm on 3 May 2019.

Alternatively, shareholders may register the appointment of a proxy electronically by logging onto [sharevote.co.uk](http://sharevote.co.uk).

In the case of joint holders, any one of the holders may sign the Form of Proxy. Where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register in respect of the joint holding (the first named being the most senior).

Electronic proxy appointments must be received by Equiniti no later than 3:00pm on Friday 3 May 2019. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 3:00pm on Friday 3 May 2019.

The return of a completed Form of Proxy, other such instrument or any CREST Proxy Instruction will not prevent a member attending the AGM and voting in person if he/she wishes to do so.

### **Corporate representatives**

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

### **CREST**

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on Wednesday 8 May 2019 and any adjournment(s) thereof by using the procedures described in the CREST Manual which can be viewed at [www.euroclear.com](http://www.euroclear.com).

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes the appointment of 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 Company's agent (RA19) by the latest time for receipt of proxy appointments specified in this Notice. 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 Company's agent is 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 by other means. 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or sponsored member or has appointed a voting service provider(s), to procure that his/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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

### **Nominated persons**

Any person to whom this Notice is sent who is a person nominated under section 146 of the 2006 Act 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 the rights of shareholders in relation to the appointment of proxies in the section titled 'Proxies' above does not apply to Nominated Persons. The rights described in this section can only be exercised by shareholders of the Company. Nominated Persons are reminded that they should contact the registered holder of their Ordinary Shares (and not the Company) on matters related to their investments in the Company.

### **Documents for inspection**

The following documents may be inspected at the registered office of the Company during normal business hours from the date of this Notice to the date of the AGM (except Saturdays, Sundays and public holidays) and at the place of the AGM from 2:30pm until the conclusion of the AGM:

- Executive Directors' service contracts;
- Directors' deeds of indemnity;
- Non-Executive Directors terms and conditions of appointment and letters of appointment; and
- a copy of the Articles of Association of the Company.

### **Total voting rights**

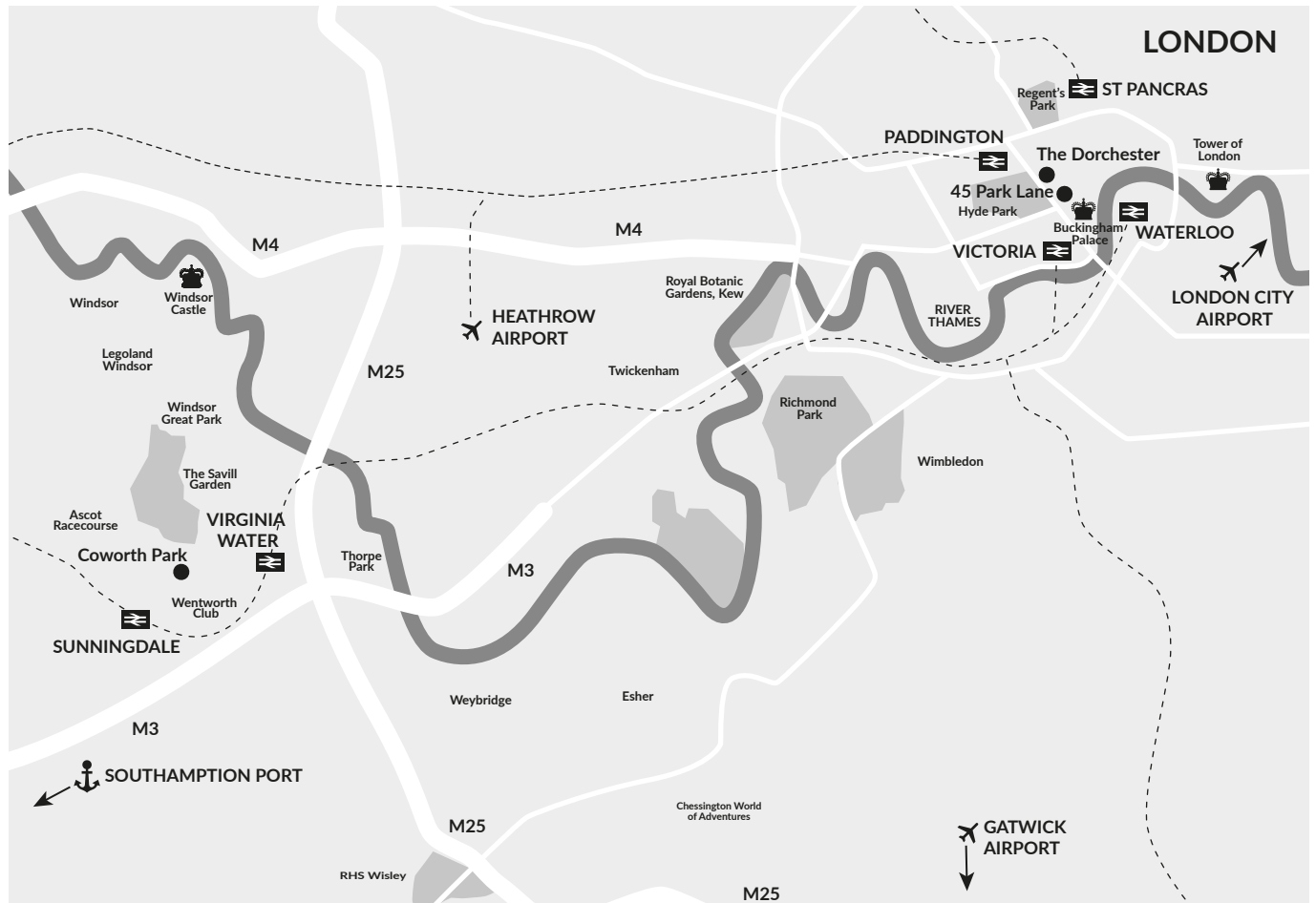
As at 14 March 2019, being the latest practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 402,775,689 Ordinary Shares. Each Ordinary Share carries one vote. Therefore the total voting rights in the Company as at 14 March 2019 are 402,775,689. At the date of this Notice, no Ordinary Shares are held by the Company in treasury.

