



bringing knowledge to life



## BRINGING KNOWLEDGE TO LIFE

Businesses, professionals and academics worldwide turn to Informa for unparalleled knowledge, up-to-the minute information and highly specialist skills and services.

Our ability to deliver high quality knowledge and services through multiple channels, in dynamic and rapidly changing environments, makes our offer unique and extremely valuable to individuals and organisations.



Want to know more?  
[www.ar2012.informa.com](http://www.ar2012.informa.com)



## How we have performed

### FINANCIAL HIGHLIGHTS

- Record adjusted diluted EPS up 7.7% to 40.7p (2011: 37.8p), ahead of market expectations
- Full year dividend increased by 10.1% – second interim dividend of 12.5p giving a total 2012 dividend of 18.5p (2011: 16.8p)
- Revenue broadly flat despite Robbins Gioia and European Conference disposals – £1.23bn (2011: £1.28bn)
- Adjusted operating profit up 4.0% to £349.7m (2011: £336.2m); organic growth of 2.8%
- Record adjusted operating margin of 28.4% (2011: 26.4%)
- Adjusted profit before tax of £317.4m up 7.3% (2011: £295.9m)
- Statutory profit after tax of £90.7m (2011: £74.3m)
- Strong cash generation – operating cash flow up 5.7% to £329.0m (2011: £311.2m)
- Balance sheet strength maintained – net debt/EBITDA ratio of 2.1 times (2011: 2.1 times)

### OPERATIONAL HIGHLIGHTS

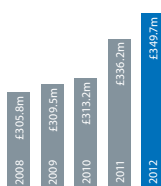
- Proactive portfolio management drives significant improvement in the quality of Group earnings
- Total product rationalisation reduced Group revenue by 2%
- Investment in new products, geo-cloning and platform development
- Acquisition of MMPI and Zephyr in 2012 – both performing well
- Long-term contract to manage Agrishow from 2013, the largest agrifoods event in Latin America
- Strong emerging market growth – now 18% of Group revenue (2011: 14%)
- Resilient core revenue stream – 67% of publishing revenues from subscriptions
- Digital excellence – 74% of publishing revenues fully digitised

See "Chief Executive's Review", page 04



ADJUSTED OPERATING PROFIT

+4.0%



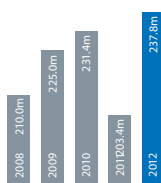
ADJUSTED DILUTED EPS

+7.7%



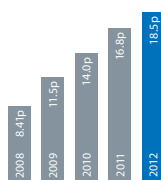
FREE CASH FLOW

+16.9%

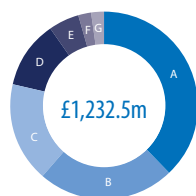


DIVIDEND PER SHARE

+10.1%

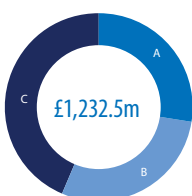


Revenue by type



A. Subscriptions	£468.5m
B. Delegates	£291.1m
C. Copy sales	£210.4m
D. Exhibition	£145.4m
E. Sponsorship	£63.8m
F. Consulting	£26.2m
G. Advertising	£27.1m

Revenue by business segment



A. Academic Information	£340.3m
B. Professional & Commercial Information	£356.6m
C. Events and Training	£535.6m

# Contents

## OVERVIEW

How we have performed	
Who we are	
How we create value	
Chairman's Statement	02

## BUSINESS REVIEW

Chief Executive's Review	04
Our Strategy in Action	12
Financial Review	20
Monitoring Performance	26
Risks and Uncertainties	28
Corporate Responsibility	32

## GOVERNANCE

Board of Directors	36
Advisers	38
Directors' Report	39
Corporate Governance Statement	44
Audit Committee Report	50
Remuneration Report	52

## FINANCIAL STATEMENTS

Independent Auditor's Report – Group	63
Consolidated Income Statement	64
Consolidated Statement of Comprehensive Income	65
Consolidated Statement of Changes in Equity	66
Consolidated Statement of Financial Position	67
Consolidated Cash Flow Statement	68
Notes to the Consolidated Financial Statements	69
Independent Auditor's Report – Company	135
Company Balance Sheet	136
Notes to the Company Financial Statements	137
Five Year Summary	141

## COMPANY INFORMATION

Legal Notices	142
Shareholder Information	143

See "Monitoring Performance", page 26



# Who we are

## OUR VISION

Our aim is to be the world's best knowledge provider in all the sectors and markets in which we work. We will achieve this by supporting people who are passionate about what they do, seeking partners who share our goals, focusing on results and, at all times, continuously innovating to provide the highest quality products and services in our fast-moving businesses.

These actions, along with our unifying and firmly held guiding principles below, will drive us forward to become a truly world-class company valued by our people and stakeholders and respected by our peers.



## OUR GUIDING PRINCIPLES

Our guiding principles represent a clear statement of what we believe in, they define our goals and provide a focus for all our activities.

### Commercially focused

As a business we have an obligation to all our shareholders to be as profitable as we can. We achieve this by understanding our customers needs, constantly refining our offer and identifying potential new revenue streams. This ensures our products and services deliver real value to individuals and their organisations.

### Acting with responsibility

We aim to be honest and fair in all we do. We treat people with respect regardless of their background, lifestyle or position. Our commitment to Corporate Responsibility reflects our recognition that our customers, people, shareholders and communities increasingly favour companies that work in a responsible and sustainable way.

### Freedom to succeed

We give our people the space and support they need to perform their roles to the best of their ability, we encourage them to make their own decisions and be responsible for the outcomes and not be hampered by bureaucracy or consensus decision making.

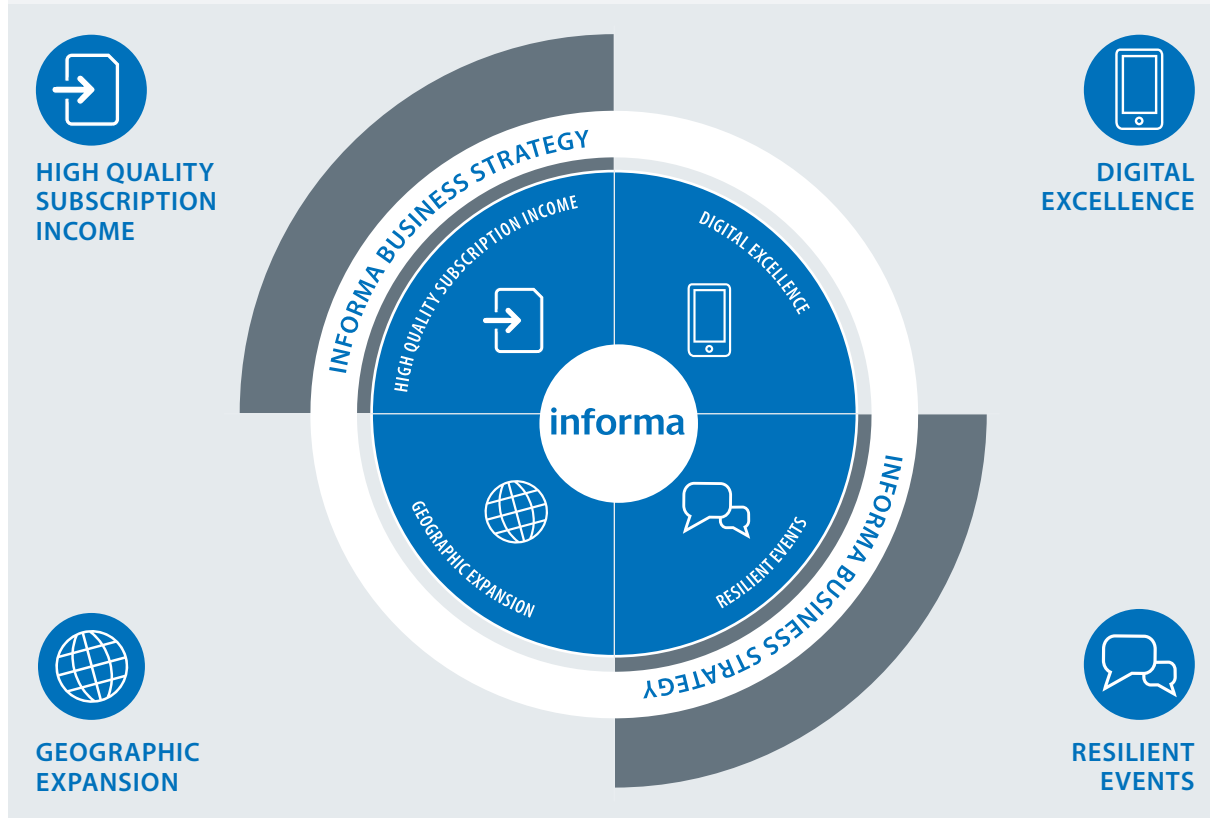
### Excellence in all we do

We put quality first, constantly looking for better and more innovative ways to create, produce and deliver our product and services. We keep our customers in mind at all times and always try to meet and exceed their expectations by delivering the best possible results.

# How we are creating value

## OUR FOUR STRATEGIC BUSINESS DRIVERS

Our business strategy is based around four key areas. These provide a focus for our talented business teams and clearly define how we add value, not only to our own business, but to our customers' businesses too.



### HIGH QUALITY SUBSCRIPTION INCOME

The drive to higher value corporate subscriptions continues to be core to the strategy of the various subscription led businesses. These high value sales are underpinned by our specialist knowledge and proprietary content, consequently strengthening our position in both digital and print formats.



### DIGITAL EXCELLENCE

Digital marketing, social media and online services bring us closer to our key audiences and present opportunities to produce more targeted, richer and relevant information. Our engagement and delivery on these platforms increases customer loyalty, retention and price leverage. Digital delivery also provides operational efficiencies, reduces our carbon emissions and moves us towards a more sustainable business.



### RESILIENT EVENTS

Our diverse range of robust and market leading events include large, full-scale exhibitions and conferences through to extremely niche training courses and seminars all of which provide an excellent opportunity for growth and high quality earnings.



### GEOGRAPHIC EXPANSION

We continue our tactic to grow and expand our businesses into new regions and territories and the emerging growth markets represent a clear opportunity to take our knowledge and expertise to new people and communities.

# Chairman's Statement



Derek Mapp  
Chairman

**It has been another successful year for the Group. I am delighted with the financial results, which show another year of healthy growth in adjusted earnings despite what has remained a challenging macro-economic environment. I am equally encouraged by the operational progress that has been made throughout 2012. Behind the headline figures, a huge amount of work has been done to improve the quality of earnings, increasing the proportion of our more resilient, visible income streams and cutting our exposure to volatile areas. This required some difficult decisions to be made by our management teams and I commend them on their fortitude and commitment. These actions undoubtedly leave the Group in a stronger position as we enter 2013.**

The year began well, with another solid renewal season for our academic journals. Demand for our content remained high, as illustrated by strong growth in usage year-on-year. We also saw a further shift in preference towards our digital products, aided by our new platform, T&F Online, although encouragingly, access via third party platforms also grew strongly. Digital innovation lies at the heart of Informa and we are committed to investing across all our businesses to ensure we stay at the forefront of new developments. In 2012, across all of our publishing assets, 74% of revenue was classified as digital.

Our events businesses also started the year well, with a strong performance from our large events in the Middle East, such as Arab Health and Middle East Electricity. However, the

Eurozone crisis created a challenging backdrop for our conference businesses in Europe and we took the view that some of our smaller, domestically focused operations were unlikely to recover quickly and, hence, were better off being managed locally, outside of the Group. This led to the disposal of our operations in Austria, Hungary and the Czech Republic.

We also continued to reduce event volumes in our other businesses, encouraging our teams to focus on larger events, with the potential to run annually and be geo-cloned into different markets. Similarly, within our Professional and Commercial Information division, management were focused on improving the quality of its earnings stream in 2012 and so pro-actively cut out products with volatile revenues, one-off in nature or across verticals where we have little critical mass.

We also took the decision to sell Robbins Gioia in May. This followed a difficult period of trading for the business, which is heavily geared to US government contracts in an era when the current administration is looking to bring outsourcing contracts back in-house. This, together with the disposal of some European Conference businesses, reduces volatility significantly across Informa, improving the quality of underlying earnings.

The corporate training market remains challenging in the current macro-environment when companies are still more focused on protecting the bottom line than investing to drive the top-line. At some point this will change and we are well placed to capitalise on this through our market leading

brands and deep training content resource, as evidenced by the strength of our pipeline of potential contracts.

We were also active in deploying capital into bolt-on acquisitions again in 2012. This included MMPI Canada Inc, the leading exhibition company in Canada, which fits perfectly with our strategy to grow our large events exposure, where revenues are more robust and margins higher. In total, our large events now represent 44% of the Events and Training division (2011: 38%). We also continue to search for attractive subscription assets and the acquisition of Zephyr Associates, Inc. in October is a good illustration of the type of business we covet. In total, subscription income represents 67% of our publishing revenue.

All our acquisitions are carefully assessed and have to meet strict financial and strategic criteria before we commit capital. This is reflected in the returns we generate from all our recent deals, which are comfortably ahead of our cost of capital.

Another strategic focus for the Group is to build our presence in fast-growing emerging economies and we made further strides forward on this in 2012. In total, 18% of revenue originated in emerging markets, up from 14% last year. This reflected strong growth in our Brazilian business following the acquisitions we made in 2011, as well as good organic growth across the Middle East and Russia.

I am pleased with the progress we have made in embedding our core values, principles and ethics throughout the Group to ensure that all employees understand and adhere to the behaviours expected of them in their day to day activities. We also pride ourselves at Informa on the balance and attractions of the workplace for our employees. In particular, we have a strong track record of equal opportunity, which is reflected in Group statistics that show that approximately 56% of our total workforce is female and around 47% of management across the Group are female.

Equally, we are very focused on delivering value for our shareholders. This is reflected in the long-term strategic objectives we set ourselves and the frequent, rigorous assessment of our progress in achieving them. It is also borne out through our strong track record of dividend payments. We fully recognise the importance of consistent, growing dividends to our shareholders, hence we have actively increased our payout ratio in recent years, including in 2012. I am absolutely delighted that we have been able to raise the dividend over 10% this financial year, underlining our confidence in the Group.

Looking ahead, I am confident that Informa can continue to go from strength to strength. The proactive approach we have taken to managing our portfolio in 2012 leaves the Group in a stronger position than ever before. Underpinning each of our businesses, we have unique brands with long histories that resonate across their respective industries. For example, this year will be the 30-year anniversary of The Molecular Biology of the Cell, one of the most important

biology textbooks of its time, while in January we ran our Arab Health exhibition in Dubai for the 37<sup>th</sup> year.

All of the Group's achievements are only possible due to the creativity, hard work and commitment of our teams across the world. We believe we have a unique entrepreneurial culture at Informa which allows us to innovate freely and react quickly to opportunities. I would therefore like to end by thanking all our people for another fantastic year and wish them all the very best for further success in the year ahead.

**Derek Mapp**  
Chairman

## A HUGE AMOUNT OF WORK HAS BEEN DONE TO IMPROVE THE QUALITY OF EARNINGS



See "Corporate Responsibility", page 32



# Chief Executive's Review



Peter Rigby  
Chief Executive

**Over the last twelve years, Informa has steadily evolved from being a relatively cyclical business, heavily geared to small conferences, into a broad based, highly resilient business-to-business media group. We believe we now have an attractive balance of subscription publishing revenue and face-to-face event revenue, both with good long-term growth prospects. Digital, must-have niche information products, delivered flexibly into client workflows enrich the knowledge base, improve decision making and ultimately drive return-on-investment for our customers. Similarly, leading exhibitions provide an increasingly rare platform for live interaction across global business communities, helping to cultivate new relationships, promote the latest industry developments and stimulate transactions.**

Once more, in 2012, our Academic Information ("AI") division grew its revenue and operating profits, underlining the defensive growth characteristics of this business. It had another strong end to the year, despite the absence of any major archive deals similar to those that boosted profits in 2011. The Professional and Commercial Information ("PCI") division saw revenues decline but profits grow, reflecting improvements in its mix and the full year benefit of cost initiatives implemented in 2011. We were very active in cutting out low quality products from the PCI portfolio to improve its long-term profile, mainly in areas such as advertising, consulting, and one-off reports. Similarly, in Events and Training, the decline in revenue and profit can largely be

attributed to disposals and a further deliberate cut in conference and training volume, as we focus on building large event exposure. However, it was also a tough year for the corporate training business and this did ultimately drag on the divisional performance.

We invested a total of £151.5m in acquisitions through the year, the largest of which was MMPI Canada Inc. ("MMPI"). This is the country's largest exhibition and conference company with a portfolio that takes Informa into new sectors such as art, crafts, and interior design. We see further growth potential from its existing portfolio but also good opportunities to both geo-clone some of its brands into other markets, whilst also taking some of our other Informa events into the Canadian market.

Another key acquisition for us this year was Zephyr Associates, Inc. ("Zephyr") in October. This is a very typical PCI business, comprising digital subscriptions with high renewal rates, high margins and strong cash flow. It fits nicely alongside Informa Investment Solutions within Informa Financial Information ("IFI") and we think there will be some attractive synergies from integrating and cross selling the product sets. This should ensure we maintain our strong recent record of returns from bolt-on acquisition activity. The deals we completed in 2011, which included the Brazilian exhibitions businesses, delivered a return on invested capital of 12% last year, comfortably ahead of our cost of capital.



Informa continues to adapt to the changing demands of our customer base and the markets in which we operate. This was very evident through 2012, as we took firm action in some of our operations to improve long-term prospects, in some cases even exiting profitable products where we felt the structural risks were rising. None of these decisions are taken lightly but we are resolutely focused on improving the quality of group earnings, with particular reference to our four key strategic business drivers.

**HIGH QUALITY SUBSCRIPTION INCOME** 

Our publishing businesses are dominated by subscription assets with high renewal rates, where customers generally pay us twelve months in advance. This provides strong visibility on revenue and allows the businesses to essentially fund themselves, with minimal external capital required. It is a uniquely attractive model and, hence, we have seized any opportunities to grow our subscription exposure further, both organically and through acquisitions like Zephyr. In 2012, 38% of Group revenue and 67% of publishing revenue was from subscription products.

In the AI division, renewal rates on journals are over 95% and usage continues to grow by a double-digit percentage year-on-year, reflecting the 'must-have' nature of the content. We launched eight new journals in 2012 and added 12 society journals to the portfolio. The latter are typically lower margin than journals we own outright, but add breadth to our portfolio and help penetrate the customer base further.

PCI generated 80% of its 2012 revenue from subscription products, which are spread across our core industry sectors. Renewal rates on average are a little lower than AI at 78%, reflecting a more fluid end-customer base and mixed product set.

**DIGITAL EXCELLENCE** 

We pride ourselves on our digital expertise, which runs deep across all our businesses. We see this as a major differentiator to some of our peers, with the vast majority of our products having already successfully navigated the transition from analogue to digital. Most have been major beneficiaries, either on the cost side, or in generating incremental revenue. Even in our conferences and exhibitions, by design a face-to-face medium, digital technology is deeply engrained with social media now a powerful tool for marketing pre-event and interacting during an event.

We continue to invest in digital innovation, both in generating new, valuable digital content but also in platforms to better analyse, interpret and customise this information. A good example is the investment in T&F Online, our re-launched academic platform which carries all our digital academic content. Its customer friendly interface, rich, searchable content and smooth workflow have led to a big jump in usage of our content and also facilitate more of our customers moving to digital-only subscriptions.

**WE BELIEVE WE NOW HAVE AN ATTRACTIVE BALANCE OF SUBSCRIPTION PUBLISHING REVENUE AND FACE-TO-FACE EVENT REVENUE, BOTH WITH GOOD LONG-TERM GROWTH PROSPECTS**

Subscription products

**38%**  
of Group Revenue



See "High Quality Subscriptions", page 12 

See "Digital Excellence", page 14 



At PCI, we made similar platform investments in 2012, most significantly the re-launch of Datamonitor Healthcare Knowledge Centre. This client-led development has made our pharmaceutical and healthcare research and analysis clearer, richer and more responsive, ensuring customers gain a path to knowledge, not just content. We now have a single portal for previously separate subscription services, which is highly flexible and allows us to track usage closely in order to identify and develop new offerings and upsell where appropriate. Early signs are encouraging, both in terms of revenue and client feedback, and we look forward to fully reaping the benefits of this investment in 2013 and beyond.

Our leading consumer business, Verdict has taken a similar client-centric approach in building its new Knowledge Centre, which will launch in 2013 using the framework employed for Healthcare. Verdict's clients will benefit from a real transformation in the way retail market intelligence is provided. News, data and analysis will be integrated for the first time, and previously hard-to-access data brought to life through constantly updated dashboards. With the major retail sectors represented through dedicated channels and available through mobile and tablet technologies, the new Verdict service will enhance retention rates and drive new business growth in 2013.

We also expect to generate revenues from our Chinese healthcare database in 2013. This is a unique proposition, and an exciting product suite is in development for which we expect demand to be high. Through on-the-ground partnerships we will collate and analyse non-classified patient level data drawn directly from Chinese healthcare institutions. Our involvement in the project benefits directly from our expertise in interpreting vast amounts of digital data and commercialising meaningful product from it.

### RESILIENT EVENTS

We began a process of rebalancing our events portfolio away from smaller conferences towards large events over seven years ago when we acquired IIR. In periods of buoyant economic activity, small conferences can grow strongly but revenues are inherently cyclical, particularly where conferences are local and one-off in nature. This was the reason we sold some of our European local language Conference businesses through the year, in Austria, Hungary and the Czech Republic.

Our focus is now on building annual events, where customers return each year to engage with a community, particularly where there is international reach. Large B2B exhibition revenue, which is predominantly generated through selling stand space, is akin to subscription income, with customers booking and paying in advance, sometimes more than a year ahead for a prime slot at leading events. This is a much higher quality of earnings, in our view.

In total, we now have over 250 events we class as large events, representing 44% of Events and Training revenue. We launched or geo-cloned a total of 17 events in 2012,

with notable successes such as Cityscape Qatar and Vitafoods South America. The acquisition of MMPI in Canada has further bolstered our exhibition roster, with 45 events in total within its portfolio, including Construct Canada, the One of a Kind craft fairs and IDS, the large interior design industry exhibition.

### GEOGRAPHIC EXPANSION

Finally, we continue to expand our geographic footprint, with a particular emphasis on increasing our emerging markets presence. In 2012, 18% of revenue was generated in emerging markets, our largest regions being the Middle East (6% of revenue) and Latin America (4% of revenue).

Across our three divisions, the Events and Training business has the largest exposure to emerging markets, at 27% of divisional revenue. This reflects the unique role of exhibitions in providing a platform for corporates to enter new markets. The acquisitions we made in Brazil in 2011 helped to boost our presence this year, with good growth across their existing portfolio combined with several new launches.

Our AI division currently generates about 14% of its revenue from emerging markets, with India, China and Taiwan its most important territories. We expect its presence to grow, as higher education infrastructure and local R&D investment expand rapidly.

PCI currently has the lowest emerging market penetration, accounting for 8% of its revenue. Some of its products are less suitable for local adaptation but others should become increasingly relevant as industries become more established in these regions. Our Chinese healthcare initiative will help drive revenue significantly in this direction.

### DIVISIONAL REVIEW

Group revenue for the year ended 31 December 2012 declined by 3.4% to £1,232.5m, reflecting a combination of disposals (Robbins Gioia and European Conference businesses) and proactive product pruning.

On an organic basis, revenue decreased by 2.0%, with this decline mainly attributable to deliberate rationalisation of marginal products in the PCI and Events and Training divisions. The organic revenue decline across Publishing was 1.2% and Events and Training 3.0%.

Adjusted operating profits were £349.7m, up 4.0% on 2011, aided by the increased focus on high quality, high margin product, a strong management focus on costs and a full year of savings from the integration of Datamonitor into Informa Business Information ("IBI"). This pushed the adjusted operating margin 200 basis points higher from 26.4% in 2011 to a record 28.4% in 2012. Organic adjusted operating profits increased by 2.8%, with Publishing growing by 4.7% and Events and Training declining 1.4%, the latter impacted by the performance of our corporate training business.

Statutory operating profit decreased to £124.4m (2011: £130.3m), resulting principally from the loss on disposals recognised of £27.5m and the impairment of £80.0m in the Half Year in relation to our European conference portfolio.

**Academic Information ("AI")**

	2012 £m	2011 £m	Actual %	Organic %
Revenue	340.3	323.6	5.2	2.4
Adjusted Operating Profit	126.1	116.2	8.5	4.8
Adjusted Operating Margin (%)	37.1	35.9		

The AI division, which produces books and journals for university libraries and the wider academic market, performed very well once again, delivering organic revenue and adjusted operating profit growth despite a challenging funding backdrop amongst its customer base. It now represents 28% of Group revenue and 36% of Group adjusted operating profit.

Organic revenue growth for the year was 2.4%, ahead of the run-rate at Q3 after a very strong Q4 trading period. This was particularly impressive given it had a very tough comparable period from Q4 2011, when a large archive deal was secured and there were also two additional invoicing days prior to year-end in several key territories. The late surge in 2012 was fuelled in particular by strong book sales in the US and a number of emerging markets, where purchasing patterns evened out after an uncharacteristically weak September.

Adjusted operating margins increased by 120 basis points to 37.1%, reflecting further progress on operational efficiencies, coupled with increased demand for online products, both on the journals and the books side of the business. The further investment made in our online platform reaped early dividends, with overall site visits 60% higher in 2012 and full-text usage of our journals up 16% year-on-year. There is also growing demand for its book content via third party online platforms, with good growth in individual sales via Amazon Kindle, Google and Apple.

In total, AI published nearly 4,000 new book titles in 2012 and now offers some 44,000 titles in electronic format. It also published eight new journals through the year, taking the total journal portfolio to 1,676 titles. This list is geared towards Humanities and Social Science subject areas, where we are now the largest publisher globally, underpinning the resilience of the business.

A number of bolt-on acquisitions in the academic space were completed in 2012, notably Focal Press and the Hodder academic book list. Whilst relatively small scale, our Academic business has the ability to integrate such deals into its established platform quickly, often extracting valuable cost and revenue synergies and, hence, delivering high levels of return. These acquisitions also help stimulate ideas and collaboration to develop new products and a number of interesting launches are scheduled for 2013. Perhaps the most exciting of these is South Asian Culture and History Archive ("SACHA"), a unique, vast online

**IN 2012, 18% OF REVENUE WAS GENERATED IN EMERGING MARKETS**

Emerging Markets

**18%**  
of Group Revenue



See "Resilient Events", page 16



See "Geographic Expansion", page 18



Chief Executive's Review CONTINUED

archive of South Asian history, encompassing five million pages of valuable research and teaching materials, with documents ranging from the 18<sup>th</sup> to the mid-20<sup>th</sup> Century ([www.southasiaarchive.com](http://www.southasiaarchive.com)).

The Finch Report was published in June and underlined the important role of publishers in the academic journal value chain both historically and in the future. The process for implementing some of its recommendations remains unclear but we broadly support its ambitions to widen access to research without compromising on quality. In recent years, we have steadily built our portfolio of open access journals and we have plans for further launches and initiatives in 2013.

**Professional and Commercial Information ("PCI")**

	2012 £m	2011 £m	Actual %	Organic %
Revenue	356.6	370.5	(3.8)	(4.4)
Adjusted Operating Profit	120.7	114.0	5.9	4.6
Adjusted Operating Margin (%)	33.8	30.8		

The PCI division delivers high value proprietary content to a number of industry verticals including the healthcare, pharmaceutical, financial services, maritime, commodities, telecoms, insurance and legal sectors. The division now accounts for 29% of Group revenues and 35% of adjusted operating profit.

Both IBI and IFI faced testing market conditions in 2012. The financial services industry continues to downsize as banks adapt to tough new regulatory measures designed to prevent another crisis. Within IFI, this has had an impact on Informa Global Markets, which sells fixed income and currency information via desktop intermediaries. IFI's other businesses have proved resilient, reflecting their niche focus and leading market positions. For example, EPFR, an emerging market fund flow and asset allocation data service, had another excellent year with revenues up over 40% in 2012. IFI profits were also boosted by the acquisition of Zephyr in October. This high margin, digital subscription business provides analytical software to fund managers and financial intermediaries to help analyse funds, portfolio manager performance and investment style. It is being merged with Informa Investment Solutions, which should create some attractive upselling opportunities in 2013.

At IBI, the biggest sector exposure is to the Healthcare and Pharmaceutical industry, representing around 60% of revenue. This continued to be a challenging end market in 2012, with corporates facing up to a weak pipeline of new major drug approvals, the negative impact of the patent cliff and inexorable rise of generic alternatives. This led to a cautious approach from our customer base, with purchasing decisions taking longer to be approved and often including extensive, procurement-led

price discussions. Despite this, we did see overall growth in our key accounts and renewal rates across IBI's product portfolio in 2012 remained similar to 2011, underlining the high quality, niche nature of the information being supplied and flexible approach to platform delivery and workflow integration.

While the trading backdrop was challenging, the headline PCI revenue numbers are more a reflection of deliberate management action taken through 2012 to improve the long-term profile of the division. This included an exit from a number of volatile, low quality IBI products where future growth and margin potential were perceived to be weak or where we anticipate structural challenges ahead. This led to an exit from certain standalone advertising-driven products such as Review and International Freight Weekly and various consulting businesses. We also took the decision to merge Datamonitor Business Insights (low-value, content-light one-off reports) into our revamped Knowledge Centres to encourage subscriber uptake. In aggregate, products that were proactively closed through the year generated close to £20m of revenue at PCI on an annualised basis, hence explaining the divisional organic revenue decline.

The re-evaluation of our portfolio is a continuous process, as we respond to the demands of our customer base and wider industry trends, while seeking to optimise the potential returns from our asset base. The decisive action we took last year, whilst having a short-term negative drag on revenue, leaves PCI in a stronger position in 2013. Advertising, our most volatile revenue stream, represents just 5% of PCI.

Another illustration of our pro-active approach is the internal transfer of control of businesses where we feel it could help improve growth prospects. In 2013, this will see the Medical Books business within PCI move over to AI, boosting revenue at the latter by over £6m.

Despite revenue contraction through 2012, PCI's adjusted operating profit grew, both at a headline level and organically. This partly reflects the full year impact of Datamonitor integration synergies but a number of businesses also reported strong margin progression, including Citeline, CPDcast, Prime, Pharma Projects and Phasic. As a predominantly digital subscription business, (89% of PCI's products were delivered digitally in 2012), we see the potential for further margin upside in years to come, although this will be dependent on delivering organic revenue growth.

**Events and Training**

	2012 £m	2011 £m	Actual %	Organic %
Revenue	535.6	581.2	(7.8)	(3.0)
Adjusted Operating Profit	102.9	106.0	(2.9)	(1.4)
Adjusted Operating Margin (%)	19.2	18.2		

The Events and Training division incorporates all our face-to-face media businesses, across a range of formats including exhibitions, conferences, awards and in-house training programmes. It accounts for 43% of Group revenue and 29% of adjusted operating profit.

It was another busy year, during which we were very proactive in reshaping the business, reducing its exposure to small conferences and training, whilst increasing the weighting towards large events. The divisional financial performance reflected this, with revenues declining 7.8% versus 2011 and 3.0% on an organic basis. The sale of Robbins Gioia and the small European Conference businesses accounted for a large proportion of this decrease, with revenue contribution from these assets over £30m lower in 2012 compared to 2011. We also actively cut our small conference output, focusing resources on building annual, renewable, large events. In total we ran just 6,500 events across all formats in 2012, down from 12,500 at the peak in 2007. In revenue terms, we estimate that the conferences we deliberately cut out generated over £8m of revenue in 2011. The other major negative impact on divisional revenue was our corporate training business.

The sharp increase in adjusted operating margin is a direct reflection of the action outlined, with most of the products we have cut generating low margins, particularly when compared to our large events. When adjusted for currency, these large events reported high single-digit growth in 2012 and now account for 44% of Events and Training revenue (2011: 38%). This growth was delivered through a combination of like-for-like event growth, organic launches and geo-cloning activity, as well as a number of acquisitions. Key highlights included Arab Health and Middle East Electricity within our UAE business, AfricaCom and TV Connect events within Informa Telecoms & Media, the Monaco Yacht Show and the Vitafoods series of exhibitions. Cityscape Global in Dubai also saw a strong recovery after a tough few years, with 69% growth in exhibition space and 25% growth in overall attendance.

The largest acquisition we made in this division in 2012 was that of MMPI in July for £34.3m. This is Canada's biggest exhibition company, producing 45 events across various sectors including construction, design and art, and attracting more than 4,500 exhibitors annually. It has performed excellently since we took ownership, with good growth across its H2 events and significant progress already on plans to leverage its brands and expertise across the wider Informa Group.

We continued to build our presence in emerging markets, with 27% of Events and Training revenue generated in these fast-growth regions in 2012 (2011: 20%). Highlights included the Middle East where revenues grew 36%. Following the acquisitions made in 2011, our Brazilian business also had a strong year, recording double-digit growth at the large Fispal exhibition, with a further boost from its biennial event, ForMobile.

**WE WERE VERY PROACTIVE IN RESHAPING THE BUSINESS, REDUCING ITS EXPOSURE TO SMALL CONFERENCES AND TRAINING, WHILST INCREASING THE WEIGHTING TOWARDS LARGE EVENTS**

Adjusted Operating Profit

**+4.0%**



## Chief Executive's Review CONTINUED

The positive momentum in Brazil has continued into 2013, boosted by the recent award of a long-term contract to organise Agrishow. This is the largest event for the agriculture market in Latin America, with around 790 exhibitors and more than 152,000 visitors, across 440,000 square metres of exhibition space near Sao Paulo.

The corporate training business experienced another challenging year, with a lack of confidence amongst corporates continuing to negatively impact demand, particularly in the US, where there is still a reluctance to commit to expenditure not directly related to income. However, we made good progress developing more flexible modalities and next generation delivery mechanisms, which puts us in an even stronger position to reap rewards as demand recovers.

The sale of Robbins Gioia has removed much of the Group's exposure to US government contracts and, hence, has helped to reduce overall volatility. We also feel that the avoidance of the US fiscal cliff and an upbeat start to the year on stock markets may help to build confidence. Our contract pipeline certainly remains healthy, suggesting there is latent demand for our products if and when wider confidence recovers.

## TRADING OUTLOOK

The macro-economic environment provided little support to our businesses in 2012 and we are not assuming any significant improvement within our planning for 2013. Unsurprisingly, Europe remains the toughest region, while the US is still quite mixed. Emerging markets are more upbeat though, with the Middle East in particular having started the year in confident mood, carrying on the improving trend we saw towards the end of 2012. We are planning to deploy more capital into emerging markets, where the growth opportunities are that much greater.

Notwithstanding the tough backdrop in which we are operating, the actions we took in 2012 to sharpen the focus of parts of the business, coupled with the investments we made in acquisitions and new products put Informa in a stronger position coming into 2013. This is reflected in the solid start we have made to the year and with good visibility on many revenue streams across our subscription and exhibition businesses, there is reason for cautious optimism. Consequently, we are budgeting for underlying revenue growth across all three divisions in 2013.

In our AI division, the journal subscription season is well underway and to date the business has traded broadly as anticipated, with high renewal rates reflecting strong demand for our content. Budgetary pressure amongst our customer base remains a challenge but the situation does

not appear to be worsening, and the quality and diversity of our portfolio puts us in a strong position, as evidenced by ongoing growth in usage. New journal, book and archive launches, including SACHA, will help drive growth through 2013 and we expect demand for digital products to continue to rise. We also have high hopes that we will continue to build our profile and customer penetration in emerging markets, where further opportunities exist.

The PCI division enters 2013 leaner, more focused and more robust. IBI will benefit from the launch of new and revamped products such as the Healthcare Knowledge Centre, Verdict and the Chinese healthcare database, while IFI, buoyed by a strong end to 2012, will also reap the full benefit of the Zephyr acquisition. All of this provides a degree of confidence that PCI can deliver top-line organic growth in 2013 although we would caution that Pharmaceutical and Financial markets remain subdued and fragile. We also face a small negative drag from the full year impact of product pruning implemented in 2012. In addition, our Medical Books business will be managed by our AI division in 2013, which will lead to a transfer of over £6m of revenue.

The Events and Training division also starts 2013 in a stronger position. The ongoing rebalancing of the portfolio towards large events is improving visibility, growth potential and cash dynamics. Our biggest single event, Arab Health took place in January and delivered a record result, with revenue up 11% on 2012. This was recently followed by Middle East Electricity, another one of our biggest events, where we estimate revenue grew by 8%. This augurs well for the performance of our business in this region but elsewhere forward bookings are also healthy, giving us confidence of another good performance from our events portfolio. The key delta in the Events and Training division this year will be our corporate training business. It is too early to gain much visibility on trading but we are not assuming a significant market recovery. We are encouraged by what remains a healthy pipeline of contracts, suggesting there could be pent up demand once confidence returns.

We increased the Group adjusted operating margin significantly in 2012, reflecting a proactive improvement in the mix, the annualised benefit of Datamonitor integration savings, but also a sharp focus on costs by our management team in an uncertain revenue environment. At this point we anticipate 2013 to be a year of consolidation, with greater emphasis on top-line growth than margin expansion.

There will inevitably be unexpected positives and negatives through 2013 but we are quietly confident in our prospects for the year ahead and fully expect to deliver another year of growth in adjusted earnings per share. We also expect to

deliver another strong year of cash conversion, which will give us significant flexibility for investment. We will continue to look for opportunities, both internally and externally, where there is the potential to reap attractive returns while building on our strategic objectives. Equally, we remain committed to maintaining a progressive dividend policy while keeping our leverage within the target range of 2.0–2.5 times net debt / EBITDA.

**Peter Rigby**  
Chief Executive

**WE ARE QUIETLY CONFIDENT  
IN OUR PROSPECTS FOR THE  
YEAR AHEAD AND FULLY  
EXPECT TO DELIVER ANOTHER  
YEAR OF GROWTH**



## Our Strategy in Action



### HIGH QUALITY SUBSCRIPTIONS

Specialist knowledge and proprietary content strengthen our position in both digital and print formats

Want to know more?  
[www.informa.com/what-we-do](http://www.informa.com/what-we-do)



OUR PUBLISHING BUSINESSES ARE DOMINATED BY SUBSCRIPTION ASSETS WITH HIGH RENEWAL RATES





## INFORMA TELECOMS & MEDIA ("ITM")

ITM portfolio of global database products includes World Cellular Information Service, World Broadband Information Service and the recently launched World TV Information Service. The products' reputations attract loyal customers including communication service providers, equipment and device vendors, content owners and pioneering internet players, such as Google, Facebook, Skype and Spotify.

These high value services are embedded in the strategic, operational and marketing processes of ITM's clients, helping them to deliver efficiency, innovation and growth.



## DATAMONITOR HEALTHCARE KNOWLEDGE CENTRE

The new Datamonitor Healthcare Knowledge Centre was Informa Business Information's biggest product launch in 2012. For customers, it breaks down barriers to better understand pharma intelligence on drugs, companies, epidemiology and disease to enable sharper decision making on unfolding trends and issues.

The new Datamonitor Healthcare service not only provides new advancements in content delivery and interactivity, but also fundamentally restructures its analyst's publication model. It also incorporates content from its sister brand, SCRIP, for the first time. Clients helped build the service, and with their support, research has become clearer, richer and more responsive, ensuring they gain a path to insight, not just content.

New technology means this insight isn't only available in the office, but on the go. The service is available on tablets, while mobile compatibility will arrive in 2013, alongside new visualisation tools which allow analysts to present their findings in video presentations and podcasts. Built-in 'Ask the Analyst' access is also available for bespoke consultation.



## THE PUBLIC LEDGER

The Public Ledger, part of Informa Business Information, has added new technology to its service which visualises millions of rows of in-house and industry data. The Public Ledger is a leading information specialist on soft commodities, agriculture, markets and trade.

This new technology moves it from a traditional print product to a system that allows subscribers to manipulate variables within a clear, simple layout.

For example, over 400,000 US Department of Agriculture data points visually show the progress and conditions of US crops. Users can then interrogate this data to assess how the current situation might develop based on past trends.





## DIGITAL EXCELLENCE

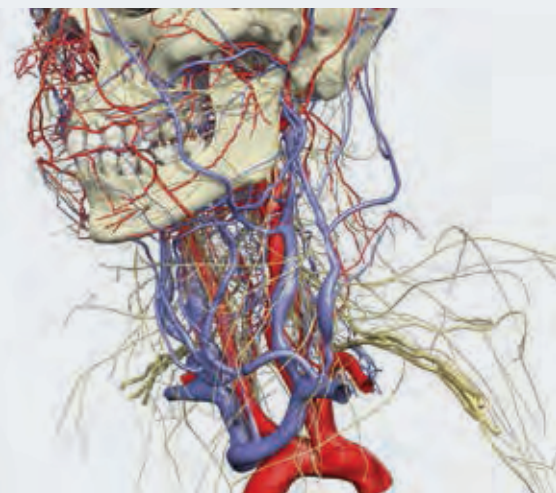
Bringing us closer to our audience and creating more opportunities for richer information

Want to know more?  
[www.informa.com/what-we-do](http://www.informa.com/what-we-do)



WE CONTINUE TO INVEST IN DIGITAL INNOVATION, BOTH IN GENERATING NEW, VALUABLE DIGITAL CONTENT BUT ALSO IN PLATFORMS TO BETTER ANALYSE, INTERPRET AND CUSTOMISE INFORMATION

### PRIMAL PICTURES



## LLOYD'S LIST

The Costa Concordia cruise ship capsizing off the Italian coast is one of the many disasters that will remain in our memories from 2012. The team at Lloyd's List, part of Informa Business Information, used online and digital networks to distribute exclusive news from Lloyd's List Intelligence vessel tracking data. The data showed that in a previous voyage five months earlier, the liner had sailed within 230 metres off the coast of Giglio Island, even closer to shore than where it hit rocks in January. The evidence indicated that it may not have been a black and white case of shipmaster error.

Lloyd's List analysts led global thought and opinion. A Google search for "Lloyd's List Costa Concordia" yields over 59,000 results. Highlights consisted of global television clips from BBC Newsnight where the story broke, and CNN, as well as The New York Times and numerous UK broadsheets, including The Times, The Telegraph, The Financial Times and hundreds of newspapers around the globe.



## INFORMA RESEARCH SERVICES

Microsoft's latest operating system, Windows 8, was launched in October 2012 and if it follows previous releases, will be the most used operating system in the world. It features financial data from California-based Informa Research Services. The company worked with Microsoft under great security and confidentiality to develop the Finance Live tile feature, which comes with every copy of Windows 8. It means that, over time, it's likely that Informa financial data will be powering the data we use in our businesses, homes and many other aspects of our daily lives.

During 2012, Primal Pictures joined Informa Business Information's healthcare portfolio, in another innovative development for the Group. Primal Pictures is the worldwide leader in the digital 3D anatomy market, creating what is widely accepted as the most accurate 3D digital modelling of the human body available.

The software allows people to 'see' inside the body, zoom, rotate and look through different layers in 3D. This UK-based business has won a number of major awards including the 'Queen's Award for Enterprise: Innovation 2012' and seven British Medical Association Awards.

It's recognised by academic institutions and commercial customers globally as best in class. High profile clients range from eminent surgeons and radiologists to a world famous Premiership football club. The technology has featured in several TV series, including Waking the Dead.

## TAYLOR & FRANCIS – SOUTH ASIA ARCHIVE

The South Asia Archive, a new initiative from Taylor & Francis and described as "visionary" by The Times of India, will become available in 2013. This archive will put five million pages of heritage material online making it available for the first time. The library dates between 1790 and 1955 and features material from across the Indian Subcontinent.



It provides access to culturally and historically important documents for researchers, teachers, librarians and students in Humanities and Social Sciences. The digital archive has been created in association with the South Asia Research Foundation which collected the original documents. The sophisticated search tool that lies at the heart of this archive provides instant access to rare primary content.





## RESILIENT EVENTS

Highly specialised events providing opportunity for growth and high quality earnings

Want to know more?  
[www.informa.com/what-we-do](http://www.informa.com/what-we-do)



## OUR FOCUS IS ON BUILDING ANNUAL EVENTS, WHERE CUSTOMERS RETURN TO ENGAGE WITH A COMMUNITY

### CONSTRUCT CANADA

Construct Canada has been held annually for the last 25 years and is the country's largest show to support the design, construction and management of all forms of buildings. It's held concurrently with PM Expo, Concrete Canada, DesignTrends, National GreenBuilding Conference, and HomeBuilder & Renovator Expo at the Metro Toronto Convention Centre. Together, the shows feature over 100,000 net square feet of exhibits of products, services, technologies, and systems of interest to over 24,000 attendees including architects, builders, building owners, contractors, developers, designers, engineers, facility managers, property managers and specifiers.



## CITYSCAPE GLOBAL

Launched in 2002, Cityscape has grown to become the leading real estate event brand globally, with its international flagship event held annually in Dubai. Cityscape Global regained strong positive momentum with a growth of 50% in exhibition space featuring 172 exhibitors, and a 25% growth in overall attendance on the 2011 event exceeding 25,000 real estate investors and professionals from 93 countries.

The strength of the Cityscape brand allows it to continue to successfully launch real estate events across emerging markets, with Qatar and Egypt as the most recent additions in 2012. Today, Cityscape's portfolio of events includes exhibitions and conferences held in Dubai, Abu Dhabi, Cairo, Doha, Jeddah and Riyadh.



## THE RUSSIAN PHARMACEUTICAL FORUM

Adam Smith Conferences is one of the Russian and Commonwealth of Independent States "CIS" market event leaders and is part of Informa's IIR brand. Eighteen years ago, it created the Russian Pharmaceutical Forum, with the aim of providing the leading platform for the key players in the multi-billion dollar Russian pharmaceutical market. The success of the platform has enabled the development of a portfolio of events, including CIS Pharmaceutical Forum, Ukrainian Pharmaceutical Forum, Innovative Drug R&D and Healthcare & Medical Devices in Russia. Plans for 2013 involve three new events, including Russian Pharmaceutical Regulatory Affairs.

The Russian Pharmaceutical Forum has become Adam Smith Conference's largest and most profitable event, against strong competition and the global economic crisis, in a region more volatile than most. The event meets every success criteria including increasing sponsorship revenue and delegate numbers as well as improving profit.



## MINING AND ENERGY

The Informa Australia resources team was created 16 years ago and now produces over 50 mining and energy events in Australia and another 20 globally. It supports the multi-trillion dollar mining and resources sector. The events attract 5,000 attendees annually including government, mining companies, financiers and equipment suppliers. It's the largest organiser of resources conferences in the world, including commodities such as coal, iron ore, copper and nickel from countries and regions as diverse as Mozambique, Kalimantan, Botswana, CIS, Indonesia, China, New Caledonia and Brazil. From its expertise and contacts in the Australian resources sector it was able to create events globally, including Global Iron Ore which started in 1997 and has now been geo-cloned to EU Iron Ore; African Iron Ore and Americas Iron Ore.





## GEOGRAPHIC EXPANSION

Bringing our knowledge and expertise to new people in new regions

Want to know more?  
[www.informa.com/what-we-do](http://www.informa.com/what-we-do)



WE CONTINUE TO EXPAND OUR GEOGRAPHIC FOOTPRINT, WITH A PARTICULAR EMPHASIS ON INCREASING OUR EMERGING MARKETS PRESENCE



## INFORMA BRAZIL

The Informa Brazilian office has been established for 17 years. Through mergers and acquisitions and organic growth, it now manages events not only in Brazil but also in the Caribbean and other Latin American regions including Chile, Colombia, Argentina and Peru. The operation also hosts other Informa businesses, such as AchieveGlobal, ESI International, Informa Telecoms & Media and the Taylor & Francis Group.

Its exhibition business is now the second largest trade show operator in Brazil. Events support a range of sector needs including food processing and services, machinery, legal, visual communication, franchising, agribusiness, retail pharma, electronic payments and identification and health care.



## INFORMA CANADA INC.

Informa's acquisition of MMPI Canada Inc. creates a solid foothold for growth in a stable economy with many opportunities for organic event launches. The newly branded Informa Canada Inc. currently runs some 45 events across the country. They attract more than 5,000 exhibitors and over 330,000 attendees annually. Sector events include construction, design, craft, art, real estate, furniture, furnishings and food, and in all of their core sectors they are the leading national event.

Informa Canada Inc. retains a strong management team many of whom were responsible for initially creating these events. Plans are underway to bring new Informa branded events to Canada and take some of the Canadian shows to other markets.



## SUPERRETURN

SuperReturn is a private equity and venture capital conference with a unique dynamic that helps it grow, both in strength and geographically. Its first conference, which took place in Germany in 1998, has created a platform that can be geo-cloned to other parts of the world, under both the SuperReturn and SuperInvestor brands.

The shows' strength is that it puts Limited Partners "LPs" in touch with General Partners "GPs", meaning GPs are able to network directly with those who are able to invest in their funds. The SuperReturn brand is known globally for bringing a high quality and quantity of international LPs to its events. It's that track record that supports the opportunity for international growth. Providers like law firms, accountants and consulting firms are also attracted because of the quality audience of GPs. In addition, months of detailed research for each individual event ensures that the content and topics are at the cutting edge of current industry debate.

SuperReturn China won 'Best New Conference Launch' at the June 2012 Conference Awards. 2013 will see the launch of SuperInvestor Asia, as well as new formats that maximise the SuperReturn brand.



## EUROMEDICOM

EuroMediCom, the organiser of some of the world's largest anti-ageing events, was bought by Informa in 2010. It is expanding by taking tried and tested major congresses to different parts of the world, including Singapore, Thailand, Russia, China, Canada, Dubai, France, and Monaco.

EuroMediCom's growing family of products – congresses, training and publications – provide information about anti-ageing sciences. They help the market understand everything about enhancing longevity, quality of life and rejuvenation.

Two conditions allow expansion. Firstly, the market boomed at the end of 2008. Since acquisition, the main Monaco event has seen an average 45% growth each year and has become the largest event of its type in the world. Secondly, its integration with Informa has provided expansion opportunities. Global networks, event marketing, data, publishing and other interests enable EuroMediCom to improve, simplify and speed up research and development.

Today EuroMediCom's strategy is to expand its activities worldwide by cloning the model of its leading event, the Anti-ageing Medicine World Congress.



# Financial Review



Adam Walker  
Finance Director

**This set of results underlines the strength of the Group, with its ability to grow profits and cash flow and increase its adjusted operating margin and earnings against a continued back drop of economic conditions which showed little sign of improvement.**

## GROUP

	2012 £m	2011 £m	Actual %	Organic %
Revenue	1,232.5	1,275.3	(3.4)	(2.0)
Adjusted Operating Profit	349.7	336.2	4.0	2.8
Adjusted Operating Margin (%)	28.4	26.4		

## ADJUSTED AND STATUTORY RESULTS

In this Financial Review we refer to adjusted and statutory results. Our statutory operating profit and profit before tax have both decreased this year primarily because of the non-cash impairment of the European Conferences businesses.

Adjusted results are prepared to provide a more comparable indication of the Group's underlying business performance. Adjusted results exclude adjusting items as set out in the Consolidated Income Statement and detailed in Note 2.

## TRANSLATION IMPACT

The Group receives approximately 46% of its revenues and incurs approximately 38% of its costs in USD or currencies pegged to USD. The Group is therefore sensitive to movements in the USD against the GBP. Each \$0.01 movement in the USD to GBP exchange rate has a circa £3.6m impact on revenue, a circa £1.5m impact on operating profits and a circa 0.19p impact on adjusted diluted EPS. Offsetting this will be reductions to USD interest and USD tax liabilities. This analysis assumes all other variables, including interest rates, remain constant.