### Information about the AGM

Date Wednesday 8 May 2019  
Time 3:00pm (registration will open at 2:30pm)  
At Coworth Park Hotel, Blacknest Road, Ascot, Berkshire SL5 7SE, United Kingdom. Coworth Park Hotel is accessible by wheelchair users

The nearest train stations to the hotel are Sunningdale or Virginia Water (direct trains run from Waterloo Station in London).

Representatives of Equiniti, our registrars will be available before and after the meeting. Please present your Attendance Card to an Equiniti representative when you arrive at the venue.



## Appendix 1

### BIOGRAPHIES OF THE DIRECTORS SEEKING ELECTION

#### **Scott Forbes, Chairman**

##### ***Chairman of the Nomination Committee***

Scott was appointed as an adviser to the Board in November 2015 and became Chairman in January 2016. Scott has over 35 years' experience in operations, finance and mergers and acquisitions including 15 years at Cendant Corporation, which was formerly the largest provider of travel and residential property services worldwide. Scott established Cendant's international headquarters in London in 1999 and led this division as group managing director until he joined Rightmove.

Scott is currently the Chairman of Rightmove plc, Cars.com Inc and Innasol Group Ltd, as well as a Non Executive Director of Travelport Worldwide Ltd. Scott will be resigning as a director of Travelport Worldwide Ltd following the expected completion of the announced sale of that business, and has informed investors of his intention to retire from the board of Rightmove plc in May 2020.

#### **Duncan Painter, Chief Executive**

Duncan joined the Group in October 2011 as CEO. Following four years of turnaround of the business and growth, Top Right Group (previously known as EMAP) was rebranded as Ascential and successfully floated on the London Stock Exchange in 2016. Before joining the group, Duncan was an executive at Sky plc, where he supported its growth objectives of 10 million customers. Prior to that, he was Global Product Leader at Experian plc, and Founder and Chief Executive Officer of consumer intelligence company Clarity Blue, which was acquired by Experian in 2006.

Duncan is a Non Executive Director of ITV plc.

#### **Mandy Gradden, Chief Financial Officer**

Mandy was appointed to the Board in January 2013. Previously, she was the CFO at Torex, the privately held retail technology firm, and was a key member of the team that managed the successful turnaround and sale of that business. Prior to that, she was CFO at the listed business and technology consultancy, Detica Group plc. Earlier, she was Director of Corporate Development at Telewest and Group Financial Controller at Dalgety. Mandy qualified as a chartered accountant with Price Waterhouse in 1992.

Mandy is a Non Executive Director and Audit Committee Chair at SDL plc.

#### **Rita Clifton, Senior Independent Director**

##### ***Member of the Audit Committee and the Nomination Committee***

Rita joined the Board in May 2016. Rita has worked with many of the world's leading companies on their brand strategies. She was vice chairman and strategy director at Saatchi & Saatchi, and for over 15 years was London CEO and then chairman at Interbrand, the world's leading brand consultancy. Rita has also held a number of board roles in the not-for-profit sector, including the Government's Sustainable Development Commission and as Trustee, then Fellow, of WWF. She is on the Assurance and Advisory Panel for BP's Target Neutral and is a director of Henley Festival.

Rita is a Non-Executive Director of ASOS plc and Nationwide Building Society as well as Chairman of Brandcap.

#### **Paul Harrison, Non Executive Director**

##### ***Chairman of the Audit Committee and member of the Remuneration Committee***

Paul joined the Board in January 2016. Paul served as an independent Non Executive Director of Hays plc until November 2017, chairing its audit committee from 2007 to 2011 and then its remuneration committee from 2011. Paul acted as CFO for Wandisco plc, a software company before his role as CFO of Just Eat plc.

A chartered accountant, Paul worked for Price Waterhouse before joining The Sage Group plc, where he served on its board for 13 years as CFO. Paul also sits on the advisory panel for Tech City's Future Fifty Programme and is the CFO of Just Eat plc.

#### **Judy Vezmar, Non Executive Director**

##### ***Chairman of the Remuneration Committee and a member of the Nomination Committee***

Judy joined the Board in January 2016. Judy was Chief Executive Officer of LexisNexis International, a division of Reed Elsevier plc, from 2011 until February 2014. LexisNexis is a leading provider of content enabled workflow solutions, employing 3,200 people. Judy was responsible for the successful expansion of online services to over 100 countries.

Prior to LexisNexis, she held executive roles within the Xerox Corporation in the US and Europe.

#### **Gillian Kent, Non Executive Director**

##### ***Member of the Audit Committee and the Remuneration Committee***

Gillian joined the Board in January 2016 following an executive career of over 25 years in software, internet, digital media and mobile technologies. Previously, Gillian held various senior roles at Microsoft including Managing Director of MSN UK, creating one of the UK's largest online services businesses. Both at Microsoft and in a range of other businesses, including media, fashion and as CEO of propertyfinder.com she established her expertise in building markets and brands for products and services.

Gillian is a Non Executive Director of Pendragon plc, Mothercare plc, NAHL Group plc and Coull Ltd. She is also the Chairman of No Agent Technologies Ltd.