The Group receives approximately 10% of its revenues and incurs approximately 9% of its costs in Euros. The Group is therefore sensitive to movements in the Euro against the GBP. Each €0.01 movement in the Euro to GBP exchange rate has a circa £1.0m impact on revenue, a circa £0.4m impact on operating profits and a circa 0.05p impact on adjusted diluted EPS. Offsetting this will be reductions to Euro interest and Euro tax liabilities. This analysis assumes all other variables, including interest rates, remain constant.

For debt covenant testing purposes, profit and debt is translated at the average rate of exchange throughout the relevant period.

## REVENUE

Organic revenue across the Group decreased by 2.0% reflecting a decline in our Professional and Commercial



Information ("PCI") and Events and Training businesses. Academic Information ("AI") organic revenues increased by 2.4%.

**OPERATING PROFIT**

Adjusted operating profit increased to £349.7m (2011: £336.2m). Organic adjusted operating profit increased by 2.8%, with an increase of 4.7% by the Publishing businesses and a decline of 1.4% in the Events and Training businesses.

Statutory operating profit decreased by 4.5% to £124.4m (2011: £130.3m).

**IMPAIRMENT**

The challenging European economic climate has impacted our European Conferences business performance during the year. This has resulted in indicators of impairment for the European Conferences Cash Generating Unit ("CGU"). Updated five year projections have been produced for the CGU, which have resulted in an impairment of the carrying value of goodwill by £80.0m. The European Conferences goodwill mainly arose from the IIR acquisition in 2006, an acquisition which in totality has delivered post tax returns in excess of 10% each year.

**RESTRUCTURING AND REORGANISATION COSTS**

Restructuring and reorganisation costs for the year of £9.9m (2011: £15.2m) principally relate to the redundancy and reorganisation programmes undertaken within IBI and the European Conferences businesses. These include redundancy costs of £6.8m (2011: £11.9m), reorganisation costs of £2.1m (2011: £2.8m) and vacant property provisions of £1.0m (2011: £0.5m).

**OTHER ADJUSTING ITEMS**

During the year, the Group disposed of its 100% shareholding in the Robbins Gioia business and a number of other smaller businesses, as listed in Note 20, for total consideration of £13.1m. A loss on disposal of £27.5m, including directly attributable costs of £1.0m, has been recognised within adjusting items.

With the number of acquisitions made during the year, acquisition related costs of £1.3m have been recognised in the income statement.

The remaining net credit of £1.3m relates to the re-measurement of contingent consideration of £1.6m and a fair value gain on non-controlling interest of £1.0m, being offset by impairments to other intangible assets of £1.3m.

**ADJUSTED NET FINANCE COSTS**

Adjusted net finance costs, which consist principally of interest costs net of interest receivable, decreased by £8.0m from £40.3m to £32.3m. We maintain a balance of fixed and floating rate debt partly through utilising derivative financial instruments. The majority of the fixed interest swaps that were entered into at the time of the Datamonitor acquisition in 2007 expired during 2011, with the remaining swaps expiring at the end of September 2012. This has resulted in a lower average fixed interest rate on borrowings.

**ADJUSTED OPERATING PROFIT INCREASED TO £349.7M**

Adjusted operating margin

**+2.0%**



See "Monitoring Performance", page 26



## PROFIT BEFORE TAX

Adjusted profit before tax increased by 7.3% to £317.4m from £295.9m and adjusted profit for the period increased by 8.3% to £245.6m from £226.7m.

Statutory profit before tax was £67.0m (2011: £88.6m). The decrease is primarily due to the impairment charge of £80.0m and loss on disposal of £27.5m.

## TAXATION

Across the Group, tax has been provided on adjusted profits at an adjusted tax rate of 22.6% (2011: 23.4%). This adjusted tax rate benefits from profits generated in low tax jurisdictions, including Switzerland and is lower than for the previous year due to movements in the mix of profits between jurisdictions and lower tax rates in certain countries including the UK.

The Group tax credit on statutory profit before tax was negative 35.4% (2011: Group tax charge of 16.1%).

During 2012, the Group resolved a number of outstanding tax issues, in the UK and elsewhere, which had arisen over a number of years. This resulted in additional tax of £9m being paid in 2012, with a further £24m (including interest on overdue tax) to be paid in 2013. Approximately £16m of tax had previously been paid on account in respect of these items. The tax treatment of other commercial transactions was agreed without further payments becoming due. Pending the resolution of these outstanding open issues, some of which go back to 2005, the Group had maintained provisions against all of these items. As these matters have now been resolved and tax paid accordingly the Group has made a one-off adjustment to its tax provisions, which is shown as an adjusting item.

The Group makes a significant tax contribution to the territories in which it operates, not only through corporate taxes but also through the taxes its employees pay, the employer's social security contributions made by the Group and the sales and value added taxes generated by its products.

Specifically in relation to corporate taxes, the adjusted tax charge can be reconciled to tax paid in the year as follows:

	2012 £m	2011 £m
Effective Tax Charge	71.8	69.2
Deferred taxes	(1.2)	(5.8)
Current tax on adjusting items	(18.2)	(18.9)
Tax payable for 2012 due to be paid in a later year less tax due for earlier years paid in 2012	(1.1)	(0.5)
Taxes Paid	51.3	44.0
Taxes refunded from German authorities	(5.8)	–
Net taxes per cash flow	45.5	44.0

Of the corporate taxes paid of £45.5m (2011: £44.0m), approximately £33m (2011: approx. £28m) was paid in the UK.

## EARNINGS AND DIVIDEND

Adjusted diluted EPS of 40.7p (2011: 37.8p) is 8% ahead of 2011 and statutory diluted EPS of 15.0p (2011: 12.5p) is 20% ahead of 2011.

The Board has proposed a second interim dividend of 12.50p per share (2011: 11.80p per share). This dividend will be paid on 21 May 2013 to ordinary shareholders registered as of the close of business on 26 April 2013. This will result in a total dividend for the year of 18.50p per share (2011: 16.80p per share). Dividend cover has decreased to 2.2 times (2011: 2.25 times) on an adjusted earnings basis.

## CASH FLOW

The Group continues to generate strong cash flows and this is reflected in a cash conversion rate, expressed as a ratio of operating cash flow (as calculated below) to adjusted operating profit, of 94% (2011: 93%).

	2012 £m	2011 £m
Adjusted operating profit	<b>349.7</b>	<b>336.2</b>
Depreciation of PP&E	7.0	6.7
Software amortisation	14.5	13.1
Share-based payments	3.8	3.0
EBITDA	<b>375.0</b>	<b>359.0</b>
Net capital expenditure	(25.8)	(23.9)
Working capital movement (net of restructuring and reorganisation accruals)	(20.2)	(23.9)
Operating cash flow	<b>329.0</b>	<b>311.2</b>
Restructuring and reorganisation cash flow	(13.2)	(19.3)
Net interest	(32.5)	(44.5)
Taxation	(45.5)	(44.0)
Free cash flow	<b>237.8</b>	<b>203.4</b>
Acquisitions less disposals	(174.4)	(112.9)
Dividends	(107.4)	(87.3)
Net issue of shares	0.3	0.3
Net funds flow	(43.7)	<b>3.5</b>
Opening net debt	<b>(784.0)</b>	<b>(779.1)</b>
Non-cash items	(1.1)	(2.7)
Foreign exchange	26.4	(5.7)
Closing net debt	<b>(802.4)</b>	<b>(784.0)</b>

In the year ended 31 December 2012, before taking into account dividends, spend on acquisitions or proceeds from the sale of assets, the Group generated free cash flow of £237.8m (2011: £203.4m).

The change to net debt arising from acquisitions (net of disposals) was a £174.4m outflow (2011: £112.9m outflow) which comprises current year acquisitions of £158.6m (2011: £109.1m) and consideration in respect of

acquisitions completed in prior years of £15.8m (2011: £3.8m). The Group made a number of disposals during the period for total consideration of £13.1m, generating a net loss on disposal of £27.5m.

Net debt increased by £18.4m from £784.0m to £802.4m, which primarily reflects a cash outflow of £43.7m, offset by exchange rate movements of £26.4m. During the year the Group paid dividends of £107.4m.

### FINANCING AND BANK COVENANTS

The principal financial covenant ratios under the private placement and revolving credit facilities are maximum net debt to EBITDA of 3.5 times and minimum EBITDA interest cover of 4.0 times, tested semi-annually. At 31 December 2012 both financial covenants were comfortably achieved, with the ratio of net debt (using average exchange rates) to EBITDA being constant at 2.1 times at 31 December 2011 and 2012. The ratio of EBITDA to net interest payable in the year ended 31 December 2012 was 11.5 times (2011: 8.9 times).

### RETURN ON CAPITAL EMPLOYED

During 2012 we have completed a number of bolt-on acquisitions and we strengthened our events platform with the acquisition of Informa Canada Inc. (formerly MMPI Canada Inc.). We also strengthened our PCI segment with acquisitions of Fertecon Limited, Sagient Research Systems, Inc. and Zephyr Associates, Inc.

Acquisitions have to meet our acquisition criteria which include delivering returns in excess of the Group's WACC in the first full year, being earnings enhancing in the first full year and achieving a cash payback within seven years.

The return on investment from acquisitions completed in 2011 was 12%.

### DEFERRED INCOME

Deferred income, which represents income received in advance, was down 4% on a constant currency basis at 31 December 2012 compared to the same date in 2011. Deferred income arises primarily from advance subscriptions and forward bookings for trade shows, exhibitions or conferences. Subscriptions generated by our academic journal business renew annually a year in advance and many trade shows and exhibitions, because of their market leading status, receive commitments up to a year in advance.

### PENSIONS

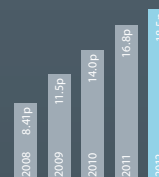
The Group's financial obligations to its pension schemes remain relatively small compared to the size of the Group, with net pension liabilities at 31 December 2012 of £17.5m (2011: £12.1m).

Following the completion of the triennial valuations of the main defined benefit schemes, a revised deficit funding plan has been agreed with the trustees to eliminate the deficits in the three schemes. The contributions for the ongoing service will be £nil in 2013 as all three schemes are closed to future accrual of benefits. In addition, the contributions paid towards

## THE GROUP CONTINUES TO GENERATE STRONG CASH FLOWS

Dividend per share

**+10.1%**



reducing the scheme deficits will increase from £3.9m in 2012 to £4.5m in 2013 and decrease to £3.2m in 2014.

### **POST BALANCE SHEET EVENTS**

On 5 February 2013, the Group was awarded a 30-year licence to manage Agrishow in Brazil, the largest agrifoods event in Latin America.

### **EUROZONE RISK**

Guidance released by the FRC requires the Group to comment on its exposure to risks from the Eurozone crisis.

The Group has some trading exposure to the Eurozone financial crisis. Customers located in Continental Europe generated 23% of annual revenue, although only 10% of annual revenue is denominated in Euros, as are around 9% of costs.

The Group's liquidity risk (its ability to service short-term liabilities) is considered low in all scenarios bar a fundamental collapse of the financial markets. The Group had £23.3m of cash and cash equivalents at 31 December 2012, of which EUR 6.6m is denominated in Euros. The Group's treasury policy imposes ratings based limits on the quantum of deposits that may be held with any financial institution at any time. At 31 December 2012 there is headroom of £245.1m on the Group's borrowing facilities, and none of the Group's revolving credit facility is drawn in EUR. EUR 50m of the Group's £448.5m private placement financing is denominated in EUR. For further details see Note 30 to the Consolidated Financial Statements.

The Group's solvency risk (its ability to meet its liabilities in full) is also considered low. The most significant exposure is with regards to the potential impairment of goodwill and intangibles relating to the European Conferences CGU as outlined in Note 16 to the Consolidated Financial Statements.

Under 3% of Group revenues are generated from customers located in Portugal, Italy, Greece and Spain. There is a close correlation between the Group revenues denominated in Euros (10% of the Group total in 2012) and costs denominated in Euros (9%).

### **CONCLUSION**

During the year, we have continued to enhance the quality of our earnings, removing marginal revenue streams and focusing on our core strengths as evidenced by the highest adjusted operating margin in the Group's history.

We must not forget that we continue to rely on the developed world for the majority of our revenue and the macro economic climate in 2012 was still not strong. Many of our customers continued to be very cautious in their spending patterns. We are convinced that the changes we have made leave the Group in a stronger place financially and with a good platform from which to build when better economic conditions occur, hopefully in 2013.

During the course of 2012 we have spent over £150m on acquisitions and invested around £25m in capital expenditure as we continue to invest for the future. The acquisitions that we have completed must meet strict financial criteria and I am pleased that the returns on those completed in 2011 continue to show we are improving the business and utilising our capital well.

More companies joining the Group in different geographies supporting new verticals places more pressure on our processes, systems and back office infrastructure. It is clear to me the progress that has been made over the past five years to bring consistency, financial rigour and efficiency to our support structure and make the back office platform much more stable and able to support the Group's ambitious growth plans. The job is never done but we are year by year reducing the complexity that existed in the Group as a result of the series of large acquisitions in a short period of time.

Integral to all we do financially is to ensure that the Group has a strong control environment, the appropriate capital structure and the best finance people and systems to support its operations. I am confident that we have made progress across all these areas in 2012 and would like to thank all my teams for all their hard work in delivering that progress.

**Adam Walker**  
Finance Director

WE HAVE CONTINUED TO ENHANCE THE QUALITY OF OUR EARNINGS, REMOVING MARGINAL REVENUE STREAMS AND FOCUSING ON OUR CORE STRENGTHS AS EVIDENCED BY THE HIGHEST ADJUSTED OPERATING MARGIN IN THE GROUP'S HISTORY



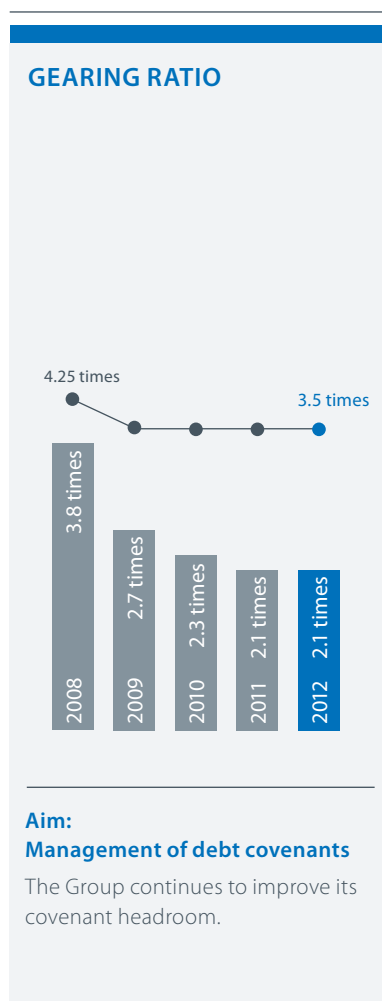
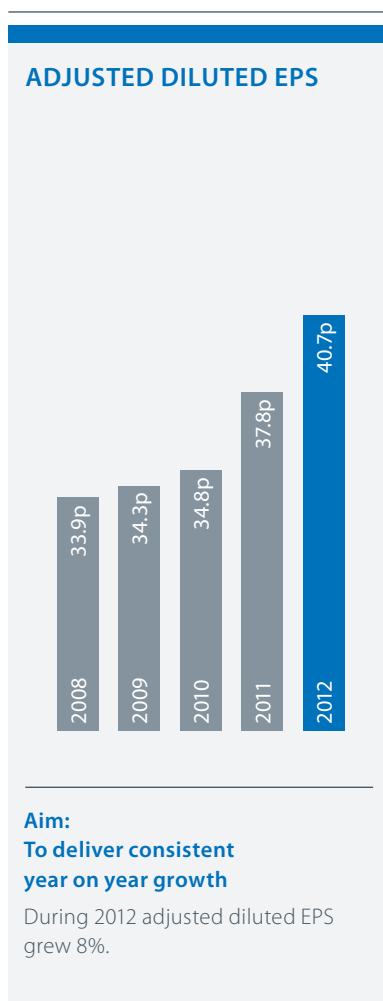
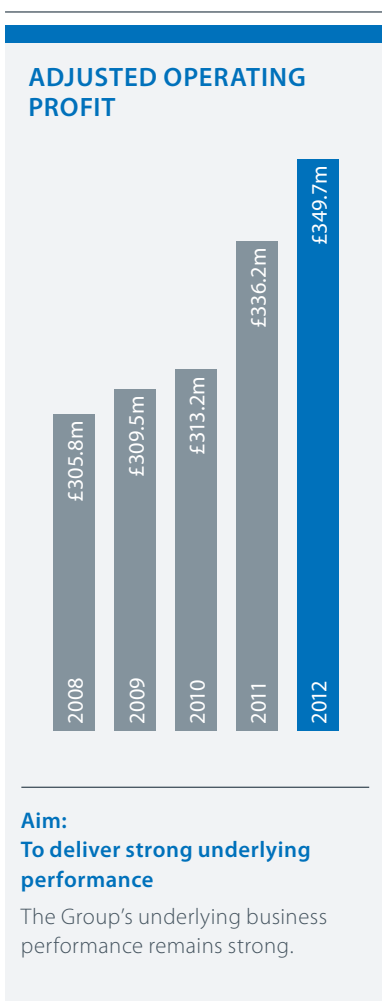
See "Risks and Uncertainties", page 28 !



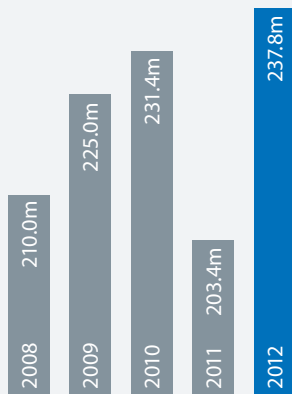
# Monitoring Performance

## KEY PERFORMANCE INDICATORS

The financial key performance indicators (KPIs) selected are used by management to monitor the Group's progress in delivering its strategy of creating shareholder value by growing and managing our Academic Information, Professional and Commercial Information and Events and Training businesses.



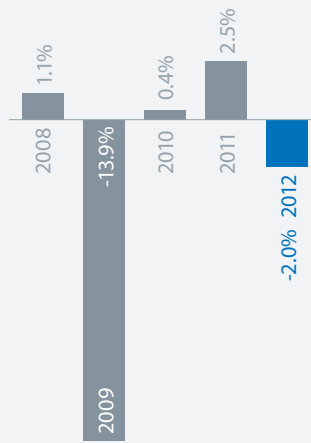
**FREE CASH FLOW**



**Aim:**  
Conversion of profit into cash

The Group has continued to convert profit into cash and maintained free cash flow in excess of £200m.

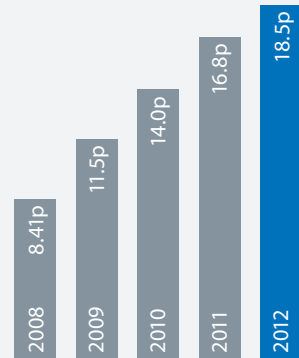
**ORGANIC REVENUE GROWTH**



**Aim:**  
To deliver continued organic growth

The Group strives for organic growth, despite continuing instability in World markets.

**DIVIDEND PER SHARE**



**Aim:**  
To deliver continued dividend growth

The Group continues to deliver a strong return to shareholders.



# Risks and Uncertainties

A number of factors could potentially affect the Group's operating results and financial condition ("risk factors"). The Group adopts a risk management process that is monitored by the Board and which is intended to ensure a consistent and coherent approach to managing the risk factors that are described in this section and to those other risk factors that may arise or which may become material in the future (as outlined in the Corporate Governance section on page 46). Each of these risk factors are tabled at frequent Risk Committee Meetings (a sub-committee of the Audit Committee) throughout the year. The members of the Risk Committee include the Executive Directors, the Group HR Director, the Deputy Group Finance Director, the Company Secretary, the Head of IT, senior divisional Managing Directors, and a representative from Internal Audit. This section describes the principal risk factors that the Directors believe could materially affect the Group, but this is not an exhaustive list as other risks may arise or existing risks may materially increase in the future. These are listed in no order of priority, and alongside each risk is a note of the main mitigating factors or actions which the Group takes.

Risk	Mitigation
<p><b>1. The Group's businesses are affected by the economic conditions of the sectors and regions in which they and their customers operate and the markets in which the Group operates are highly competitive and subject to rapid change</b></p> <p>The performance of the Group depends on the financial health and strength of its customers, which in turn is dependent on the economic conditions of the industries and geographic regions in which they operate. Traditionally, spending on parts of the Group's products has been cyclical due to companies spending significantly less in times of economic uncertainty.</p> <p>The markets for the Group's products are highly competitive and in a state of ongoing and uncertain change. If the Group is unable to successfully enhance and/or develop its products in a timely fashion, the Group's revenue could be affected. There are also low barriers to entry in relation to certain parts of the Group's businesses.</p>	<ul style="list-style-type: none"> <li>➤ Mitigation is achieved, where possible, through the Group's diversification of its operations across vertical markets and geographies, which provides a broad customer base. The Group maintains a competitive advantage through ongoing investment in its products, reinforcing its market leading position in many markets. Furthermore, during the recent difficult economic conditions the Group has enhanced its credit control function with a view to maintaining tighter control over upfront payments for events and subscriptions and also continuous monitoring of trade receivables to mitigate further default risk.</li> </ul>
<p><b>2. The Group's Academic Information ("AI") division's revenue can be adversely affected by changes in the purchasing behaviour of academic institutions</b></p> <p>Academic institutions fund purchases of Group products from budgets that may be sensitive to changes in private (including endowments) and governmental sources of funding particularly in times of economic uncertainty and austerity. Accordingly, any such decreases are likely to affect adversely the Group's results within its AI division.</p>	<ul style="list-style-type: none"> <li>➤ The Group is constantly developing its product types and content range to minimise this effect so that academic institutions consider that the Group's online and print based content is an important purchase even in times of economic uncertainty and austerity. Additionally, the Group has developed its reach, and continues to expand its sales activities outside of the more established western territories to the faster developing markets, like Asia, where economic growth is currently stronger and new universities are being built.</li> </ul>
<p><b>3. The Group's continued growth depends, in part, on its successful ability to identify and complete acquisitions and its ability to expand the business into new geographic regions</b></p> <p>With new acquisitions there can be no assurances that the Group will achieve the expected return on its investment, particularly as the success of any acquisition also depends in part on the Group's ability to integrate the acquired business or assets. Attractive acquisitions may be difficult to identify and complete for a number of reasons, including competition among prospective buyers and economic uncertainty. These issues particularly relate to large acquisitions.</p>	<ul style="list-style-type: none"> <li>➤ The Group has formal investment decision criteria to identify suitable, earnings enhancing, acquisition targets and employs experienced professionals to drive the acquisition process. Post acquisition integration plans are prepared to ensure businesses are effectively integrated into the Group and that planned synergies are realised.</li> <li>➤ In expanding its business geographically, both organically and by acquisition, the Group reviews risks relevant to particular geographies and formulates appropriate mitigation strategies.</li> </ul>



**Risk** continued

**4. Reliance on or loss of key customers may reduce demand for the Group's products**

In recent years, more public sources of free or relatively inexpensive information have become available, particularly through the internet, and this trend is expected to continue. For example, some governmental and regulatory agencies have increased the amount of information they make publicly available at no cost. Such sources may reduce demand for the Group's Publishing products.

In the Events and Training division there are a number of exhibitions that individually contribute significantly to the profitability of their respective business units, because of the size of the events and the relatively high gross profit margins earned by them.

**5. A major accident at an exhibition or event**

The Group's Events and Training division organises events that can be attended by up to 50,000 individuals on a given day, which results in health and safety risks including fire safety, structural collapse, food hygiene, crowd control, security and evacuation routes in an emergency. Furthermore, the delegates are often not familiar with the venue which increases the risk of trip and fall type accidents. At its most severe, there have been incidents in the last 10 years, albeit not involving the Group, resulting in loss of life through accidents at an exhibition or event.

Additionally, the Events and Training division does not normally own the venues it operates from, instead hiring floor space from a number of sources including exhibition centres, conference halls, hotels and training centres. As the Group does not own the venues directly, it is dependent on the operators of the venues to have adequate safety policies in place, which comply with all regulations in the local jurisdiction.

**6. Significant operational disruption caused by a major disaster**

Major disasters, arising from either natural causes or man-made, have the potential to significantly disrupt the operation of the business. In particular, the success of the Group's Events and Training division is dependent on bringing potentially large numbers of individuals to events, either as paying delegates or non-paying visitors to exhibitions. Events that have the capacity to result in significant operational disruption to global travel include natural disasters, military conflict, political unrest, terrorist activity and industrial action. Additionally, disasters can disrupt the Group's electronic platforms and distribution systems as outlined in point 8.

**7. Inadequate crisis management**

The impact of any given event on the Group can potentially increase if the emerging situation is not managed appropriately or effectively. In addition to the principal risk factors documented in this section, other risk factors have the ability to cause significant damage to the Group's brand and reputation if effective management is not implemented to mitigate their impact. Additionally, the speed and global coverage of media can result in a perceived crisis being communicated rapidly, thus further damaging the Group's brand and reputation.

**8. The Group is dependent on the internet and its electronic delivery platforms, networks and distribution systems**

The Group's businesses are increasingly dependent on electronic platforms and distribution systems, which primarily deliver the Group's products through the internet. Any significant failure or interruption of these systems, or the Group's wider IT infrastructure could thereby restrict the Group's ability to provide services to customers. The Group may also be disadvantaged if it does not keep abreast of all relevant new technological advances or if such changes are expensive to implement.

**Mitigation** continued

> To mitigate this risk, the Group continuously monitors changes in its markets places and regularly seeks feedback from customers, adjusting its product offering in response where appropriate. The Group also invests in its products and delivery platforms.

> The risks are mitigated by the Group's Health and Safety ("H&S") policies and H&S training courses. The venues used for our Events are assessed against a minimum company criteria based on the risk it poses.

> The Group HR Director reports on Health and Safety issues to the Risk Committee. The implementation of the policies is the responsibility of local management teams, with the Group Health & Safety Manager (Events) available to assist with the implementation. A programme of annual internal audits has been established; these were conducted at Informa events businesses in different geographical regions and focused on the health and safety management of high risk events.

> Business continuity plans have been implemented across the Group, including disaster recovery programmes, and plans to minimise business disruption. Risk assessments are also carried out for all higher risk locations used by the Group, and these are reviewed on a regular basis. The Group also has relevant insurance cover for certain occurrences.

> To mitigate this risk, senior management communicate effectively within the organisation, constantly reviewing the Group's responses to emerging issues. However, by their nature, it is impossible to have a detailed crisis management plan in place for all potential situations that could arise, and therefore the ultimate mitigation is dependent on management's judgement, speed of reaction and quality of communication in a crisis situation.

> The Group regularly invests in its internet and electronic delivery platforms, networks and distribution systems, and provides user support and services to customers having problems accessing data.



**Risk** continued

**9. Breaches of the Group's data security systems or other unauthorised access to its databases could adversely affect the Group's businesses and operations**

The Group has valuable databases and as part of its business provides its customers with access to database information. There are persons who may try to breach the Group's data security systems or gain other unauthorised access to its databases in order to misappropriate such information for potentially fraudulent purposes or to approach the Group's customers for commercial purposes. This could damage the Group's reputation and expose it to risks of loss, litigation and/or regulatory action, as well as increase the likelihood of more extensive governmental supervision of these activities in a way that could adversely affect this aspect of the Group's business.

**Mitigation** continued

- The Group regularly invests in improving data security, digital rights encryption and contracted obligations of distributors. These efforts are led by a designated data security officer. In the event of unauthorised access, the Group would protect its intellectual property ("IP") as outlined in point 12.

**10. The Group relies on the experience and talent of its senior management and on its ability to recruit and retain key employees for the success of its business**

The successful management and operations of the Group are reliant upon the contributions of its senior management and other key personnel. In addition, the Group's future success depends in part on its ability to continue to recruit, motivate and retain highly experienced and qualified employees in the face of often intense competition from other companies.

- The Group offers compensation packages which are competitive based on current market information and thereby give it the best opportunity to recruit and retain people of sufficient calibre. The Group believes that its people are challenged in their day to day work and obtain appropriate and relevant experience to develop further and prepare for progression within the organisation.

**11. Changes in tax laws or their application or interpretation may adversely impact the Group**

The Group operates in a large number of countries. Accordingly, its earnings are subject to tax in many jurisdictions. Relevant authorities may amend the substance or interpretation of tax laws that apply to the Group's businesses, in a manner that is adverse to the Group. The Group is growing its business in emerging markets where tax frameworks are not as well developed which increases this risk. There can therefore be no assurance that the various levels of taxation to which the Group is subject will not be increased or changed. In addition, if any Group company is found to be, or to have been, tax resident in any jurisdiction other than those in which the Group is currently deemed to be tax resident or to have a permanent establishment in any such jurisdiction, this may have a material adverse effect on the amount of tax payable by the Group. Finally, regardless of whether the Group has paid the correct amount of tax, there may be a public perception that the Group has not paid sufficient tax and this may be more pronounced, given that the Company has its domicile in Zug, Switzerland.

- The Group employs an experienced Head of Group Tax who keeps abreast of potential changes in tax legislation across a range of jurisdictions, enabling the Group to react quickly to changes in the tax position of any of its companies or businesses. In emerging markets, the Group works with established and reputable tax advisers in order to ensure it pays the correct amount of tax. The Group is also careful to ensure that profits arising in low tax jurisdictions are no more than commensurate with the substance of the operation in those territories.

**12. The Group's IP rights may not be adequately protected and may be challenged by third parties**

The Group relies on agreements with its customers as well as trademark, copyright and other IP laws to establish and protect the IP rights subsisting in its journals, books and training materials. However, these rights may be challenged, limited, invalidated or circumvented by third parties seeking to infringe or otherwise profit from the Group's proprietary rights without its authorisation. In addition, there is now a growing amount of copyright legislation relating to digital content. These laws remain under legislative review and there remains significant uncertainty as to the form copyright law may ultimately take. Additionally, enforcement of IP rights is restricted in certain jurisdictions, and the global nature of the internet makes it impossible to control the ultimate destination of content produced by the Group. The Group may also be the subject of claims for infringement of third party rights or party to claims to determine the scope and validity of the IP rights of others. Litigation based on these claims is common amongst companies that utilise digital IP.

- The Group protects its rights by consolidating its portfolio of trademark registrations, implementing its brand protection strategy, and increasing its digital rights protection. The Group supports these activities through membership of organisations that defend IP rights globally.

**Risk** continued

**Mitigation** continued

**13. The Group is subject to regulation regarding the use of personal customer data**

The Group is required to comply with strict data protection and privacy legislation which restrict the Group's ability to collect and use personal information. The Group is exposed to the risk that its data could be wrongfully appropriated, lost or disclosed, or processed in breach of data protection regulation, by or on behalf of the Group, in which case the Group could face liability under data protection laws and/or suffer reputational damage from the resulting lost customer goodwill.

- The Group seeks to monitor ongoing changes to data protection laws and best practices across its main trading areas in order to ensure that appropriate protections and procedures are in place in relation to the data held by or on behalf of the Group. This work is overseen by the Group General Counsel and a Data Protection Steering Committee, a sub-committee of the Risk Committee.

**14. The Group may be adversely affected by enforcement of and changes in legislation and regulation affecting its businesses and that of its customers**

Compliance with various laws and regulations does impose significant compliance costs and restrictions on the Group, with the risk of fines and/or other sanctions for non-compliance. In addition, such regulations often provide broad discretion to the administering authorities and changes in existing laws or regulations, or in their interpretation or enforcement, could require the Group to incur additional costs in complying with those laws, or require changes to its strategy, operations or accounting and reporting systems. In particular, laws and regulations relating to communications, data protection, e-commerce, direct marketing and digital advertising have become more prevalent and complex in recent years.

- The Group monitors legislative and regulatory changes and alters its business practices where appropriate.

**15. The Group's credit risk in respect of long term receivables**

The Group has a small number of external loans which are repayable over the next two to ten years. The recoverability of the capital and interest payments is dependent on the financial success of those external parties over the coming years. Since the majority of the repayment terms are over a long period of time, the risk of unforeseen issues that could impact future repayments may increase.

- Mitigation is achieved through structured communication with the external parties, close monitoring of financial and budgetary performance, and delivery against project milestones. In some instances capital and interest payments occur during the loan term and so any failure to pay can be addressed at the time and remedial actions can be actioned. The Risk Committee will conduct credit risk assessments on a half-yearly basis to ensure the external receivables are correctly recorded in the Group's accounts.



## Corporate Responsibility

“ 2012 saw the re-launch of our approach to sustainability under the heading “Louder than Words”, reflecting the fact that we want our Corporate Responsibility (“CR”) programme to focus on outcomes rather than gestures.

Our programme is marked by an increasing sense of confidence, as we have worked hard to define the priorities that are uniquely relevant to us and our business objectives. We continue to recognise content as our biggest CR impact; our ability to aspire, challenge and engage our many audiences across our range of publications, events and business services is unique to us and the sector we work in. We made great progress in furthering that agenda in 2012.”

Emma Blaney  
Group HR Director & Head of Corporate Responsibility



**CORPORATE RESPONSIBILITY AT INFORMA**

Traditionally seen as a low-impact industry, the media sector, and its role in society, was the topic of much debate in the past year. Discussions around trust and the integrity of content were widespread and continue to dominate headlines. Our continued success depends on our ability to meet and exceed the expectations of our stakeholders, whether they are clients using our products and services such as health practitioners, social scientists or business leaders, or our own employees. Therefore, our core responsibility relates to the integrity and delivery of our content. While focus has been given to this priority area in the following pages, details of our wider CR programme and our performance against our full CR objectives can be found in our standalone CR Report.

Informa consists of many distinct businesses. Ownership of CR at Informa is located with senior representatives in each of the businesses, who in turn are supported by the central CR function at Group level. The CR function is overseen by Group HR Director and Head of Corporate Responsibility, Emma Blaney, who reports directly to the Chief Executive, Peter Rigby.

**DEVELOPING THE HIGHEST QUALITY CONTENT**

The common denominator for all our businesses is that they thrive on delivering high quality, trusted content. Our quality assurance processes vary between the different formats we specialise in, ranging from events and training to academic publications.

Our Academic Information division operates a robust and well regarded peer review process to ensure that content is always of the highest standard. Both of Informa's major publishing arms work with the Committee on Publication Ethics ("COPE"), a charity dedicated to promoting the integrity of peer-reviewed publications in science. Our Professional and Commercial Information division has an editorial and content code in place, to which all editorial staff must adhere. Our event production process is strongly research driven and some of our bigger events employ independent advisory boards to help shape content. In addition to our formalised codes and procedures, all of our products are subject to rigorous research and analysis, as our clients choose us because of the bespoke nature of our content. Where possible, we share best practice standards and guidelines across the Group.

In 2012, we continued to receive considerable praise and recognition for the content we provide. For example, Routledge was honoured by the Association of American Geographers for its long-term commitment to geography and its innovative efforts to enhance the quality of publications in the field. Ovum, a part of Informa Telecoms & Media, was named Global Analyst Firm of the Year by the Institute of Industry Analyst Relations and was commended for its ease of use, value for money, objectivity and originality of research.

Several of our publications and events facilitate debate around sustainability directly. Earthscan, a company in the Academic Information division, is widely recognised as the world's leading publisher on sustainability and environmental technologies. Two Earthscan books were included in Current Reviews for Academic Libraries' (Choice) 2012 selection of Outstanding Academic Titles.



**OUR BUSINESSES  
THRIVE ON DELIVERING  
HIGH QUALITY,  
TRUSTED CONTENT**



**ENSURING RETENTION AND DEVELOPMENT OF THE BRIGHTEST PEOPLE TO MANAGE OUR CONTENT**

As a knowledge-focused business, our success is fully dependent on attracting the best people and making sure they stay up to date with developments within their specialisation. Training and professional development initiatives are widely available to our employees. Our internal training resource, Informa Academy, grew in popularity, increasing attendance to webinars and courses by 8% compared with 2011.

As a business, we now employ around 7,000 employees. However, we seek to maintain an entrepreneurial mind-set and avoid bureaucracy where we can. ‘Freedom to succeed’ remains a defining principle of the work culture at Informa. Providing a flexible workplace is another mechanism by which we attract and retain the best talent; approximately 56% of our total workforce and approximately 47% of our management grade staff are female.

The Group’s commitment to flexible working arrangements, encouraging diversity and enabling employees to build their careers was yet again recognised in 2012. We were shortlisted for a WorkingMum’s Award as well as the Personnel Today Award for workplace diversity as a result of our innovative flexible working policy. We were also certified as a Britain’s Top Employer organisation for the fifth year running.

Increasingly, our staff can choose to volunteer and use their professional skills for the good of community organisations. Our partnership with the Prince’s Trust in the UK has continued to develop. One of our training businesses will be providing bespoke training workshops to the Prince’s Trust business mentors in 2013. In return, we get motivated employees and maintain good links with local communities.

**MAINTAINING THE MOST INNOVATIVE AND ACCESSIBLE PLATFORMS TO DELIVER CONTENT GLOBALLY**

The Group’s publications and events help drive better decisions in just about all spheres of society; from health science to shipping intelligence, leaving a truly global social, cultural and economic ‘brainprint’ in our wake. We do business in almost all countries and are always exploring ways to innovate our delivery platform and formats to maximise reach and accessibility.

Moves towards open access gained momentum in 2012. Open access refers to the idea of making research publications freely accessible with minimal restrictions on how they can be used. The findings of the Finch Group, an expert working group on the matter, recommended that the UK Government should encourage research funders, scientists and journal publishers to back the open access model. The report noted that widening access will require co-ordinated, balanced action by funders, universities, researchers, libraries, publishers and others involved in research and that no single channel can on its own maximise access to research publications.

We have held focus groups with key university stakeholders and librarians to understand how open access will work in their institutions, and are investing resources in staff and new systems to further develop our open access capabilities. Currently, two thirds of our journals have an open access option and we expect all of our journals to have one by the end of 2013.

We continue to provide free and low-cost access to our publications to the research community and not-for-profit institutions in developing countries. We do so through the International Association for Digital Publishers’ Affordable Access Program and the Hinari Access to Research in Health Programme.



**OUR SUCCESS IS FULLY DEPENDENT ON ATTRACTING THE BEST PEOPLE AND MAKING SURE THEY STAY UP TO DATE**

## TAYLOR & FRANCIS

Taylor & Francis became the largest publisher in the "Thomson Reuters Journal Citation Reports" Social Science Edition, reflecting its global research, influence and impact.



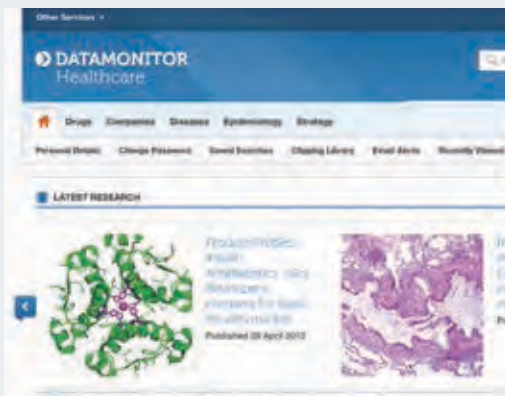
## SUPERRETURN CHINA

ICBI's SuperReturn China, the world's largest Chinese private equity and venture capital event, won the "Best New Conference Launch" Award at the 2012 Conference Awards.



## DATAMONITOR HEALTHCARE

Datamonitor Healthcare launched a new service platform to maximise accessibility, with active client participation in its development.



## OPEN ACCESS

Taylor & Francis will provide an open access option for virtually all of their journals by the end of 2013.



## Board of Directors



### DEREK MAPP

#### Non-Executive Chairman (62)

Chairman of the Nomination Committee

**Appointed:** 17 March 2008

Derek Mapp joined the Board of Taylor & Francis Group plc as a Non-Executive Director in 1998. He is currently Non-Executive Chairman of Salmon Developments plc and Executive Chairman of Imagesound plc. He is also Chairman of the British Amateur Boxing Association. Following the merger of Informa and Taylor & Francis in May 2004, he was appointed as Non-Executive Director and was designated the Senior Independent Director on 10 March 2005.



### PETER RIGBY

#### Chief Executive (57)

**Appointed:** 17 March 2008

After graduating from Manchester University, Peter qualified as an accountant working at Metalbox Company and then worked at W H Smith. In 1983 he was appointed Finance Director of Stonehart Publications, which was acquired by IBC Group plc of which he became CEO in 1989. Since becoming CEO, Peter has completed two on-market mergers with LLP (to form Informa in 1998) and Taylor and Francis which, together with the major acquisitions of IIR and Datamonitor and substantial organic growth has helped establish Informa as a major international business. Peter is also Non-Executive Chairman of Electric World plc.



### ADAM WALKER

#### Finance Director (45)

**Appointed:** 28 March 2008

Adam Walker joined Touche Ross in 1989. Following his qualification as a Chartered Accountant he specialised in corporate finance work. In 1994 he joined NatWest Markets as an Associate Director. In 1998 his team joined Arthur Andersen where he became a Director of Corporate Finance. In 2001, he joined National Express Group Plc as Head of Corporate Development, and was appointed to the Board as Finance Director in 2003.



### DR PAMELA KIRBY

#### Senior Independent Non-Executive Director (59)

Chairman of the Remuneration Committee and Member of the Nomination Committee

**Appointed:** 1 September 2004 (Non-Executive Director) and 17 March 2008 (Senior Independent Non-Executive Director).

Dr Kirby is currently Chairman of Scynexis Inc., a privately held chemistry-focused drug discovery and development company based in the US. She is also a Non-Executive Director of Smith & Nephew plc and Victrex plc and a member of the Board of Simmons and Simmons LLP. She was previously Non-Executive Chairman of Oxford Immunotec Limited, Non-Executive Director of Novo Nordisk A/S and was the CEO of US-based Quintiles Transnational Corporation. Prior to joining Quintiles, Dr Kirby held various senior positions in the pharmaceutical industry.





**JOHN DAVIS**  
**Non-Executive Director (51)**

Member of the Audit, Remuneration and Nomination Committees

**Appointed:** 1 October 2005

Having qualified as a Chartered Accountant with Price Waterhouse, John has worked extensively within the media sector most recently as the Chief Financial Officer of Yell Group plc where he spent over 10 years. Previous roles include Group Finance Director of the FT Group, Chief Financial Officer of Pearson Inc and Director of Corporate Finance and Treasury at EMAP plc. John has a Masters in Management from The Stanford Graduate School of Business.



**DR BRENDAN O'NEILL**  
**Non-Executive Director (64)**

Chairman of the Audit Committee and Member of the Remuneration Committee

**Appointed:** 1 January 2008

Dr O'Neill is currently a Non-Executive Director of Tyco International Inc, Towers Watson Inc and Endurance Speciality Holdings Limited. From 1999 to 2003 he was Chief Executive of ICI plc. Prior to joining ICI in 1998 he was an Executive Director of Guinness plc with responsibility for the Guinness Group's worldwide brewing interests. He was also Non-Executive Director on Emap plc from 1995 to 2002.



**STEPHEN A. CARTER CBE**  
**Non-Executive Director (49)**

Member of the Audit Committee

**Appointed:** 11 May 2010

Stephen A. Carter CBE is the President/Managing Director, Europe, Middle East & Africa for Alcatel Lucent, and is a member of the Executive Management Board. He is also Chairman of the Board at the Ashridge Business School, and a Governor of the Royal Shakespeare Company. He is a law graduate, holds an Honorary Doctorate of Laws, has completed the Harvard Business School Advance Management Program, and is a Life Peer.



**RUPERT HOPLEY**  
**Company Secretary (43)**

**Appointed:** 1 November 2011

Rupert is the Company Secretary and Group General Counsel. He trained as a solicitor at Allen & Overy and worked in their corporate finance department before joining Cable and Wireless plc in 2004. He held various roles at Cable & Wireless, including Head of M&A and Deputy General Counsel, before joining Expedia Inc. in 2008 as their General Counsel (EMEA).



# Advisers

## AUDITOR

### Deloitte LLP

2 New Street Square  
London EC4A 3BZ  
[www.deloitte.com](http://www.deloitte.com)

## STOCKBROKERS

### Bank of America Merrill Lynch International

Bank of America Merrill Lynch Financial Centre  
2 King Edward Street  
London EC1A 1HQ  
[www.corp.bankofamerica.com](http://www.corp.bankofamerica.com)

### Barclays Capital

5 North Colonnade  
Canary Wharf  
London E14 4BB  
[www.barcap.com](http://www.barcap.com)

## PUBLIC RELATIONS

### FTI Consulting

Holborn Gate  
26 Southampton Buildings  
London WC2A 1PB  
[www.FTIConsulting.com](http://www.FTIConsulting.com)

## PRINCIPAL SOLICITORS

### CMS Cameron McKenna LLP

Mitre House  
160 Aldersgate Street  
London EC1A 4DD  
[www.cms-cmck.com](http://www.cms-cmck.com)

### Ashurst LLP

Broadwalk House  
5 Appold Street  
London EC2A 2HA  
[www.ashurst.com](http://www.ashurst.com)

### Mourant Ozannes

22 Grenville Street  
St Helier  
Jersey JE4 8PX  
[www.mourantozannes.com](http://www.mourantozannes.com)

## REGISTRARS

### Computershare Investor Services (Jersey) Limited

Queensway House  
Hilgrove Street  
St Helier  
Jersey JE1 1ES  
[www.computershare.com](http://www.computershare.com)

# Directors' Report

The Directors present their Annual Report and Accounts ("Consolidated Financial Statements") on the affairs of Informa plc (the "Company") and its subsidiaries (the "Group" or "Informa"), together with the financial statements and auditor's report, for the year ended 31 December 2012.

## CORPORATE STRUCTURE

Informa plc is a public company limited by shares, incorporated in Jersey and domiciled in Switzerland. It has a primary listing on the London Stock Exchange.

## REGISTRATION AND DOMICILE

As at 31 December 2012, the Company's registered office was 22 Grenville Street, St Helier, Jersey, JE4 8PX. On 19 February 2013 the Company's registered office was changed to Lime Grove House, Green Street, St Helier, Jersey, JE1 2ST. The Company is registered in Jersey under number 102786. The Company is domiciled in Switzerland with its head office at Gubelstrasse 11, CH-6300, Zug.

## PRINCIPAL ACTIVITIES

Informa provides academics, businesses and individuals with unparalleled knowledge, up-to-the minute information and highly specialist skills and services. Our Academic Information division publishes books and journals with in excess of 88,000 titles available that provide individuals and organisations with the knowledge they need to carry out their work. Our Professional and Commercial Information businesses offer structured databases, subscription-based services, real-time news, research and business-critical information creating business advantage. We are the largest publicly-owned organiser of exhibitions, Events and Training in the world providing inspiring marketplaces and the opportunity for knowledge to be shared. The principal subsidiary undertakings affecting the profits or net assets of the Group in the year are listed in Note 22 to the Consolidated Financial Statements.

## BUSINESS REVIEW

The Business Review includes details of the risks and uncertainties facing the Company and Group, along with a review of the development and the operations and financial performance of the business during the year, and is a true and fair review of the business conducted throughout the year. Information that forms part of the Business Review is found in the following sections of this Annual Report:

- information about the strategy, development and performance of the business during the financial year and future prospects are set out in the Chairman's Statement and the Chief Executive's Review on pages 2 to 11;
- key performance indicators of the Group are described on pages 26 to 27;
- our strategy in action is described on pages 12 to 19;
- principal risks and uncertainties are described on pages 28 to 31;
- financial risk management objectives and policies (including a description of when hedge accounting has been applied) and the Group's exposure to price risk, credit risk, liquidity risk and cash flow risk are explained in Note 31;
- information about the Group's Corporate Responsibility policies, including environmental, employee and social and community issues are set out in the Corporate Governance section on pages 44 to 49; and
- the results for the year are explained in detail in the Financial Review and are summarised in the Consolidated Income Statement on page 64 and the related Notes.

In relation to the use of financial instruments by the Group, a review is included within Note 31 to the Consolidated Financial Statements. There are no significant differences between the market value of any interests in land of the Group and the amount at which those interests are included in the Consolidated Statement of Financial Position.

As a whole the Annual Report provides information about the Group's businesses, its financial performance during the year and likely future developments. Other than as described in this report, there have not been any significant changes to the Group's principal activities during the year under review and the Directors are not aware, at the date of this report, of any likely major changes in the Group's activities in the new financial year. There have been no significant events since the reporting date, except as outlined in Note 39.

## CORPORATE GOVERNANCE AND COMPLIANCE

A report on corporate governance, and the ways in which the Company complies with the provisions of the UK Corporate Governance Code (the "Code") as published in June 2010 is set out on pages 44 to 49, and forms part of this report by reference.

The Directors' Report including details of the business, the development of the Group and likely future developments as set out in pages 2 to 61 of this document, forms the management report for the purposes of the UK Financial Services Authority's Disclosure and Transparency Rule ("DTR") 4.1.8R.

The notice concerning forward-looking statements is set out on page 142. References to the Company may also include references to the Group.



### ANNUAL GENERAL MEETING

The Annual General Meeting ("AGM") will be held on 15 May 2013, at Informa plc offices, Gubelstrasse 11, CH-6300 Zug, Switzerland, at 9am (Central European Time). The notice is being dispatched as a separate document to all shareholders and is also available at [www.informa.com](http://www.informa.com). The notice sets out the resolutions to be proposed at the AGM and an explanation on each resolution.

### DIVIDENDS

The Directors have declared a second interim dividend for the year of 12.50p per ordinary share, to be paid on 21 May 2013 to ordinary shareholders registered as at the close of business on 26 April 2013. Together with the first interim dividend of 6.00p per ordinary share paid on 12 September 2012, this makes a total for the year of 18.50p per ordinary share (2011: 16.80p).

The Company operates a Dividend Access Plan for all its shareholders and as a result of this pays a second interim dividend rather than a final dividend. Those shareholders who hold fewer than 100,000 shares are deemed to consent to receive their dividends from Informa DAP Limited, a UK incorporated Informa company. Those shareholders holding over 100,000 shares may elect to join the Dividend Access Plan by completing an Election Form. This form is available from the Company's Registrars whose contact details can be found on page 143. If shareholders holding over 100,000 shares do not elect to join the Dividend Access Plan, dividends will be received from the Company, which is domiciled in Switzerland and may be subject to Swiss tax regulations. Shareholders may elect to receive shares instead of cash from their dividend allocation through the Dividend Reinvestment Plan ("DRIP").

### DIRECTORS AND DIRECTORS' INTERESTS

The names of Directors of the Company are set out on pages 36 to 37, which includes brief biographical details.

The Non-Executive Directors of Informa, being Derek Mapp, Dr Pamela Kirby, John Davis, Dr Brendan O'Neill and Stephen Carter were all re-elected as Directors at the AGM held on 17 May 2012. There were no changes to the Board during the year.

The remuneration and interests of the Directors who held office as at 31 December 2012 in the share capital of the Company are set out in the Directors' Remuneration Report on pages 52 to 61. All the Directors offer themselves for re-election by the shareholders at the AGM to be held on 15 May 2013. Details of the contracts of the Executive and Non-Executive Directors with the Company can be found on page 58. There are no agreements in place between the Company and its Directors and employees providing for compensation for loss of office of employment (whether through resignation, purported redundancy or otherwise) that occurs because of a takeover bid. No Director was materially interested in any contract of significance.

### DIRECTORS' INDEMNITIES

Indemnities are in force under which the Company has agreed to indemnify the Directors, to the extent permitted by Jersey law and the Company's Articles of Association ("Articles"), in respect of any liability arising out of, or in connection with, the execution of their powers, duties and responsibilities, as Directors of the Company, any of its subsidiaries or as a trustee of an occupational pension scheme for employees of the Company. The Company has purchased and maintains Directors' and Officers' insurance cover against certain legal liabilities and costs for claims in connection with any act or omission by its Directors and officers in the execution of their duties.

### APPOINTMENT AND REPLACEMENT OF DIRECTORS

The rules for appointment and replacement of the Directors are set out in the Articles. Directors can be appointed by the Company by ordinary resolution at a General Meeting ("GM") or by the Board upon the recommendation of the Nomination Committee. The Company can remove a Director from office, including by passing an ordinary resolution or by notice being given by all the other Directors.

### POWERS OF THE DIRECTORS

The powers of the Directors are set out in the Articles and provide that the Board may exercise all the powers of the Company including to borrow money up to an aggregate of three times a formula based on adjusted capital and reserves. The Company may by ordinary resolution authorise the Board to issue shares, and increase, consolidate, sub-divide and cancel shares in accordance with its Articles and Jersey law.

### CHANGES TO THE COMPANY'S ARTICLES

The Company may amend its Articles by special resolution approved at a GM.

### CHARITABLE AND POLITICAL CONTRIBUTIONS

The Group made charitable donations during the year of £0.2m (2011: £0.3m), principally to local charities serving some of the communities in which the Group operates. No political donations were made.

### SUPPLIER PAYMENT POLICY

The Company's policy, which is also applied by the Group, is to settle terms of payment with suppliers when agreeing the terms of each transaction, to ensure that suppliers are aware of the terms of payment and to abide by the agreed terms, provided that the supplier has provided the goods or services in accordance with the relevant terms and conditions. Trade payables of the Group at 31 December 2012 were equivalent to 37 days' purchases (2011: 45 days), based on the average daily amount invoiced by suppliers during the year.

## SHARE INFORMATION

### Substantial Shareholdings

As at 31 December 2012, the Company had been notified of the following substantial interests (over 3%) in the issued ordinary share capital of the Company. This table details those shares held under discretionary management and therefore total voting rights.

	As at 31 December 2012		As at 13 March 2013	
	Number of shares	% held	Number of shares	% held
Lazard Asset Management	36,677,954	6.09	39,344,490	6.52
M&G Investment Management	29,666,391	4.92	29,952,844	4.97
Norges Bank Investment Management	28,689,657	4.76	28,689,657	4.76
Standard Life Investments	28,343,473	4.70	30,959,621	5.13
Artemis Investment Management	27,826,743	4.62	25,666,557	4.26
Marathon Asset Management	27,411,539	4.55	27,721,748	4.60
Legal & General Investment Management	24,627,959	4.09	23,608,073	3.91
Fidelity Management & Research	22,696,561	3.77	26,668,578	4.42
Invesco Perpetual	22,534,383	3.74	22,768,698	3.77
BlackRock	–	–	18,462,289	3.06

### Share Capital

As at 31 December 2012, the Company's issued share capital comprised 602,707,165 ordinary shares with a nominal value of 0.1p each. Details of the authorised and issued share capital, together with movements in the issued share capital during the year, are shown in Note 32 of the Consolidated Financial Statements.

### Rights and Obligations Attaching to Shares

The rights attaching to the Company's ordinary shares, being the only share class of the Company, are set out in the Articles, which can be found at [www.informa.com](http://www.informa.com). Subject to Jersey law, any share may be issued with or have attached to it such preferred, deferred or other special rights and restrictions as the Company may by special resolution decide or, if no such resolution is in effect, or so far as the resolution does not make specific provision, as the Board may decide. No such resolution is currently in effect. Subject to the recommendation of the Board, holders of ordinary shares may receive a dividend. On liquidation, holders of ordinary shares may share in the assets of the Company. Holders of ordinary shares are also entitled to receive the Company's Annual Report and Accounts and, subject to certain thresholds being met, may requisition the Board to convene a GM or the proposal of resolutions at AGMs. None of the ordinary shares carry any special rights with regard to control of the Company.

### Voting Rights

Holders of ordinary shares are entitled to attend and speak at GMs of the Company and to appoint one or more proxies or, if the holder of shares is a corporation, a corporate representative. On a show of hands, each holder of ordinary shares who (being an individual) is present in person or (being a corporation) is present by a duly appointed corporate representative, not being himself a member, shall have one vote and on a poll, every holder of ordinary shares present in person or by proxy shall have one vote for every share of which he is the holder. Electronic and paper proxy

appointments and voting instructions must be received not later than 48 hours before a GM. A holder of ordinary shares can lose the entitlement to vote at GMs where that holder has been served with a disclosure notice and has failed to provide the Company with information concerning interests held in those shares. Except as set out above and as permitted under applicable statutes, there are no limitations on voting rights of holders of a given percentage, number of votes or deadlines for exercising voting rights.

### Restrictions on Transfer of Securities in the Company

There are no restrictions on the transfer of securities in the Company except that:

- the Directors may from time to time refuse to register a transfer of a certificated share which is not fully paid, provided it meets the requirements given under the Articles;
- transfers of uncertificated shares must be carried out using CREST and the Directors can refuse to register a transfer of an uncertificated share in accordance with the regulations governing the operation of CREST;
- legal and regulatory restrictions may be put in place from time to time, for example insider trading laws;
- pursuant to the Company's share dealing code whereby the Directors and certain employees of the Company require approval to deal in the Company's shares;
- where a shareholder with at least a 0.25% interest in the Company's certificated shares has been served with a disclosure notice and has failed to provide the Company with information concerning interests in those shares; or
- the Directors may decide to suspend the registration of transfers, for up to 30 days a year, by closing the register of shareholders. The Directors cannot suspend the registration of transfers of any uncertificated shares without obtaining consent from CREST.



Directors' Report CONTINUED

**Restrictions on Transfer of Securities in the Company** continued

There are no agreements between holders of ordinary shares that are known to the Company which may result in restrictions on the transfer of securities or on voting rights.

**Shares Held on Trust**

Shares are from time to time held by a trustee in order to satisfy entitlements of employees to shares under the Group's share schemes. Usually the shares held on trust are no more than sufficient to satisfy the requirements of the Group's share schemes for one year. The shares held by these trusts do not have any special rights with regard to control of the Company. While these shares are held on trust their rights are not exercisable directly by the relevant employees. The current arrangements concerning these trusts and their shareholdings are set out on page 60.

**Purchase of Own Shares**

At the end of the year, the Directors had authority, under a shareholders' resolution passed on 17 May 2012, to purchase through the market up to 10% of the Company's issued ordinary shares as at 4 April 2012 (the date on which the AGM notice was published). This authority expires at the conclusion of the AGM of the Company to be held on 15 May 2013.

**CHANGE OF CONTROL**

There are no significant agreements to which the Company is a party that take effect, alter or terminate upon a change of control following a takeover bid (nor any agreements between the Company and its Directors or employees providing for compensation for loss of office or employment that occurs because of a takeover bid) except for the Group's private placement loan notes and facilities described in Note 30 of the Consolidated Financial Statements.

**EMPLOYEE CONSULTATION**

The Group places considerable value on the involvement of its employees and continues to keep them informed on matters affecting them and on the various factors affecting the performance of the Group. This is achieved principally through webinars, formal and informal meetings, email updates and posting news and relevant articles onto the Company's global intranet site.

The Group regularly undertakes staff surveys. In 2012, a comprehensive survey was undertaken across all UK based employees. The results of this were shared with each Divisional Chief Executive Officer ("CEO") who held responsibility for creating action plans and communicating the results to their staff. As in previous years, Taylor and Francis continued with their annual All Employee Survey. The results of the survey and the resulting action plans were shared with all staff.

All employees worldwide are also invited to attend webinars after the announcement of the half year and full year results. Employees are encouraged to ask the Executive Directors questions about the business and its future, and these

presentations finish with a Q&A session. The webinars are recorded and posted on the Company's intranet so that those employees who are unable to attend can view them.

All UK employees are eligible to participate in the HM Revenue & Customs Approved Share Incentive Plan ("SIP") once they have completed six months' service with the Company. Further information on the SIP can be found in the Remuneration Report on page 58.

**EQUAL OPPORTUNITIES**

Informa believes in equality of opportunity for all employees based on merit and that no employee or job applicant should receive less favourable treatment on the grounds of age, gender, sexual orientation, disability, colour, race, religion, nationality or ethnicity. The Company's equal opportunity policy not only covers fair recruitment, but also the opportunities given to staff on training and development, and the Group's views on equal opportunities form a part of the employee induction training.

The Group's objective is to provide continued suitable employment to staff whose circumstances change, with appropriate training if necessary. Informa's offices are required to enable access for all abilities and comply with all applicable local laws.

**AUDITOR**

Each of the persons who is a Director at the date of approval of this annual report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Deloitte LLP have expressed their willingness to continue in office as auditor and a resolution to reappoint them will be proposed at the forthcoming AGM.

**GOING CONCERN BASIS**

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Chairman's Statement and Chief Executive's Review on pages 02 to 11.

As set out on pages 28 to 31 a number of risk factors and uncertainties could potentially affect the Group's results and financial position. In particular the current economic climate creates uncertainties over the level of demand for the Group's products and services. The Group adopts an extensive budgeting process in forecasting its trading results and cash flows and updates these forecasts to reflect current trading on a regular basis.

The Group's net debt and banking covenants are discussed in the Financial Review on pages 20 to 25 and the exposure to liquidity risk is discussed in Note 31 to the Consolidated Financial Statements.

The Group sensitises its projections to reflect possible changes in trading performance and cash conversions, taking into account its substantial deferred revenues (£308.1m at 31 December 2012). These forecasts and projections for the period up to 30 June 2014, show that the Group is expected to be able to operate within the level of its current facility and meet its covenant requirements for a period of one year from the date of the signing of the Group's financial statements for the year ended 31 December 2012.

After making enquiries, the Directors have a reasonable expectation that there are no material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

### DIRECTORS' RESPONSIBILITIES

The Directors, whose names are set out on pages 36 to 37, are responsible for preparing the annual report and financial statements in accordance with the Companies (Jersey) Law 1991. Under that law the Directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union.

International Accounting Standard 1 requires that financial statements present fairly the Company's financial position, financial performance and cash flows for each financial year. This requires the faithful representation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the International Accounting Standards Board's 'Framework for the preparation and presentation of financial statements'. In virtually all circumstances, a fair presentation will be achieved by compliance with all applicable IFRSs. However, the Directors are also required to:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and

- make an assessment of the Company's ability to continue as a going concern.

The Directors are responsible for

- keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies (Jersey) Law 1991;
- safeguarding the assets of the Company and for taking reasonable steps for the prevention and detection of fraud and other irregularities; and
- the maintenance and integrity of the corporate and financial information included on the Company's website.

Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

In accordance with DTR 4.1.12R, the Directors confirm that, to the best of their knowledge:

- the financial statements have been prepared in accordance with the applicable set of accounting standards and give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole; and
- the management report, which is incorporated into the Directors' Report, includes a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

Approved by the Board and signed on its behalf by

**Rupert Hopley**  
Company Secretary

21 February 2013



# Corporate Governance Statement

The Board recognises that it is accountable to shareholders for its standards of governance and is therefore committed to the principles of corporate governance contained in the UK Corporate Governance Code (the "Code") published in June 2010.

As a company listed on the London Stock Exchange, Informa is subject to the Listing Rules of the Financial Services Authority (the "FSA") and complies with the provisions of the Code and relevant institutional shareholder guidelines.

As Informa is incorporated in Jersey, it is not subject to the UK Companies Act. However, the Board considers it appropriate to provide shareholder safeguards which are similar to those that apply to a UK registered company and are consistent with the relevant provisions of the UK Companies Act.

This report describes how Informa has applied the main provisions of the Code. It is in the Board's view that the Company has been fully compliant with all the Code provisions throughout the year ended 31 December 2012. Together this report and the Directors' Remuneration Report on pages 52 to 61, explain how the Company has applied the principles and supporting principles of good governance set out in the Code.

## THE BOARD

Informa plc is the ultimate holding company of the Group and is controlled by its Board of Directors. The Board, chaired by Derek Mapp, has seven Directors, comprising two Executive Directors and five Non-Executive Directors. The Board members are noted in the Directors' Report on page 40. There were no changes to the Board throughout the year under review. The Board's main roles are to create value for shareholders, to provide entrepreneurial leadership of the Group, to approve the Group's strategic objectives and to ensure that the necessary financial and human resources are made available to enable those objectives to be met.

## MATTERS RESERVED FOR THE BOARD

A schedule which sets out the matters reserved for the Board's approval is reviewed and updated annually. The specific responsibilities reserved for the Board include, but are not limited to:

- responsibility for the overall management of the Group;
- approving the Group's long-term objectives and commercial strategy;
- approving the Group's annual operating and capital expenditure budgets;
- reviewing operational and financial performance;
- approving major acquisitions, disposals and capital projects;
- reviewing the Group's systems of internal control and risk management;
- reviewing the environmental, health and safety policies of the Group;

- approving appointments to, and removals from, the Board and of the Company Secretary;
- approving policies relating to Directors' remuneration; and
- reviewing the dividend policy and determining the amounts of dividends.

The Board has delegated the following activities to the Executive Directors:

- the development and recommendation of strategic plans for consideration by the Board that reflect the longer-term objectives and priorities established by the Board;
- implementation of the strategies and policies of the Group as determined by the Board;
- monitoring of the operating and financial results against plans and budgets;
- monitoring the performance of acquisitions and investments against plans and objectives;
- prioritising the allocation of capital, technical and human resources; and
- developing and implementing risk management systems.

Full details of the matters reserved for the Board are available at [www.informa.com](http://www.informa.com)

## THE ROLES OF THE CHAIRMAN, CHIEF EXECUTIVE AND SENIOR INDEPENDENT DIRECTOR

The division of responsibilities between the Chairman of the Board, the Chief Executive and the Senior Independent Director comply with the guidance from the UK Institute of Chartered Secretaries and Administrators ("ICSA") and as such are clearly defined. These are set out in writing, have been approved by the Board and are available on the Company's website.

Derek Mapp has been Non-Executive Chairman since 17 March 2008 and as Chairman, he leads the Board and is responsible for setting its agenda and ensuring its effectiveness. He is also responsible for ensuring that Directors receive accurate, timely and clear information and for effective communication with shareholders. He promotes a culture of openness and debate to facilitate the effective contribution of Non-Executive Directors and constructive relations between the Executive and Non-Executive Directors. He also acts on the results of the Board performance evaluation by leading on the implementation of any required changes to the Board and its Committees including recognising the strengths and addressing the weaknesses of the Board, and, where appropriate, proposes new members be appointed to the Board or seeking the resignation of Directors. The Chairman holds periodic meetings with Non-Executive Directors without the Executives present.



Peter Rigby was re-appointed as Chief Executive on 17 March 2008 and has the responsibility of running the Company. As Chief Executive, he has direct charge of the Group on a day-to-day basis and is accountable to the Board for its operational and financial performance. He is also primarily responsible for implementation of the Company's strategy including ensuring the achievement of the Group's budgets and optimising the Group's resources. He also has primary responsibility for managing the Group's risk profile, identifying and executing new business opportunities and for management development and remuneration.

Dr Pamela Kirby was appointed as Senior Independent Director on 17 March 2008 and is available to meet shareholders on request and to ensure that the Board is aware of any shareholder concerns not resolved through existing mechanisms for investor communication. She acts as a sounding board for the Chairman and, if and when appropriate, serves as an intermediary for the other Directors.

#### **DIRECTORS AND DIRECTORS' INDEPENDENCE**

The Board includes independent Non-Executive Directors who constructively challenge and help develop proposals on strategy and bring strong, independent judgement, knowledge and experience to the Board's deliberations. The independent Directors are of sufficient calibre and number that their views carry significant weight in the Board's decision-making process. The Board considers all of its Non-Executive Directors to be independent in character and judgement.

There is an agreed procedure in place for the Directors to obtain independent professional advice, at the Group's expense, should they consider it necessary to do so in order to carry out their responsibilities. The Directors' contracts are available for inspection at the registered office and principal office during normal business hours and will be available for inspection at the AGM.

#### **INFORMATION AND PROFESSIONAL DEVELOPMENT**

On appointment, the Directors receive relevant information about the Group, the role of the Board and the matters reserved for its decision, the terms of reference and membership of the principal Board Committees, the Group's corporate governance policies and procedures and the latest financial information about the Group. This is supplemented by introductory meetings with key senior executives. On appointment, the Directors are also advised of their legal and other duties and obligations as a Director of a listed company.

Throughout their period in office, the Directors are regularly updated on the Group's business and the environment in which it operates, by written briefings and by meetings with senior executives, who are invited to attend and present at Board meetings from time to time. They are also updated on any changes to the legal and governance requirements of the Group and those which affect themselves as Directors and are able to obtain training, at the Group's expense, to

ensure they are kept up-to-date on relevant new legislation and changing commercial risks.

Regular reports and papers are circulated to the Directors in a timely manner in preparation for Board and Committee meetings. These papers are supplemented by any information specifically requested by the Directors from time to time. The Non-Executive Directors receive monthly management reports from the Chief Executive and the Finance Director which enable them to scrutinise the Group's and management's performance against agreed objectives. More details on Board and Committee meetings can be found on page 47.

#### **PERFORMANCE EVALUATION OF THE BOARD AND ITS COMMITTEES**

The Board utilises a formal and rigorous process, led by the Chairman, for the annual internal evaluation of the performance of the Board, its principal committees and individual Directors. On appointment, the Directors are made aware that their performance will be subject to evaluation. The Non-Executive Directors, led by the Senior Independent Director, meet at least annually to appraise the Chairman's performance. The last external Board evaluation was carried out in 2010 of the corporate governance of the Company, including an evaluation of its Chairman. A new external Board evaluation will take place this year.

#### **RE-ELECTION**

The Articles provide for all Directors to be subject to annual re-election at the AGM. The Board is satisfied, following internal evaluation in 2012, that each Director continues to be effective and to demonstrate commitment to their role.

#### **BOARD AND EMPLOYEE DIVERSITY**

Informa operates a successful business based on a proven track record of equal opportunity and reward for performance. Approximately 56% of our employees are women and they account for around 47% of the managers within the Group.

At Board level, we believe that the current representation of one female Non-Executive Director (14%) is the minimum acceptable and whilst below the target that has been set for 2015, with a small number of Directors this percentage can increase quickly with a new appointment. Our Board composition and size is kept under constant review. A small Board fits Informa's entrepreneurial culture and approach to fast commercial decision making and we do not want to accelerate the departure of existing male Non-Executives, who are both high quality and high contributors to the Board and the business.

#### **THE COMPANY SECRETARY**

Rupert Hopley has been Company Secretary and Group General Counsel of the Company since 1 November 2011. The Company Secretary is responsible for advising the Board through the Chairman on all governance matters and all Directors have access to his advice and services.



Corporate Governance Statement CONTINUED

**RELATIONS WITH SHAREHOLDERS**

The Company is committed to maintaining good communications with investors and now has a full time Head of Investor Relations, Richard Menzies-Gow, who was appointed on 5 September 2012. Derek Mapp as Chairman and Dr Pamela Kirby as Senior Independent Director provide the Board with feedback on any issues raised with them by shareholders.

Financial information is announced on a quarterly basis. The Chief Executive and Finance Director give presentations on the half year and full year results in face to face meetings with institutional investors, analysts and the media, which are also accessible via webcast on [www.informa.com](http://www.informa.com). After the release of the Interim Management Statements in respect of the first and third quarters, the Company holds conference calls with institutional investors, analysts and the media. In addition to these presentations, the Executive Directors have frequent discussions with institutional shareholders on a range of issues, including governance and strategy, affecting the Group's performance. Meetings are also held with the Group's largest institutional shareholders on an individual basis following the announcement of the Group's half-yearly and full year results and on other occasions. In addition, the Group responds to individual ad hoc requests for discussions from institutional shareholders. Following meetings held with shareholders after the half-yearly and full year results announcements, the Board is provided with feedback from the Executive Directors, the Head of Investor Relations, the Group's brokers and its public relations advisers on investor perceptions. The Company's brokers' reports on the Group are also circulated to all Directors, as are monthly reports of significant changes in the holdings of larger investors.

The AGM is an opportunity for shareholders to ask questions and to meet with the Directors, all of whom attended the 2012 meeting. The number of proxy votes for, against or withheld in respect of each resolution is disclosed at the AGM and a separate resolution is proposed for each item. The Company aims to give as much notice of the AGM as possible and at least 21 clear days' notice, as required by the Articles. In practice the documents are sent to shareholders more than 20 working days before the AGM.

The Group's corporate website at [www.informa.com](http://www.informa.com) provides a wide range of information about the Group which is of interest to both institutional and private investors. This includes all announcements made by the Company to the FSA, as well as video recordings of the interim and annual presentations made to analysts, and details of the Group's businesses and sectors in which it operates.

**PROCEDURES TO DEAL WITH DIRECTORS' CONFLICTS OF INTEREST**

The Articles include provisions covering Directors' conflicts of interest and allow the Board to authorise any matter that would otherwise involve a Director breaching his duty to avoid conflicts of interest. The Company has procedures in place to deal with a situation where a Director has a conflict of interest. As part of this process, the Board will endeavour to:

- consider each conflict situation separately on its particular facts;
- consider the conflict situation in conjunction with the Articles;
- keep records and Board minutes as to authorisations granted by Directors and the scope of any approvals given; and
- regularly review conflict authorisations.

**INTERNAL CONTROL AND RISK MANAGEMENT**

The Board is responsible for the Group's system of internal control and for reviewing its effectiveness. Such a system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable, and not absolute, assurance against material misstatement or loss. The concept of reasonable assurance recognises that the cost of control procedures should not exceed the expected benefits.

The Board has an ongoing process for identifying, evaluating and managing the significant risks faced by the Group. This process was in place throughout 2012 and up to the date of approval of the Annual Report and Accounts, and is in accordance with the Turnbull Guidance "Internal Control: Revised Guidance for Directors on the Combined Code".

The key features of Informa's internal control and risk management systems in relation to the financial reporting process include:

- **Business planning** – all business units produce and agree an annual business plan against which the performance of the business is regularly monitored.
- **Financial analysis** – each business unit's operating profitability and capital expenditure are closely monitored. Management incentives are tied to financial results. These results include explanations of variances between forecast, actual and budgeted performance, and are reviewed in detail by executive management on a monthly basis. Key financial information is reported to the Board on a monthly basis.

- **Group Authority Framework** – the framework provides clear guidelines for all business units of the approval limits for capital and operating expenditure, and other key business decisions.
- **Risk assessment** – a risk assessment is embedded into the operations of the Group and a bottom up risk assessment is submitted to executive management and the Board for approval. Each business unit considers the significant risks to its business and to the achievement of the proposed plan. In doing so, each unit considers risk in terms of probability of occurrence and potential impact on performance, and mitigating actions, control effectiveness and management responsibility are identified to address these risks.

The Board regularly reviews the effectiveness of the Group’s system of internal controls, including financial, operational and compliance controls, risk management and the Group’s high-level internal control arrangements.

The Audit Committee has been charged by the Board with oversight of the above-mentioned controls for the period and they have considered the following in determining the overall effectiveness of the Group’s risks and associated control environment:

- The Risk Committee reports on the effectiveness of risk management, governance and compliance activity within the Group. This Committee comprises the Chief Executive, a cross section of senior officers and managers of the Group and is chaired by the Finance Director. The Risk Committee supports the Board in its consideration of current and forward-looking material business risk exposures. A programme of deep dive reviews of each of the principal risks of the Group is in place, with each principal risk discussed and evaluated in detail at least once a year by the Risk Committee. These principal risks are discussed in more detail on pages 28 to 31.

- The Audit Committee has approved a schedule of work to be undertaken by the Group’s nominated external auditor during the period and receives reports on any issues identified in the course of their work, including internal control reports on control weaknesses. Any identified issues are reported to the Board and are tracked until conclusion.
- The Audit Committee has approved a schedule of work to be undertaken by the Group’s Internal Audit team during the period and receives reports on any issues identified in respect of the Group’s business processes and control activities over the Group’s key risk areas, including following up on the implementation of management action plans to address any identified control weaknesses and reporting any overdue actions to the Audit Committee.

KPMG LLP are engaged to provide the Group with Internal Audit services and act as Head of Internal Audit. The Board confirms that no significant failings or weaknesses have been identified from the reviews performed by Internal Audit.

### BOARD MEETINGS AND COMMITTEES

At each meeting the Board receives information regarding current trading, business unit performance and treasury information. At certain times of the year the Board reviews and discusses budgets, capital expenditure, risks, financial statements and strategy. The Board is also provided with updates, when appropriate on aspects such as changes in legislation, potential acquisitions and the business environment, in addition to regular investor relations feedback and analysis.

Each Committee reports to, and has its Terms of Reference approved by, the Board, and all Board and Committee minutes are circulated as soon as possible after each meeting. The number of scheduled Board meetings and Committee meetings attended as a member by each Director during the year are set out below.

	Scheduled Board meetings (of 7)	Audit Committee meetings (of 3)	Remuneration Committee meetings (of 3)	Nomination Committee meetings (of 1)
Derek Mapp	7	–	–	1
Peter Rigby	7	–	–	–
Adam Walker	7	–	–	–
Pamela Kirby	7	–	3	1
John Davis	7	3	3	1
Brendan O’Neill	7	3	3	–
Stephen Carter	7	3	–	–



---

**AUDIT COMMITTEE**



**Chairman:** Dr Brendan O'Neill

**Other members:** John Davis, Stephen Carter

**Secretary:** Rupert Hopley

**Objective:** To be responsible for corporate reporting, risk management and internal control procedures, and for maintaining the relationship with the Company's external auditor.

**Governance**

All members of the Audit Committee are Independent Non-Executive Directors.

**Duties**

The terms of reference of the Committee are available on the Company's website. The Audit Committee's principal responsibilities include:

- monitoring the integrity of the Group's financial statements and any formal announcements relating to the Group's performance;
- monitoring the effectiveness of the external audit process in the context of the Company's overall risk management system, including the appointment and removal of the Head of the Internal Audit function;
- reviewing non-audit services and fees; and
- annually reviewing the Group's system of internal control and the risks faced by the Group.

A separate report from the Audit Committee can be found on pages 50 to 51.

---

**REMUNERATION COMMITTEE**



**Chairman:** Dr Pamela Kirby

**Other members:** Dr Brendan O'Neill, John Davis

**Secretary:** Rupert Hopley

**Objective:** To set, review and recommend for approval the remuneration policy and strategy, and individual remuneration packages of the Executive Directors and to approve the introduction and rules of all Group share-based incentive schemes.

**Governance**

All of the members of the Remuneration Committee are independent Non-Executive Directors, with the Chairman of the Board only attending meetings by invitation.

**Duties**

The Committee's terms of reference are available on the Company's website. The Remuneration Committee's principal responsibilities are to:

- set, review and recommend for approval to the Board the remuneration policy and strategy with respect to the Executive Directors;
- set, review and approve the individual remuneration packages of the Executive Directors, including terms and conditions of employment and any changes to the packages;
- review the general remuneration framework for the senior management of the Group; and
- approve the introduction and rules of any Group share-based incentive schemes, including Long-Term Incentive Plans.

The Committee uses the services of Towers Watson as external Remuneration Consultants.

A full Remuneration Report is provided on pages 52 to 61.

## NOMINATION COMMITTEE



**Chairman:** Derek Mapp

**Other members:** Dr Pamela Kirby, John Davis

**Secretary:** Rupert Hopley

**Objective:** To ensure there is a formal, rigorous and transparent procedure for the appointment of new Directors to the Board and its Committees.

### Governance

All the members of the Nomination Committee are independent Non-Executive Directors.

### Duties

The Committee's terms of reference are available on the Company's website. The Committee's principal responsibilities include:

- reviewing the structure, size and composition of the Board;
- giving full consideration to succession planning for directors and senior executives, taking into account the skills and experience needed on the Board in the future;
- identifying and nominating for approval by the Board, candidates to fill Board vacancies as and when they arise;
- evaluating the balance of skills, knowledge, independence, experience and diversity of the Board prior to any appointment to the Board;
- keeping under review the leadership needs of the organisation, both executive and non-executive;
- reviewing the results of the Board performance evaluation process that relate to the composition of the Board; and
- annually reviewing the time required from

Non-Executive Directors.

The Committee uses the services of specialist non-executive search consultants to seek suitable candidates for appointment to the Board and its Committees. These candidates are reviewed by the Committee and the successful candidate is nominated by the Committee to the Board for approval.

### Activities of the Committee during the year

The Committee met once during the year to confirm no changes to its terms of reference and to discuss the composition and the mix of skills, knowledge, experience and diversity on the Board.

Approved by the Board and signed on its behalf by

**Rupert Hopley**

Company Secretary

21 February 2013



# Audit Committee Report

## COMMITTEE COMPOSITION

The membership of the Audit Committee (the "Committee") is set out on page 48. The Committee met three times during the year to 31 December 2012 and all meetings were fully attended by the members. It meets as appropriate with the Executive Directors and management, as well as privately with both the external and internal auditor. The Committee has during the year to 31 December 2012 received sufficient, reliable and timely information from the senior managers to enable it to fulfill its duties.

## GOVERNANCE

The Audit Committee has at least one member possessing recent and relevant experience. Its Chairman, Dr Brendan O'Neill, is a qualified Management Accountant and has extensive experience of Audit Committee procedures. John Davis is also qualified Chartered Accountant and until November 2010 was the Chief Financial Officer of Yell Group plc (renamed Hibu plc in July 2012). The meetings of the Committee operate so as to investigate the key accounting, audit and risk issues that are relevant to the Group. The mixture of experience of its members assists in providing a challenging environment in which these issues are debated. The Finance Director, Deputy Finance Director, Head of Internal Audit and Head of Group Tax attend all or part of its proceedings in order to provide information to, and be questioned by, the Committee. The composition of the Committee was reviewed during the year and the Board and Committee are satisfied that it has the expertise and resource to fulfill its responsibilities effectively including those relating to risk and control.

The Audit Committee undertakes a thorough performance evaluation of itself which is led by the Chairman of the Committee and has done so during the year.

## DUTIES

The Committee's terms of reference are available on the Company's website. The Committee's terms of reference allow it to obtain independent external advice at the Company's expense. No such advice was obtained during 2012.

The Committee is responsible for, amongst other things:

- monitoring the integrity of the Group's financial statements and any formal announcements relating to the Group's performance;
- monitoring the effectiveness of the external audit process;
- making recommendations to the Board in relation to the appointment, re-appointment and remuneration of the external auditor;

- ensuring that an appropriate relationship between the Group and the external auditor is maintained, including reviewing non-audit related services and fees;
- annually reviewing the Group's system of internal controls and the process for identifying, evaluating and managing the significant risks faced by the Group;
- reviewing the effectiveness of the Group Internal Audit function and for approving, upon the recommendation of the Chief Executive, the appointment and termination of the head of that function. These responsibilities are principally carried out through the Risk Committee whose activities are overseen by the Chairman of the Audit Committee on behalf of the Board; and
- monitoring the Group's whistleblowing procedures to ensure that appropriate arrangements are in place for employees to be able to raise in confidence matters of possible impropriety, with suitable subsequent follow-up action.

## ACTIVITIES OF THE COMMITTEE DURING THE YEAR

In 2012, the Committee fulfilled its duties under its terms of reference and discharged its responsibilities primarily by:

- reviewing the Group's draft full year and half-yearly results statements prior to Board approval and reviewing the external auditor's detailed reports thereon. In particular reviewing the opinions of management and the auditor in relation to the carrying values of the Group's assets and any contingent liabilities;
- reviewing the appropriateness of the Group's accounting policies;
- reviewing regularly the impact on the Group's financial statements of matters such as the adoption of International Financial Reporting Standards;
- recommending to the full Board, which adopted the recommendation, the reappointment of Deloitte LLP as the Group's external auditor;
- reviewing and recommending to the Board the audit fee and reviewing non-audit fees payable to the Group's external auditor;
- reviewing the external auditor's plan for the audit of the Group's financial statements, which included key areas of scope of work, key risks on the financial statements, confirmations of auditor independence and the proposed audit fee and approving the terms of engagement for the audit;

- reviewing the Group's system of controls and its effectiveness. In particular, it approves the annual internal audit plan and reviews the work done by Internal Audit and actions which follow from the work;
- approving the decision to outsource the Internal Audit function, and the overseeing and reappointment of KPMG LLP in this role to deliver the outsourced Internal Audit function;
- reviewing the Group's systems to identify and manage risks (including regular consultation with the Head of Internal Audit and in particular the operation of the Group's Risk Committee); and
- reviewing post-acquisition reports on integration and performance of significant recent acquisitions compared to plans.

## EXTERNAL AUDITOR

The Audit Committee is also responsible for the development, implementation and monitoring of the Group's policy on external audit. The policy assigns oversight responsibility for monitoring the independence, objectivity and compliance with ethical and regulatory requirements to the Audit Committee, and day to day responsibility to the Finance Director. It states that the external auditor is jointly responsible to the Board and the Audit Committee and that the Audit Committee is the primary contact. The policy also sets out the categories of non-audit services which the external auditor will and will not be allowed to provide to the Group, subject to de minimis levels.

To fulfill its responsibility regarding the independence of the external auditor, the Audit Committee reviewed:

- the external auditor's plan for the current year, noting the role of the senior statutory audit partner, who signs the audit report and who, in accordance with professional rules, has not held office for more than five years, and any changes in the key audit staff;
- the arrangements for day-to-day management of the audit relationship;
- a report from the external auditor describing their arrangements to identify, report and manage any conflicts of interest; and
- the overall extent of non-audit services provided by the external auditor, in addition to its approval of the provision of non-audit services by the external auditor that exceed the pre-approval threshold.

To assess the effectiveness of the external auditor, the Audit Committee reviewed:

- the arrangements for ensuring the external auditor's independence and objectivity;
- the external auditor's fulfilment of the agreed audit plan and any variations from the plan;
- the robustness and perceptiveness of the auditor in their handling of the key accounting and audit judgements; and
- the content of the external auditor's reporting on internal control.

Following the above, the Audit Committee has recommended to the Board that Deloitte LLP is re-appointed. Deloitte LLP has been the Group's external auditor since 2004. The Audit Committee considers that the relationship with the external auditor is working well and remains satisfied with their effectiveness. The external auditor is required to rotate the audit partner responsible for the Group and parent company audits every five years and the current senior statutory audit partner has been in place since 2009. There are no contractual obligations restricting the Group's choice of external auditor.

The Audit Committee monitors regulatory developments as a matter of course and will consider auditor tendering and rotation in line with the transitional arrangements set out in the revised UK Corporate Governance Code.

The Group has in place a policy for the provision of non-audit services by the external auditor. This policy provides that the firm's services may only be provided where auditor objectivity and independence may be securely safeguarded and where the fees payable either in respect of the assigned work or overall in any year do not exceed the amount of fees payable in respect of its audit work.

Non-audit services, other than audit related services, provided by the external auditor during 2012 related to tax advisory services, attest-related services and hosting training seminars attended by Informa employees. All of these services were below the Group's pre-approval threshold. Separate teams, independent from the audit and tax audit teams provided all services.

Approved by the Board and signed on its behalf by

**Dr Brendan O'Neill**  
Chairman of the Audit Committee

21 February 2013



# Remuneration Report

Dear Shareholder

On behalf of the Remuneration Committee (the "Committee"), I am pleased to present the Directors' Remuneration Report for the year ended 31 December 2012. As you will see in the Chairman's statement, 2012 was another good year for Informa. Highlights of the Group's financial performance include adjusted diluted EPS growth of 7.7%, which was ahead of market expectations; record adjusted operating margin of 28.4% and an increase in dividends to you, our shareholders, of 10.1%. There was also significant progress from an operational perspective. The quality of Group earnings improved through proactive portfolio management, and the Group continued to build its exposure to emerging markets.

Part of the Committee's role is to ensure that the pay arrangements we put in place for the Executive Directors align with the strategic objectives of the Group and that the arrangements both incentivise and reward exceptional performance. It has been a long-standing principle of the Committee that the remuneration arrangements of the Executive Directors should also be simple and transparent to shareholders. While the Group comprises a variety of segments and operations, we believe it is important for the remuneration of the Executive Directors to be aligned with the performance of the Group. For these reasons, the annual bonus is based on adjusted diluted earnings per share ("EPS") growth and the Long-Term Incentive Plan ("LTIP") is based on our total shareholder return ("TSR") performance relative to two peer groups.

During 2012 the principal activities of the Committee were:

- review and approval of Non-Executive Chairman's and Executive Directors' remuneration;
- assessment and sign-off of the Executive Directors' bonuses for 2011 and bonus targets for 2012;
- the setting of performance conditions and approval of new awards for both Executive Directors and senior management under the LTIP;
- assessment of performance achieved in respect of the 2009 LTIP awards;
- determination of the awards to be made under the Deferred Share Bonus Plan for the Executive Directors;
- consideration and approval of the Remuneration Report for the 2011 Annual Report; and
- monitoring of senior management remuneration.

This report has been divided into separate sections for:

- 1 information which is unaudited; and
- 2 information on which the Company's auditor has reported as having been properly prepared.

Although it is not a requirement of Jersey company law to have the Directors' Remuneration Report approved by shareholders, the Board believes that as a company whose shares are listed on the London Stock Exchange it is important in terms of its corporate governance for it to do so. Accordingly a resolution to approve this Report will be proposed at the forthcoming AGM. The Committee is also aware of the on-going discussions led by the Department of Business, Innovation and Skills ("BIS") in the UK with respect to remuneration disclosure and voting which will take effect in autumn 2013. The Committee is hopeful that developments will improve the clarity in the reporting of Directors' remuneration. We have sought to make changes to our Report this year, and have been guided by the emerging themes and feedback from the broader shareholder community. We will continue to keep these developments under review and welcome your feedback.

As Informa continues to grow and expand in the future, the Committee will keep under review the remuneration arrangements for the Executive Directors and senior management to ensure they continue to support and align with the strategic vision of the Group.

**Dr Pamela Kirby**  
Committee Chairman



## UNAUDITED INFORMATION

### Remuneration Committee

The Committee is responsible to the Board. The principal responsibilities of the Committee are set out in the Corporate Governance Statement on page 48. The Committee's terms of reference are available on the Group website. The membership of the Committee during 2012 was as follows, each of whom served for the whole year:

Dr Pamela Kirby (Chair of Committee)  
Dr Brendan O'Neill  
John Davis

The Company Chairman, Derek Mapp, usually attends the meetings by invitation only but is not present when matters relating to his own remuneration are discussed. The Committee met three times during 2012 and there was full attendance at each meeting. None of the members who served on the Committee during the year had any personal financial interest (other than as a shareholder of the Company) or conflicts of interests arising from cross-directorships or day-to-day involvement in running the business.

In determining the Executive Directors' remuneration, the Committee consulted the Chairman about its proposals; no Executive Director played a part in any decision about his or her own remuneration. Towers Watson were appointed as remuneration consultants in 2010 and continued to provide advice to the Committee during the year. They are members of the Remuneration Consultants Group and they follow its voluntary code of conduct. Further information regarding Towers Watson can be found at [www.informa.com/Remuneration-Consultants](http://www.informa.com/Remuneration-Consultants). Towers Watson does not provide any other material services to the Group. Brendan O'Neill is a member of the Towers Watson Inc board, the holding company of Towers Watson, and as such does not take part in any discussions regarding the selection of advisors or their contract. The Company Secretary, Rupert Hopley, and the Group HR Director and Head of Corporate Responsibility, Emma Blaney, also provided assistance to the Committee during the year.



Remuneration Report CONTINUED

**Remuneration Policy**

The remuneration of the Executive Directors is designed to provide for a competitive compensation package which reflects the Group's performance against financial objectives and personal performance criteria. Incentives reward above-average performance and are designed to attract, motivate and retain high-calibre executives. The performance assessment of the Executive Directors and the determination of their annual remuneration packages are undertaken by the Committee.

The table below summarises the five key elements of the remuneration package for Executive Directors:

Element	Overview	Operation
<b>Basic annual salary</b>	Executive Directors receive an annual salary which the Committee considers to be market competitive.	Reviewed by the Committee prior to the beginning of each year and upon a change of position or responsibility.  In deciding appropriate levels, the Committee considers pay practices in the Group as a whole and makes reference to objective external research which gives current information on remuneration practices in appropriate comparator companies.
<b>Benefits</b>	The arrangements offer Executives market competitive benefits to retain and attract high calibre individuals.  In addition, Executives receive relocation benefits which compensate them for the increased cost of living in Switzerland.	Executives receive a general benefit allowance of CHF42,500 per annum in addition to private family medical insurance and permanent health insurance cover.  Executives also receive a relocation benefits allowance. The main element relates to the provision of housing in Switzerland.
<b>Retirement and life assurance benefits</b>	The arrangements offer executives a retirement plan contribution which is motivating and in line with previous plans at the point of recruitment as well as in line with the market.	Pension contribution: 25% of salary  Life Assurance: Payment of a lump sum in the event of the insured's death in service  In Switzerland, the maximum pension contribution payable free of deductions is CHF 208,800. Any excess due is paid in cash after deducting Swiss employer social security costs.
<b>Annual bonus</b>	The annual bonus plan rewards Executive Directors for delivery of excellent levels of annual performance.  The Committee continues to consider adjusted diluted EPS to be the most suitable financial measurement on which to base annual incentives and align the interests of the Executive Directors with those of the Company's shareholders as this measurement of performance can be directly influenced by the performance of the Executive Directors and is a key driver in generating returns to shareholders.	<b>Measure</b> Bonus is based solely on EPS. For the purpose of bonus, EPS is taken to be the adjusted fully diluted EPS. <sup>1</sup>  <b>Target Setting (% of budgeted EPS)</b> Threshold: 90% Target: 100% Maximum: 110%  <b>Opportunity Levels (% of salary)</b> Threshold: 50% Target: 100% Maximum: 150%  <b>Payment</b> Up to 100% of salary: cash Over 100% of salary: conditional shares that vest after three years subject to continued employment (shares subject to good leaver provisions).
<b>Share incentives<sup>2</sup></b>	The LTIP rewards Executive Directors for delivery of strong, sustained relative performance over a period of three years. The Committee feels that the use of TSR as a primary performance measure is the best way to align the longer-term interests of management and shareholders, with the approach also being the most transparent way of ensuring that executives are incentivised to, and rewarded for, the delivery of above market returns to shareholders.  In addition, operating a general financial underpin also seeks to ensure that a keen focus is maintained on the underlying financial performance of the business.	<b>Measure</b> Since 2009, the vesting of shares has been based on relative TSR performance. In addition, awards will not vest unless the underlying financial performance underpin is satisfied.  <b>Peer Groups<sup>3</sup></b> 50%: FTSE All-Share Media Index 50%: FTSE 350 Index excluding Investment Trusts  <b>Target Setting (relative ranking)</b> Threshold: Median (50th percentile) Maximum: Upper quintile (80th percentile)  <b>Opportunity Levels (% of salary)</b> Current grant value: 150% Maximum approved: 200%  <b>Process</b> Awards are made in the form of an allocation of a specified number of shares. Awards are satisfied through the Informa Group Employee Share Trust, currently administered by Nautilus Trust Company Limited in Jersey.

<sup>1</sup> The EPS calculation will be adjusted to eliminate any benefit or deterioration that changes in foreign exchange rates have on Adjusted Operating Profit. The calculation is also based on the budgeted tax rate for the relevant year. To achieve that, both the Actual Adjusted Operating Profit and the Budget Adjusted Operating Profit are recalculated on a constant currency basis. While the Committee will adhere to the simple objective calculation it reserves the right to adjust the calculation if it considers there has been a material change in circumstances, such as a major share issue or significant Mergers and Acquisitions activity.

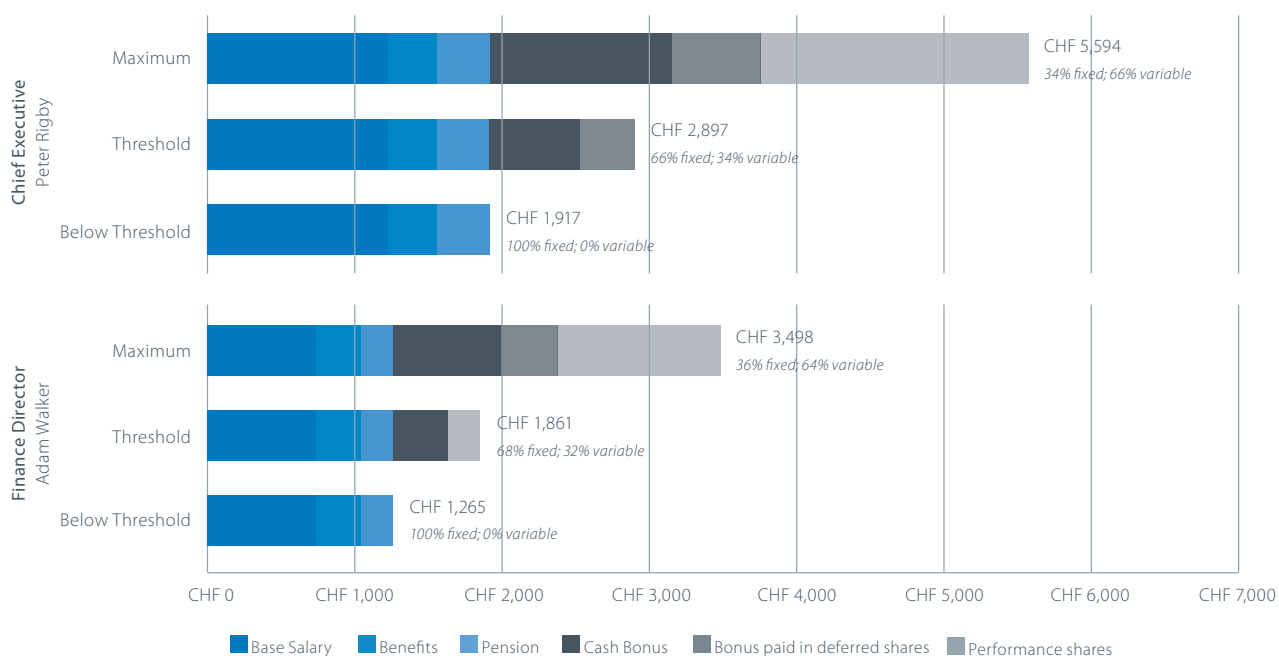
<sup>2</sup> The Company also operates an All-Employee Share Plan ("Share Incentive Plan"). However, following the relocation to Switzerland, Executive Directors are unable to continue participating in the plan.

<sup>3</sup> Constituents of respective indices at date of grant.

The Company's policy is that a clear majority of the maximum potential remuneration of the Executive Directors should be performance-related and that those elements linked to performance are clearly aligned with the strategy of the Company. The balance of measures used under the Annual Bonus Plan and LTIP reflect the Committee's view that the best long-term interests of shareholders are achieved through incentivising the Executive Directors through a dual focus on EPS and TSR growth. The Committee intends to review this position during 2013 and, if necessary, consult with shareholders on any proposed changes.

The Committee is able to consider corporate performance on environmental, social and governance issues when setting the remuneration of the Executive Directors. In its judgment the remuneration policies for both Executive Directors and senior management do not raise environmental, social or governance/operational risks by inadvertently motivating irresponsible behaviours.

The bar chart and table below show the composition of remuneration under three performance scenarios and the ratio of performance-related remuneration to fixed remuneration for the Executive Directors paid or awarded in respect of the 2012 financial year.



	Below Threshold	Threshold	Maximum
Fixed pay	Earned in full (bar chart based on 2012 levels)		
Annual bonus	0% of salary	50% of salary	150% of salary
Long-Term Incentives	0% of salary	30% of salary	150% of salary

### Reporting Currency

As the Executive Directors are required to reside in Switzerland they are paid in Swiss Francs ("CHF"). As a result, for clarity of reporting, all monetary benefits receivable by the Executive Directors are set out in this report in CHF. However, the remuneration of the Directors in the financial statements is set out in Pounds Sterling ("GBP"), the Company's reporting currency.

### Remuneration in 2012 for Executive Directors

The following section sets out details of the Executive Directors' remuneration in 2012, along with any planned changes for 2013. A review of the total remuneration packages of the Executive Directors was undertaken at the end of 2012 with the assistance of Towers Watson. It included an analysis of benchmark data from a comparator group of FTSE 51-150 companies, excluding those in financial services.



Remuneration Report CONTINUED

**Basic Salary**

Under the remuneration policy, Executive Directors' salaries were reviewed at the end of 2011 and at the request of the Executive Directors the Committee resolved that there would be no change for 2012. A similar review was undertaken at the end of 2012 and the Committee determined that basic salary of the Executive Directors would be increased by 3%. The last time Executive Directors' salaries were increased was in April 2008.

	<b>2012 Salary (CHF)</b>	<b>2013 salary (CHF)</b>
Peter Rigby	1,225,700	1,262,471
Adam Walker	744,175	766,500

**Benefits**

Details of all benefits are set out in the emoluments table. As noted above this comprises a general benefit allowance of CHF42,500, private medical insurance, permanent health insurance cover and relocation benefit allowances.

**Retirement and Life Assurance Benefits**

Retirement and life assurance benefits were in line with the stated policy during the year. Details of these entitlements are shown on page 61.

**Annual and Deferred Bonus**

In February 2012 the Executive Directors were awarded a bonus of 113.6% with respect to the 2011 financial year. Of this, both Executive Directors received 100% of the bonus in cash and the remaining bonus of 13.6% was payable in deferred shares which are exercisable from 2015, subject to the terms of the Deferred Share Bonus Plan ("DSBP"). Under the DSBP award for 2011, Peter Rigby will receive 26,719 shares and Adam Walker will receive 16,222 shares. More information regarding this is given on page 60.

Applying the sliding scale formula, a bonus of 98.8% of basic salary was awarded to each of Peter Rigby and Adam Walker for the 2012 financial year. Diluted adjusted EPS for the financial year restated on a constant currency basis and using the budgeted tax rate was 40.1p, which despite representing an increase of 7.5% over 2011, was below the stretching target set for the year. For 2013, the annual bonus will again be determined based on a sliding scale of diluted adjusted EPS performance, with the maximum opportunity of 150% of basic salary for appropriately stretching levels of performance.

**Long-Term Incentive Plan**

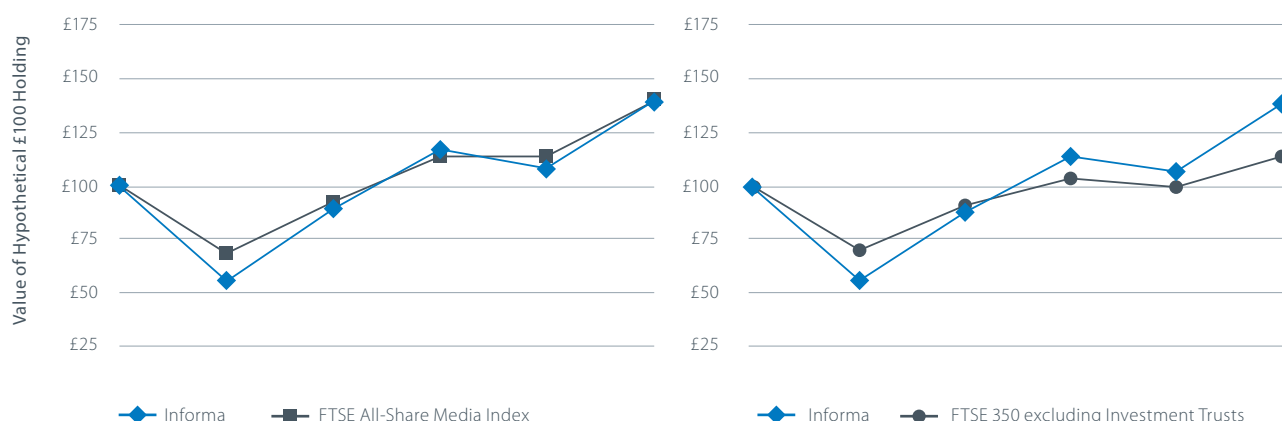
Since 2006 Executive Directors have been invited to participate in the Company's shareholder approved LTIP, which had been introduced in 2005 and amended in 2009. Awards were made to the Executive Directors in 2010, 2011 and 2012 of 150% of basic salary.

In March 2012, 74% of the 2009 LTIP awards vested to Executive Directors. This level of vesting reflected the strong performance of Informa over the three-year period to 31 December 2011. Over the period, Informa's increase in TSR was 107%. This ranked at the 68th percentile against the FTSE All-Share Media Index and at the 73rd percentile against the FTSE 350 Index excluding Investment Trusts.

In March 2013, 42.5% of the 2010 LTIP awards will vest to Executive Directors. This level of vesting reflected the above median performance of Informa over the three-year period to 31 December 2012. Over the period Informa's increase in TSR was 52%. This ranked at the 59th percentile against the FTSE All-Share Media companies and at the 58th percentile against the FTSE 350 excluding Investment Trusts.

The graphs overleaf illustrate the TSR performance of Informa compared with the performance of the FTSE All-Share Media Index and the FTSE 350 Index excluding Investments Trusts, in the five-year period ended 31 December 2012. These indices have been selected for this comparison because the Company is a constituent company of both and performance relative to these indices informs vesting under the LTIP.

**Historical TSR Performance**  
**Growth in the value of a hypothetical £100 holding invested in Informa over five years**  
**Comparison of spot values**



**Share Ownership Guidelines**

Formal share ownership guidelines require the Executive Directors to build up, over a three-year period, a holding in the Company's shares equal to at least one and a half times annual basic salary. Both Executive Directors met this requirement as at 31 December 2012.

**Outside Appointments**

Executive Directors are entitled to accept appointments outside of the Company provided that the Chairman determines that it is appropriate.

During 2012, Peter Rigby served as Non-Executive Chairman of Electric Word plc, for which he received and retained fees of £12,000.

**Remuneration for the Chairman and Non-Executive Directors**

The remuneration of the Chairman is determined by the Remuneration Committee in consultation with the Chief Executive. The remuneration of the Non-Executive Directors is determined by the Chairman and the Executive Directors within the limits set by the Articles. As stated above, no Director plays a part in any discussion about his or her remuneration. Fees are reviewed annually, taking account of the responsibility and time commitment, including a comparison with the level of fees paid by other companies of similar size and complexity.

For 2012, annual fees were paid to the Chairman and Non-Executive Directors as shown below. The Chairman and Executive Directors resolved that the Non-Executive Director fees will be increased by 3% for 2013. The Remuneration Committee (in consultation with the Chief Executive) resolved that the Chairman's fees be increased to £250,000 for 2013 to reflect the increased engagement and responsibility for the position and to bring his fees closer to the market average.

	2012 Fees (£)	2013 Fees (£)
Chairman Fee	216,300	250,000
Non-Executive Director Base Fee	57,700	59,431
<b>Additional Fees</b>		
Audit Committee Chairman	12,340	12,710
Senior Independent Director and Remuneration Committee Chairman	9,300	9,579

Non-Executive Directors are not eligible to participate in any of the Company's share incentive schemes or join any Company pension scheme.



Remuneration Report CONTINUED

**Directors' Contracts**

As a result of the relocation to Switzerland, the Executive Directors entered into new service contracts with the Company. These contracts are under Swiss law but other than changes required to reflect local law and custom in Switzerland, the terms and conditions are essentially the same as those contained in their previous service contracts which had been entered into under English law.

There are no specific terms in relation to the service contracts concerning termination following a change of control or any special rules concerning equity awards following termination; the Executive Directors are subject to the same rules and awards under share schemes following a termination of employment as for all other participants of the relevant schemes. In the event of early termination (except for cause), their contracts provide for compensation equal to basic salary, benefits allowance and retirement benefit and, in the case of Peter Rigby only, bonus for the notice period. The Company's policy in respect of protection from exposure to the risk of payment in the event of termination of an Executive Director's contract due to poor performance is to ensure that in the event of a new Executive Director being appointed that no bonus is payable under the service contract in the event of the Company making a payment in lieu of notice of termination. This policy was followed in relation to the service contract of Adam Walker.

Each of the Non-Executive Directors has specific terms of appointment, terminable by three months' notice from either party. The dates of the Directors' original contracts are shown in the table below, although the contracts have been amended from time to time by letter agreement as required, including to reflect the Group's redomicile, the relocation to Switzerland of the Executive Directors and to reflect changes to salary or fee levels. The contracts, which include details of remuneration, are available for inspection at the registered office and principal office, and will be available for inspection at the AGM.

	<b>Date of original contract</b>
<b>Executive Directors</b>	
Peter Rigby	25 September 1996
Adam Walker	12 March 2008
<b>Non-Executive Directors</b>	
Derek Mapp	10 May 2004
Pamela Kirby	3 August 2004
John Davis	19 September 2005
Brendan O'Neill	26 November 2007
Stephen Carter	11 May 2010

**Remuneration below the Board**

**Overview**

Senior management remuneration is set on a similar basis to the Executive Directors except often with lower basic salary and substantially lower LTIP elements but proportionately more variable bonus/profit share provision. The latter is usually tied directly to the annual profit performance of a business unit.

**All-Employee Share Plans**

From January 2006, the Executive Directors, along with all other UK employees, were eligible to participate in the Company's pre-existing Share Incentive Plan, introduced and approved by shareholders in 2005. A new Share Incentive Plan ("new SIP") was approved by shareholders for its adoption effective on 30 June 2009 and approved by HM Revenue and Customs ("HMRC") on 6 July 2009. The terms of the new SIP are the same in all material aspects. Both Share Incentive Plans are HMRC Approved All-Employee Share Incentive Plans which offer UK employees the opportunity to purchase up to £1,500 of shares in the Company per year out of pre-tax salary. Eligible employees can join the Share Incentive Plan ("SIP") provided they have completed six months' service with the Company.

Following the relocation of both the Executive Directors to Switzerland, as overseas employees and in accordance with the rules of the SIP, neither of the Executive Directors is able to continue to participate in the plan. Consequently, both Executive Directors have ceased to contribute to the SIP and so have ceased to acquire shares through the plan. Shares previously acquired under the SIP prior to the Executive Directors' relocation remain in the SIP. Peter Rigby holds a total of 1,820 shares and Adam Walker 669 shares in the SIP.

The Company introduced a US Stock Purchase Plan ("SPP") in 2008 which was approved by shareholders at the AGM in May 2008. Eligible employees are invited to join the SPP on an ongoing basis once they have completed six months' service with the Company. The SPP provides a means by which the Group's US employees may purchase the Company's shares at a 15% discount to the market price. No tax benefit is available under the SPP. Eligible US employees can purchase up to \$2,940 of shares per year out of post-tax salary. Shares in Informa held in the SPP at the time of the Scheme of Arrangement becoming effective on 30 June 2009 were exchanged for shares in the Company; accordingly no new SPP was introduced at this date.

## AUDITED INFORMATION

As referred previously, from March 2010 the Executive Directors' emoluments are payable in Swiss Francs. Accordingly, the information for the Executive Directors in the table of Directors' Emoluments below is set out in Swiss Francs. For 2011 and 2012 the figures have been converted from Swiss Francs based on the average GBP / CHF exchange rate for 2011 of 1.4152, and 1.4825 for 2012.

### Aggregate Directors' Remuneration

The total amounts for Directors' remuneration were as follows:

	2012 CHF'000	2011 CHF'000
Emoluments	5,260	5,289
Share incentive gains and payments	2,095	–
Retirement contributions (or cash payments in lieu)	565	569
	7,920	5,858

### Directors' Emoluments

Executive Directors	Basic salary CHF'000	Bonus Accrued CHF'000	Benefits in kind/ allowances CHF'000	Total 2012 CHF'000	Total 2011 CHF'000
Peter Rigby	1,226	1,211	336	2,773	2,831
Adam Walker	744	735	312	1,791	1,794
	1,970	1,946	648	4,564	4,625

Non-Executive Directors	Fees CHF'000 <sup>1</sup>	Bonus Accrued CHF'000	Benefits in kind/ allowance CHF'000	Total 2012 CHF'000	Total 2011 CHF'000
Derek Mapp	321	–	–	321	306
Pamela Kirby	99	–	–	99	95
John Davis	86	–	–	86	82
Brendan O'Neill	104	–	–	104	99
Stephen Carter	86	–	–	86	82
<b>Total</b>	696	–	–	696	664

<sup>1</sup> Based on an average exchange rate of 1.4825 during 2012

Aggregate emoluments disclosed above do not include any amounts concerning payments in respect of pension arrangements (which are disclosed below in this report but except as noted above) or the value of share options granted to or held by Directors or of awards under the Company's LTIP. Details of these share-based incentives are given overleaf and the value the share based awards which vested during the year are also included in the table of Aggregate Directors' Remuneration set out above.



Remuneration Report CONTINUED

**Directors' Share Interests**

The Directors who held office at 31 December 2012 had the following beneficial interests in the issued share capital of the Company:

	Ordinary Shares	
	At 31 December 2012	At 31 December 2011
Derek Mapp	100,000	100,000
Peter Rigby	1,134,162	937,048
Adam Walker	317,815	190,881
Pamela Kirby	14,000	14,000
John Davis	79,000	64,000
Brendan O'Neill	8,200	8,200
Stephen Carter	5,000	5,000

None of the Directors had any beneficial interests in the shares of other Group companies. In addition to the beneficial interests in the shares of the Company shown above, during 2012 Peter Rigby and Adam Walker were, for the purposes of the UK Companies Act, regarded as interested in the ordinary shares held by Nautilus Trust Company Limited, as trustee of the Informa Group Employee Share Trust. This trust held 108,422 shares at 31 December 2012, of which 41,660 have not been allocated to individuals. The remaining shares have been allocated to individuals in accordance with the Deferred Share Bonus Plan as noted below. Employees of the Group (including Peter Rigby and Adam Walker) are potential beneficiaries under this trust.

There have been no changes in Directors' share interests from 31 December 2012 to the date of this Report.

**Executive Directors' Deferred Share Bonus Plan**

Set out below are the details of shares in Informa plc that are held on behalf of the Executive Directors issued under the Deferred Share Bonus Plan outlined on pages 54 and 56. The shares are held by the Informa Group Employee Share Trust in named nominee accounts for each Director that are administered by Nautilus Trust Company Limited in Jersey, and are subject to the terms of the Deferred Share Bonus Plan. The option to obtain these shares will become exercisable only if the Executive Directors remain in employment throughout the deferral period of three years from the date of grant, subject to good leaver provisions.

	Deferred Share Bonus Awarded				
	Date of Grant	Cash Bonus Awarded (CHF)	Percentage achieved	CHF	Number of shares awarded
Peter Rigby	09.03.2011	1,190,000	7.9%	94,538	14,822 <sup>1,3</sup>
	07.03.2012	1,225,700	13.6%	166,818	26,719 <sup>2,4</sup>
	07.03.2013	1,210,537	–	–	–
				261,356	41,541
Adam Walker	09.03.2011	722,500	7.9%	57,398	8,999 <sup>1,3</sup>
	07.03.2012	744,175	13.6%	101,282	16,222 <sup>2,4</sup>
	07.03.2013	734,969	–	–	–
				158,680	25,221

<sup>1</sup> Based on share price on date of grant of 425.20p

<sup>2</sup> Based on share price on date of grant of 431.76p

<sup>3</sup> Based on exchange rate of GBP/CHF 1.500 on 7 March 2011

<sup>4</sup> Based on exchange rate of GBP/CHF 1.446 on 6 March 2012

With an adjusted fully diluted EPS performance against target of 98.8% for 2012, each Executive Director will receive a cash bonus of equivalent to 98.8% of his base salary and no Deferred Share Bonus will be awarded.

The market price of the Company's ordinary shares at 31 December 2012 was 449.00p and the range during the year was between 340.00p to 455.20p. The daily average market price during the year was 402.95p.



### Directors' Participation in Long-Term Incentive Scheme

The Executive Directors have been granted conditional awards over shares in the Company under the LTIP as described on pages 54 and 56.

The subsisting LTIP awards for the Executive Directors as at 31 December 2012 are as follows:

	Award date	At 31 December 2011	Vested	Lapsed	Granted <sup>1</sup>	At 31 December 2012	End of performance period
Peter Rigby	04.08.2009	411,764	304,705	107,059	–	–	31.12.2011
	08.04.2010	262,631	–	–	–	262,631	31.12.2012
	09.03.2011	290,761	–	–	–	290,761	31.12.2013
	06.03.2012	–	–	–	297,674	297,674	31.12.2014
		965,156	304,705	107,059	297,674	851,066	
Adam Walker	04.08.2009	250,000	185,000	65,000	–	–	31.12.2011
	08.04.2010	159,454	–	–	–	159,454	31.12.2012
	09.03.2011	176,533	–	–	–	176,533	31.12.2013
	06.03.2012	–	–	–	180,730	180,730	31.12.2014
		585,987	185,000	65,000	180,730	516,717	

<sup>1</sup> The market price of the Company's shares on the grant date was 427.10 pence per share.

The grants were made on the terms described on page 54. Subject to achievement of the relevant performance conditions and continued employment, these awards will vest subject to a three-year performance period, commencing on 1 January of the year of grant. The Committee noted that the TSR-related performance conditions covering the Executive Directors' awards made in 2009 were met at 74% and accordingly 26% of the 2009 award lapsed. Further detail on the vesting of the 2009 LTIP award and the performance conditions can be found on pages 54 and 56.

### Directors' Pension Entitlements

No Directors are members of defined benefit schemes provided by the Company or any of its subsidiaries and accordingly they have no accrued entitlements under these schemes.

Payments made by the Group directly to Directors or their nominated retirement investment vehicles in respect of their retirement benefit entitlements are as set out below. As detailed on page 54, the following retirement benefit entitlements include both employer contributions into their pension schemes in addition to the insurance premiums for the Death in Service cover. Consistent with the form of presentation of the financial information in the emoluments table above, the figures below are provided in Swiss Francs.

	2012 CHF'000	2011 CHF'000
Peter Rigby <sup>1</sup>	355	359
Adam Walker	210	210

<sup>1</sup> Due to the 835,200 CHF earnings cap into Swiss Pension Schemes, Peter Rigby's payment is part into a pension scheme and part by way of cash payment

### Approval

This Report was approved by the Board of Directors and signed on its behalf by:

**Dr Pamela Kirby**

Chair of the Remuneration Committee

21 February 2013





# Financial Statements

Independent Auditor’s Report – Group	63
Consolidated Income Statement	64
Consolidated Statement of Comprehensive Income	65
Consolidated Statement of Changes in Equity	66
Consolidated Statement of Financial Position	67
Consolidated Cash Flow Statement	68
Notes to the Consolidated Financial Statements	69
Independent Auditor’s Report – Company	135
Company Balance Sheet	136
Notes to the Company Financial Statements	137
Five Year Summary	141



# Independent Auditor's Report

to the Members of Informa plc

We have audited the Group financial statements (the "financial statements") of Informa plc for the year ended 31 December 2012 which comprise the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Financial Position, the Consolidated Cash Flow Statement and the related notes 1 to 39. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards ("IFRSs") as adopted by the European Union.

This report is made solely to the Company's members, as a body, in accordance with Article 113A of the Companies (Jersey) Law 1991. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

## RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As explained more fully in the Statement of Directors' Responsibilities, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

## SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the group's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

## OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements:

- give a true and fair view of the state of the Group's affairs as at 31 December 2012 and of the Group's profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been properly prepared in accordance with the Companies (Jersey) Law 1991.

## MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following:

Under the Companies (Jersey) Law 1991 we are required to report to you if, in our opinion:

- proper accounting records have not been kept by the Company, or proper returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.

Under the Listing Rules we are required to review the part of the Corporate Governance Statement relating to the Company's compliance with the nine provisions of the UK Corporate Governance Code specified for our review.

## OTHER MATTERS

In our opinion the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the provisions of the UK Companies Act 2006 as if that Act had applied to the Company.

We have reviewed the directors' statement, in relation to going concern as if the company had been incorporated in the UK and have nothing to report to you in that respect.

**Ian Waller**

for and on behalf of Deloitte LLP  
Chartered Accountants and Recognized Auditor  
London, UK

21 February 2013



# Consolidated Income Statement

For the year ended 31 December 2012

	Notes	Adjusted results 2012 £m	Adjusting items 2012 £m	Statutory results 2012 £m	Adjusted results 2011 £m	Adjusting items 2011 £m	Statutory results 2011 £m
<b>Revenue from continuing operations</b>	5	1,232.5	–	1,232.5	1,275.3	–	1,275.3
Net operating expenses	7	(882.8)	(225.3)	(1,108.1)	(939.1)	(205.9)	(1,145.0)
<b>Operating profit</b>		349.7	(225.3)	124.4	336.2	(205.9)	130.3
(Loss)/profit on disposal of businesses	20	–	(27.5)	(27.5)	–	0.1	0.1
Fair value gain on non-controlling interest	2	–	1.0	1.0	–	–	–
Finance costs	11	(38.3)	(3.1)	(41.4)	(46.1)	(1.5)	(47.6)
Investment income	12	6.0	4.5	10.5	5.8	–	5.8
<b>Profit before tax</b>		317.4	(250.4)	67.0	295.9	(207.3)	88.6
Tax (charge)/credit	13	(71.8)	95.5	23.7	(69.2)	54.9	(14.3)
<b>Profit for the year</b>		245.6	(154.9)	90.7	226.7	(152.4)	74.3
Attributable to:							
– Equity holders of the parent				90.7			75.4
– Non-controlling interest	34			–			(1.1)
<b>Earnings per share from continuing operations</b>							
– Basic (p)	15			15.1			12.5
– Diluted (p)	15			15.0			12.5
<b>Adjusted earnings per share from continuing operations</b>							
– Basic (p)	15	40.8			37.9		
– Diluted (p)	15	40.7			37.8		

# Consolidated Statement of Comprehensive Income

For the year ended 31 December 2012

	Notes	2012 £m	2011 £m
<b>Profit for the year</b>		90.7	74.3
Decrease in fair value of cash flow hedges		4.3	11.6
Loss on translation of foreign operations		(42.3)	(13.1)
Actuarial loss on defined benefit pension schemes	37	(8.5)	(5.1)
Tax relating to components of other comprehensive income	29	0.4	(3.6)
<b>Other comprehensive expense for the year</b>		(46.1)	(10.2)
<b>Total comprehensive income for the year</b>		44.6	64.1
Attributable to:			
– Equity holders of the parent		44.6	65.2
– Non-controlling interest	34	–	(1.1)



# Consolidated Statement of Changes in Equity

For the year ended 31 December 2012

	Share capital £m	Share premium account £m	Other reserves £m	Retained earnings £m	Total £m	Non-controlling interest £m	Total equity £m
<b>At 1 January 2011</b>	0.6	1.3	(1,178.4)	2,577.4	1,400.9	–	1,400.9
Profit/(loss) for the year	–	–	–	75.4	75.4	(1.1)	74.3
Decrease in fair value of cash flow hedges	–	–	11.6	–	11.6	–	11.6
Loss on translation of foreign operations	–	–	(13.1)	–	(13.1)	–	(13.1)
Actuarial loss on defined benefit pension schemes (Note 37)	–	–	–	(5.1)	(5.1)	–	(5.1)
Tax relating to components of other comprehensive income (Note 29)	–	–	(4.7)	1.1	(3.6)	–	(3.6)
<b>Total comprehensive (expense)/ income for the year</b>	–	–	(6.2)	71.4	65.2	(1.1)	64.1
Dividends to shareholders (Note 14)	–	–	–	(87.2)	(87.2)	(0.3)	(87.5)
Share award expense (Note 10)	–	–	3.0	–	3.0	–	3.0
Own shares purchased	–	–	(0.1)	–	(0.1)	–	(0.1)
Share options exercised	–	0.3	–	–	0.3	–	0.3
Purchase of non-controlling interest	–	–	–	–	–	(0.6)	(0.6)
Disposal of non-controlling interest	–	–	–	–	–	0.3	0.3
Transfer of vested LTIPs	–	–	(1.3)	1.3	–	–	–
<b>At 1 January 2012</b>	0.6	1.6	(1,183.0)	2,562.9	1,382.1	(1.7)	1,380.4
Profit for the year	–	–	–	90.7	90.7	–	90.7
Decrease in fair value of cash flow hedges	–	–	4.3	–	4.3	–	4.3
Loss on translation of foreign operations	–	–	(42.3)	–	(42.3)	–	(42.3)
Actuarial loss on defined benefit pension schemes (Note 37)	–	–	–	(8.5)	(8.5)	–	(8.5)
Tax relating to components of other comprehensive income (Note 29)	–	–	(1.3)	1.7	0.4	–	0.4
<b>Total comprehensive (expense)/ income for the year</b>	–	–	(39.3)	83.9	44.6	–	44.6
Dividends to shareholders (Note 14)	–	–	–	(107.3)	(107.3)	–	(107.3)
Share award expense (Note 10)	–	–	3.8	–	3.8	–	3.8
Own shares purchased	–	–	(0.1)	–	(0.1)	–	(0.1)
Share options exercised	–	0.5	–	–	0.5	–	0.5
Disposal of non-controlling interest	–	–	–	–	–	1.7	1.7
Transfer of vested LTIPs	–	–	(4.1)	4.1	–	–	–
<b>At 31 December 2012</b>	0.6	2.1	(1,222.7)	2,543.6	1,323.6	–	1,323.6

# Consolidated Statement of Financial Position

As at 31 December 2012

	Notes	2012 £m	2011 £m
<b>ASSETS</b>			
<b>Non-current assets</b>			
Goodwill	16	1,726.5	1,764.8
Other intangible assets	17	874.7	969.8
Property and equipment	21	19.3	19.7
Other receivables	24	20.4	–
Derivative financial instruments	31(b)	–	1.3
		2,640.9	2,755.6
<b>Current assets</b>			
Inventory	23	38.2	33.9
Trade and other receivables	24	228.0	251.4
Current tax asset		3.1	9.1
Cash at bank and in hand	25	23.9	25.0
Derivative financial instruments	31(b)	–	0.7
		293.2	320.1
<b>Total assets</b>		<b>2,934.1</b>	<b>3,075.7</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Capital and reserves</b>			
Called up share capital	32	0.6	0.6
Share premium account		2.1	1.6
Reserve for shares to be issued	33	5.9	6.2
Merger reserve	33	496.4	496.4
Other reserve	33	(1,718.6)	(1,718.6)
ESOP Trust shares	33	(0.3)	(0.2)
Hedging reserve	33	–	(3.0)
Translation reserve	33	(6.1)	36.2
Retained earnings		2,543.6	2,562.9
Equity attributable to equity holders of the parent		1,323.6	1,382.1
Non-controlling interest	34	–	(1.7)
<b>Total equity</b>		<b>1,323.6</b>	<b>1,380.4</b>
<b>Non-current liabilities</b>			
Long-term borrowings	30	825.7	806.9
Deferred tax liabilities	29	160.9	164.7
Retirement benefit obligation	37	17.5	12.1
Provisions	28	8.7	12.2
Trade and other payables	26	3.6	7.1
Derivative financial instruments	31(b)	–	–
		1,016.4	1,003.0
<b>Current liabilities</b>			
Short-term borrowings	30	0.6	2.1
Current tax liabilities		78.0	140.8
Provisions	28	5.1	10.4
Trade and other payables	26	202.3	206.9
Deferred income	27	308.1	327.0
		594.1	692.3
<b>Total liabilities</b>		<b>1,610.5</b>	<b>1,695.3</b>
<b>Total equity and liabilities</b>		<b>2,934.1</b>	<b>3,075.7</b>

These financial statements were approved by the Board of Directors on 21 February 2013 and were signed on its behalf by:

**Peter Rigby**  
Chief Executive

**Adam Walker**  
Finance Director



# Consolidated Cash Flow Statement

For the year ended 31 December 2012

	Notes	2012 £m	2011 £m
<b>Operating activities</b>			
Cash generated by operations	36	341.5	315.6
Income taxes paid		(45.5)	(44.0)
Interest paid		(33.8)	(51.9)
<b>Net cash inflow from operating activities</b>		<b>262.2</b>	<b>219.7</b>
<b>Investing activities</b>			
Investment income		1.3	1.4
Proceeds on disposal of property and equipment		0.2	0.4
Purchases of intangible software assets	17	(13.8)	(12.6)
Purchases of property and equipment	21	(8.0)	(7.7)
Purchase of other intangible assets		(37.8)	(26.2)
Acquisition of subsidiaries and businesses	18	(121.5)	(83.4)
Acquisition of non-controlling interest		–	(0.3)
Product development costs	17	(4.5)	(4.0)
Cash (outflow)/inflow on disposal of subsidiaries and businesses	20	(7.1)	0.6
Proceeds on disposal of other intangible assets		–	0.7
Proceeds on disposal of intangible software assets		0.3	–
<b>Net cash outflow from investing activities</b>		<b>(190.9)</b>	<b>(131.1)</b>
<b>Financing activities</b>			
Dividends paid to shareholders	14	(107.4)	(87.0)
Dividends paid to non-controlling interest		–	(0.3)
Repayments of borrowings	36	(44.0)	(368.3)
Loans drawn down/new bank loans raised	36	80.0	366.4
Proceeds from the issue of share capital		0.3	0.3
<b>Net cash outflow from financing activities</b>		<b>(71.1)</b>	<b>(88.9)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>			
Effect of foreign exchange rate changes		(1.7)	(2.7)
Cash and cash equivalents at beginning of the year		24.8	27.8
<b>Cash and cash equivalents at end of the year</b>	<b>25</b>	<b>23.3</b>	<b>24.8</b>



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2012

## 1 GENERAL INFORMATION

The Company is incorporated in Jersey under the Companies (Jersey) Law 1991 and headquartered in Switzerland. The address of the registered office is given on page 39. The consolidated financial statements as at 31 December 2012 and for year then ended comprise those of the Company and its subsidiaries and its interests in jointly controlled entities (together referred to as the Group).

The nature of the Group's operations and its principal activities are set out in the Principal Activities and Business Review sections of the Directors' Report on page 39.

The consolidated financial statements have been prepared on a going concern basis, for further analysis refer to the Directors' Report on page 42.

These financial statements are presented in pounds sterling ("GBP"), the functional currency of the parent company, Informa plc. Foreign operations are included in accordance with the policies set out in Note 3.

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

#### Standards and interpretations adopted in the current year

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

- IFRS 7 (amended 2010) *Financial Instruments: Disclosures Enhanced Derecognition Disclosure Requirements*

The adoption of these standards and interpretations has not led to any changes to the Group's accounting policies.

#### Standards and interpretations in issue, not yet adopted

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

IAS 1 (amended) <i>Presentation of Items of Other Comprehensive Income</i>	– endorsed by the EU
IAS 12 (amended 2010) <i>Deferred Tax: Recovery of Underlying Assets</i>	– endorsed by the EU
IAS 19 (revised 2011) <i>Employee Benefits</i>	– endorsed by the EU
IAS 27 (revised 2011) <i>Separate Financial Statements</i>	– endorsed by the EU
IAS 28 (revised 2011) <i>Investments in Associates and Joint Ventures</i>	– endorsed by the EU
IAS 32 (amended) <i>Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities</i>	– endorsed by the EU
IFRS 9 <i>Financial Instruments</i>	– not endorsed by the EU
IFRS 10 <i>Consolidated Financial Statements</i>	– endorsed by the EU
IFRS 11 <i>Joint Arrangements</i>	– endorsed by the EU
IFRS 12 <i>Disclosure of Interest in Other Entities</i>	– endorsed by the EU
IFRS 13 <i>Fair Value Measurement</i>	– endorsed by the EU
Improvements to IFRSs (2012)	– not endorsed by the EU



## Notes to the Consolidated Financial Statements CONTINUED

**1 GENERAL INFORMATION** continued

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

- IFRS 9 is a new standard which enhances the ability of investors and other users of financial information to understand the accounting of financial assets and reduces complexity. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortised cost or fair value, replacing the many different rules in IAS 39. Other components to the standard such as hedge accounting, will be issued in 2013. This standard is effective for accounting periods commencing on or after 1 January 2015 and therefore the Group has not commenced its evaluation of the impact on the Group's reported profit or net assets.
- IFRS 10 is a new standard which replaces the portion of IAS 27 that addresses the accounting for consolidated financial statements. IFRS 10 includes a new definition of control, which determines which entities are consolidated. This standard is effective for accounting periods commencing on or after 1 January 2014. The Group has evaluated the impact on its consolidation and concluded that IFRS 10 would currently have no impact. However for any future acquisitions, the implications of IFRS 10 should be considered.
- IFRS 11 is a new standard which replaces IAS 31 and SIC 13. Under IFRS 11 joint control is defined as the contractually agreed sharing of control of an arrangement which exists only when the decisions about the relevant activities require the unanimous consent of the parties sharing control. IFRS 11 addresses only two forms of joint arrangements (joint operations and joint ventures) and removes the option to account for using proportionate consolidation. This standard is effective for accounting periods commencing on or after 1 January 2014. Since the current accounting for Joint Ventures is by proportionate consolidation, the Group will consider in 2013 how it can change its system to equity accounting. This change in policy will require a restatement of the comparative period as well.
- IFRS 13 is a new standard which provides guidance on the determination of fair value and introduces consistent requirements for disclosure on fair value measurements. IFRS 13 applies to all transactions and balances (financial or non-financial) for which IFRSs require or permit fair value measurements, with the exception of share-based payment transactions accounted for under IFRS 2 Share-based Payment and leasing transactions within the scope of IAS 17 Leases. This standard is effective for accounting periods commencing on or after 1 January 2013. The Group evaluated the impact on the Group's consolidation and concluded that the only item not covered within our existing IFRS disclosures, that is measured at fair value would be separately identified Intangibles acquired in a material business combination.

## 2 BASIS OF PREPARATION

The financial statements have been prepared in accordance with IFRS adopted by the European Union and therefore comply with Article 4 of the EU IAS Regulations.

### Adjusted results

Management believes that adjusted results and adjusted earnings per share (Note 15) provide additional useful information on underlying trends to shareholders. These measures are used for internal performance analysis and incentive compensation arrangements for employees. The term "adjusted" is not a defined term under IFRS and may not therefore be comparable with similarly titled profit measurements reported by other companies. It is not intended to be a substitute for, or superior to, IFRS measurements of profit.

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

	Notes	2012 £m	2011 £m
Restructuring and reorganisation costs	8	9.9	15.2
Acquisition related costs	7	1.3	1.4
Amortisation of other intangible assets	17	134.4	137.9
Impairment – European Conferences	16	80.0	–
Impairment – Robbins Gioia	16/17	–	50.7
Impairment – Other	17	1.3	3.6
Subsequent re-measurement of contingent consideration	7	(1.6)	(2.9)
Loss/(profit) on disposal of businesses	20	27.5	(0.1)
Fair value gain on non-controlling interest	18	(1.0)	–
Excess interest on early repayment of syndicated loans	11	–	1.5
Interest on overdue tax	11	3.1	–
Early termination of cross currency swaps	12	(4.5)	–
		250.4	207.3
Tax related to adjusting items	13	(35.5)	(54.9)
Tax provision release (net of associated deferred tax charge)	13	(60.0)	–
		154.9	152.4

The principal adjustments made are in respect of:

- restructuring and reorganisation costs – the costs incurred by the Group in reorganising and integrating acquired businesses, non-recurring business restructuring and the closure or disposal of businesses;
- amortisation of other intangible assets – the Group continues to amortise other intangible assets. The amortisation charge in respect of intangible software assets is included in the adjusted results. The amortisation charge in respect of all remaining other intangible assets is excluded from the adjusted results as management does not see these charges as integral to underlying trading;
- impairment – the Group tests for impairment on an annual basis or more frequently when an indicator exists. The impairment charge in respect of material acquisitions is individually disclosed. The impairment charge for those other separately identified intangible assets has been linked with subsequent re-measurement of contingent consideration of those acquisitions;
- loss/(profit) on disposal of businesses – the loss/(profit) on disposal includes the fair value of consideration less the net assets/(liabilities) disposed, non-controlling interest and costs directly attributable with the disposal;
- fair value gain on non-controlling interest – the fair value gain is the re-measurement of our existing non-controlling interest when the Group increases its shareholding;



Notes to the Consolidated Financial Statements CONTINUED

**2 BASIS OF PREPARATION**

**Adjusted results** continued

- excess interest on early repayment of syndicated loans – capitalised facility fees are amortised over the loan periods but where syndicated loan facilities have been terminated early, the unamortised fees are immediately expensed. This accelerated expense is not viewed as being part of the underlying results and is thus excluded from the adjusted results; and
- early termination of cross currency swaps – following the early termination of Euro cross currency swaps, the remaining gain deferred in equity is recycled to the Consolidated Income Statement as an adjusting item.

The tax related to adjusting items is the tax effect of the items above and in 2012 it also includes the effect of the reduction in the UK rate applicable for the purposes calculating deferred tax from 25% to 23%.

During 2012 the Group resolved a number of outstanding tax issues which result in the Group being able to make a substantial one-off adjustment to its tax provisions which is also shown as an adjusting item.

**Significant exchange rates**

The following significant exchange rates versus GBP were applied during the year:

	Average rate		Closing rate	
	2012	2011	2012	2011
USD	1.5898	1.6047	1.6175	1.5439
EUR	1.2308	1.1461	1.2265	1.1934

### 3 ACCOUNTING POLICIES

#### Basis of accounting

The Consolidated Financial Statements have been prepared on the historical cost basis, except for the revaluation of certain assets and financial instruments. The principal accounting policies adopted, all of which have been consistently applied, are set out below. The Consolidated Financial Statements are prepared on a going concern basis.

#### Basis of consolidation

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

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

Non-controlling interest in the net assets of consolidated subsidiaries are identified separately from the Group's equity and consist of the amount of those interests at the date of the original business combination plus their share of changes in equity since that date.

#### Joint ventures:

The Group's interests in jointly controlled entities are accounted for by proportionate consolidation. The Group combines its share of the joint ventures' individual income and expenses, assets and liabilities and cash flows on a line-by-line basis with similar items in the Group's Consolidated Financial Statements. The Group recognises the portion of gains or losses on the sale of assets by the Group to the joint venture that is attributable to the other ventures. The Group does not recognise its share of profits or losses from the joint venture that result from the Group's purchase of assets from the joint venture until it re-sells the assets to an independent party. However, a loss on the transaction is recognised immediately if the loss provides evidence of a reduction in the net realisable value of current assets, or an impairment loss.

#### Associates:

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition.

#### Revenue

Revenue is measured at the fair value of consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, VAT and other sales related taxes, and provisions for returns and cancellations.

Subscription income is deferred and recognised over the term of the subscription.

Sponsorship and exhibition income is deferred and recognised when the event is held.

Delegates' income represents fees earned and is recognised when the event is held.

Copy sales revenue is recognised on the sale of the directory or publication.

Advertising revenue is recognised on issue of the publication.

Consulting and training revenues are recognised as services are delivered. Where consultancy services are provided over a period of time, revenue is recognised using the stage of completion method when the outcome of the contract can be measured reliably. The stage of completion is determined with regard to key milestones in the contract being attained and the percentage of services performed under the contract as a percentage of the total services to be performed.

#### Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

#### Dividend income

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.



### 3 ACCOUNTING POLICIES continued

#### Business combinations

##### Business combinations from 1 January 2010:

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

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

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

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

##### Business combination prior to 1 January 2010:

The acquisition of subsidiaries is accounted for using the purchase method. The cost of an acquisition is measured at the aggregate of fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 (2004) are recognised at their fair value at the acquisition date, except for non-current assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 *Non-Current Assets Held for Sale and Discontinued Operations*, which are recognised and measured at fair value less costs to sell.

#### Goodwill

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

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

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

#### Intangible assets

Intangible assets are initially measured at cost. For business combinations, cost is calculated based on the Group's valuation methodologies (Note 18). These assets are amortised over their estimated useful lives on a straight line basis, which are as follows:

Book lists	20 years
Journal titles	20 – 40 years
Database content and intellectual property	3 – 20 years
Large scale events and exhibitions	3 – 20 years

Software which is not integral to a related item of hardware is included in intangible assets. Capitalised internal-use software costs include external direct costs of materials and services consumed in developing or obtaining the software, and payroll and payroll related costs for employees who are directly associated with, and who devote substantial time to, the project. Capitalisation of these costs ceases no later than the point at which the project is substantially complete and ready for its internal purpose. These costs are amortised on a straight line basis over their expected useful lives which are deemed to be 3 – 10 years.

The expected useful lives of intangible assets are reviewed annually.

The Group does not have any intangible assets with indefinite lives (excluding goodwill).

### Property and equipment

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

Freehold buildings	50 years
Leasehold land and buildings	Over life of the lease
Equipment, fixtures and fittings	3 – 15 years
Freehold land is not depreciated.	

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

### Impairment of tangible and intangible assets excluding goodwill

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

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

### Non-current assets classified as held for sale

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of carrying value and fair value less costs to sell.

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

### Inventory

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



## Notes to the Consolidated Financial Statements CONTINUED

**3 ACCOUNTING POLICIES** continued**Foreign currencies**

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

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

The statements of financial position of foreign subsidiaries are translated into pounds sterling at the closing rates of exchange. The results are translated at an average rate, recalculated for each month between that month's closing rate and the equivalent for the preceding month.

Foreign exchange differences arising from the translation of opening net investments in foreign subsidiaries at the closing rate are taken directly to the translation reserve. In addition, foreign exchange differences arising from retranslation of the foreign subsidiaries' results from monthly average rate to closing rate are also taken directly to the Group's hedging and translation reserve. Such translation differences are recognised in the Consolidated Income Statement in the financial year in which the operations are disposed of. The translation movement on matched long-term foreign currency borrowings, qualifying as hedging instruments under IAS 39, are also taken directly to the hedging reserve.

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

**Leasing**

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

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

Operating lease rentals are charged to the Consolidated Income Statement in equal annual amounts over the lease term.

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

**Taxation**

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

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

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

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



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

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

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

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

#### **Pension costs**

Certain Group companies operate defined contribution pension schemes for employees. The assets of the schemes are held separately from the individual companies. The pension cost charge associated with these schemes represents contributions payable and is charged as an expense when they fall due.

The Group also operates funded defined benefit schemes for employees. The cost of providing these benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each reporting date. Past service cost is recognised immediately to the extent the benefits are vested, and otherwise are amortised on a straight line basis over the average period until the benefits become vested. The current service cost and the recognised element of any past service cost are presented within operating profit. The interest cost arising on the pension liability less the interest return on the scheme assets is presented within finance costs. Actuarial gains and losses are recognised in full in the period in which they occur, outside of the Consolidated Income Statement and in the Consolidated Statement of Comprehensive Income. The expected return on scheme assets reflects the estimate made by management of the long-term yields that will arise from the specific assets held within the pension scheme.

The retirement benefit obligation recognised in the Consolidated Statement of Financial Position represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost and the fair value of any relevant scheme assets.

#### **Share-based payments**

The Group issues equity-settled share-based payments to certain employees. A fair value for the equity-settled share awards is measured at the date of grant. The fair value of the Share Options and Long-Term Incentive Plan is measured using the Binomial or Monte Carlo model of valuation, which are considered to be the most appropriate valuation techniques. The valuation takes into account factors such as non-transferability, exercise restrictions and behavioural considerations. To assign a fair value to share awards granted under the Share Matching Plan where the proportion of the award released is dependent on the level of total shareholder return, the Monte Carlo Simulation methodology is considered the most appropriate.

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

#### **Financial assets**

Financial assets are recognised in the Group's Statement of Financial Position when the Group becomes a party to the contractual provisions of the instrument.

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

#### **Effective interest method**

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period.

Income is recognised on an effective interest basis for all debt instruments within the Group.



## Notes to the Consolidated Financial Statements CONTINUED

**3 ACCOUNTING POLICIES** continued**Loans and receivables**

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

**Cash and cash equivalents**

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

**Available-for-sale investments**

Listed and unlisted shares held by the Group that are traded in an active market are classified as being available-for-sale and are stated at fair value. Fair values of listed securities are based on quoted market prices and the unlisted securities are based on cost. Gains or losses arising from changes in fair value are recognised directly in equity, until the security is disposed of or is determined to be impaired, at which time the cumulative gain or loss previously recognised in equity is included in the Consolidated Income Statement for the period. Where the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously recognised in the investments revaluation reserve is included in profit or loss for the period.

**Impairment of financial assets**

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

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

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

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

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 32 days (2011: 28 days), as well as observable changes in national or local economic conditions that correlate with increased default risk on receivables. A specific provision will also be raised for trade receivables when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 90 days overdue) are considered indicators that the trade receivable is impaired.

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

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

**Derecognition of financial assets**

The Group derecognises a financial asset only when the contractual rights to the cash flows from the assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

### Financial liabilities and equity instruments issued by the Group

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

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

### Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

### Equity instruments

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

### Bank borrowings

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

### Finance costs

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

### Trade payables

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

### Other financial liabilities

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

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

### Derecognition of financial liabilities

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

### Derivative financial instruments and hedge accounting

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

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently re-measured to their fair value at each reporting date. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as either:

- hedges of a change of fair value of recognised assets and liabilities or firm commitments (fair value hedges);
- hedges of a particular risk associated with a recognised asset or liability or a highly probable forecast transaction (cash flow hedge); or
- hedges of a net investment in a foreign operation (net investment hedge).

The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item.



### 3 ACCOUNTING POLICIES

#### Derivative financial instruments and hedge accounting continued

##### Fair value hedge:

Changes in the fair value of derivative financial instruments that are designated and qualify as fair value hedges are recorded in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that is attributable to the hedged risk. The change in the fair value of the hedging instrument and the change in the hedged item attributable to the hedged risk are recognised in the line of the Consolidated Income Statement relating to the hedged item.

##### Cash flow hedge:

The effective portion of changes in the fair value of derivative financial instruments that are designated and qualify as cash flow hedges is recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in the Consolidated Income Statement. If the cash flow hedge of a firm commitment or forecast transaction results in the recognition of a financial asset or financial liability, amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods when the hedged item is recognised in profit or loss in the same line of the Consolidated Income Statement as the recognised hedged item. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously accumulated in equity are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

##### Hedges of net investment in foreign operations:

Hedges of net investment in foreign operations are accounted for similarly to cash flow hedges. Any gain or loss on the hedging instrument in relation to the effective portion of the hedge is recognised in the other comprehensive income and accumulated in the foreign currency translation reserve. The gain or loss relating to the ineffective portion is recognised immediately in the Consolidated Income Statement. Gains and losses on the hedging instrument relating to the effective portion of the hedge accumulated in the foreign currency translation reserve are reclassified to profit or loss when the hedged item is disposed of.

Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognised in the Consolidated Income Statement as they arise.

Hedge accounting is discontinued when the hedge instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. At that time, any cumulative gain or loss on the hedging instrument recognised in equity is retained in equity until the forecast transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in equity is transferred to the Consolidated Income Statement in the period.

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

Further details of derivative financial instruments are disclosed in Note 31.

#### ESOP TRUST SHARES

Own shares deducted in arriving at shareholders' funds represent the cost of the Company's ordinary shares acquired by the Employee Share Option Plan ("ESOP") trusts in connection with certain of the Group's employee share schemes.

#### PROVISIONS

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

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

#### 4 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the Directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

In addition to the judgment taken by management in selecting and applying the accounting policies set out above, the Directors have made the following judgments concerning the amounts recognised in the consolidated financial statements.

##### Valuation and asset lives of separately identifiable intangible assets

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

Asset lives are estimated based on the nature of the intangible asset acquired and range between 3 and 40 years.

##### Valuation of share-based payments

In order to determine the value of share-based payments, management are required to make an estimation of the effects of non-transferability, exercise restrictions, and behavioural considerations. The expected volatility is determined by calculating the historical volatility of the Company's share price calculated over one, two and three years back from the date of grant. The list of inputs used in the Binomial and Monte Carlo Simulation models to calculate the fair values are provided in Note 10.

##### Valuation of financial instruments at fair value

Management have made a number of assumptions with regards to the models used to value financial instruments at their fair value at year end. Valuation techniques commonly used by market practitioners are applied. Note 31 details the methods used to value the primary financial instruments held or issued to finance the Group's borrowing requirements and the derivative financial instruments held to manage the interest rate profile.

For derivative financial instruments, assumptions are made based on quoted market rates adjusted for specific features of the instrument. Other financial instruments are valued using a discounted cash flow analysis based on assumptions supported, where possible, by observable market prices or rates.

##### Impairment of goodwill and other intangible assets

There are a number of assumptions management have considered in performing impairment reviews of goodwill and intangible assets, as determining whether goodwill or intangible assets are impaired requires an estimation of the value in use of the cash generating units to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to calculate present value. Note 16 details the assumptions that have been applied.

##### Pension assumptions

There are a number of assumptions management have considered on the advice of actuaries which have an impact on the results of the valuation of the pension scheme liabilities at year end. The most significant assumptions are those relating to the discount rate of return on investments and the rates of increase in salaries and pensions. Note 37 details the assumptions which have been adopted.

##### Deferred tax

Deferred tax assets and liabilities require management judgment in determining the amounts to be recognised. In particular, judgment is used when assessing the extent to which deferred tax assets should be recognised with consideration given to the timing and level of future taxable income.

##### Provisions

Provisions have been made for onerous leases, dilapidations and restructuring. These provisions are estimates and the actual costs and timing of future cash flows are dependent on future events. Any difference between expectations and the actual future liability will be accounted for in the period when such determination is made. Details of the Group's provisions are set out in Note 28.

##### Contingent consideration

Contingent consideration relating to acquisitions has been included based on management estimates of the most likely outcome (Note 18). However any subsequent re-measurement of contingent consideration is recognised in the Consolidated Income Statement.



Notes to the Consolidated Financial Statements CONTINUED

**5 REVENUE**

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

	<b>2012 £m</b>	<b>2011 £m</b>
Subscriptions	468.5	464.1
Delegates	291.1	319.6
Copy sales	210.4	210.1
Exhibition	145.4	134.0
Sponsorship	63.8	63.2
Consulting	26.2	55.2
Advertising	27.1	29.1
<b>Total revenue</b>	<b>1,232.5</b>	<b>1,275.3</b>

## 6 BUSINESS SEGMENTS

### Business segments

Management has identified reportable segments based on financial information used by the Board of Directors in allocating resources and making strategic decisions. We consider the Chief Operating Decision Maker to be the Executive Directors.

The Group's three identified reportable segments under IFRS 8 are therefore as follows:

### Academic Information ("AI")

This division, which includes the Taylor & Francis publishing business, provides a portfolio of online and print publications, primarily for academic users across the spectrum of Science, Technology, Humanities and Social Sciences.

### Professional and Commercial Information ("PCI")

This division, which includes Informa Business Information and Informa Financial Information provides information, across a range of formats and on a global basis, to a variety of sectors including Medical, Pharmaceutical, Financial, Law, Commerce, Commodities, Maritime and Telecoms.

### Events and Training

The Events and Training business consists of trade shows and exhibitions, large and small conferences and training courses.

### Segment revenue and results

31 December 2012

	AI £m	PCI £m	Events and Training £m	Total £m
Revenue (Note 5)	340.3	356.6	535.6	1,232.5
Adjusted operating profit	126.1	120.7	102.9	349.7
Restructuring and reorganisation costs (Note 8)	(0.9)	(4.2)	(4.8)	(9.9)
Acquisition related costs (Note 2)	–	(0.3)	(1.0)	(1.3)
Subsequent re-measurement of contingent consideration (Note 2)	–	1.3	0.3	1.6
Intangible asset amortisation <sup>1</sup> (Note 17)	(27.2)	(47.7)	(59.5)	(134.4)
Impairment (Note 2)	–	(1.1)	(80.2)	(81.3)
Operating profit/(loss)	98.0	68.7	(42.3)	124.4
Loss on disposal of businesses				(27.5)
Fair value gain on non-controlling interest				1.0
Finance costs (Note 11)				(41.4)
Investment income (Note 12)				10.5
Profit before tax				67.0

<sup>1</sup> Excludes software amortisation.



**6 BUSINESS SEGMENTS** continued

**Segment revenue and results**

31 December 2011

	AI £m	PCI £m	Events and Training £m	Total £m
Revenue (Note 5)	323.6	370.5	581.2	1,275.3
Adjusted operating profit	116.2	114.0	106.0	336.2
Restructuring and reorganisation costs (Note 8)	(1.3)	(10.4)	(3.5)	(15.2)
Acquisition related costs (Note 2)	(0.1)	(0.2)	(1.1)	(1.4)
Subsequent re-measurement of contingent consideration (Note 2)	–	2.6	0.3	2.9
Intangible asset amortisation <sup>1</sup> (Note 17)	(27.9)	(47.9)	(62.1)	(137.9)
Impairment (Note 2)	–	(2.4)	(51.9)	(54.3)
Operating profit/(loss)	86.9	55.7	(12.3)	130.3
Profit on disposal of business				0.1
Finance costs (Note 11)				(47.6)
Investment income (Note 12)				5.8
Profit before tax				88.6

<sup>1</sup> Excludes software amortisation.

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 3. Adjusted operating result by operating segment is the measure reported to the Group's Chief Executive for the purpose of resource allocation and assessment of segment performance. Finance costs and investment income are not allocated to segments, as this type of activity is driven by the central treasury function, which manages the cash positions of the Group.

**Segment assets**

	2012 £m	2011 £m
AI	870.7	939.1
PCI	1,151.9	1,056.0
Events and Training	857.9	1,044.4
Total segment assets	2,880.5	3,039.5
Unallocated assets	53.6	36.2
Total assets	2,934.1	3,075.7

The movements in the year primarily relate to Goodwill – see Note 16.

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



The Group's revenues from its major products and services were as follows:

	2012 £m	2011 £m
<b>AI</b>		
Subscriptions	182.7	176.6
Copy sales	157.6	147.0
Total AI	340.3	323.6
<b>PCI</b>		
Subscriptions	285.8	287.5
Copy sales	52.8	63.1
Advertising	18.0	19.9
Total PCI	356.6	370.5
<b>Events and Training</b>		
Delegates	291.1	319.6
Exhibition	145.4	134.0
Sponsorship	63.8	63.2
Consulting	26.2	55.2
Advertising	9.1	9.2
Total Events and Training	535.6	581.2
Total revenue	1,232.5	1,275.3

#### Information about major customers

The Group's revenue by location of customer and information about its segment assets by geographical location are detailed below:

Geographical information	Revenue		Segment assets	
	2012 £m	2011 £m	2012 £m	2011 £m
United Kingdom	151.2	172.7	1,320.3	1,325.6
North America	434.9	446.7	1,087.8	1,053.9
Continental Europe	287.9	317.7	185.8	316.0
Rest of World	358.5	338.2	340.2	380.2
	1,232.5	1,275.3	2,934.1	3,075.7

No individual customer amounts to more than 10% of the Group's revenue.



Notes to the Consolidated Financial Statements CONTINUED

**7 NET OPERATING EXPENSES**

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

		Adjusted results 2012 £m	Adjusting items 2012 £m	Statutory results 2012 £m	Adjusted results 2011 £m	Adjusting items 2011 £m	Statutory results 2011 £m
	Notes						
Cost of sales		393.4	–	393.4	446.3	–	446.3
Staff costs (excluding redundancy costs)	9	364.7	–	364.7	355.5	–	355.5
Amortisation of other intangible assets	17	14.5	134.4	148.9	13.1	137.9	151.0
Depreciation	21	7.0	–	7.0	6.7	–	6.7
Impairment	2	–	81.3	81.3	–	54.3	54.3
Net foreign exchange loss		1.8	–	1.8	0.8	–	0.8
Auditor's remuneration for audit services (see below)		1.1	–	1.1	1.3	–	1.3
Operating lease expenses							
– Land and buildings	35	21.2	–	21.2	24.8	–	24.8
– Other	35	1.1	–	1.1	1.2	–	1.2
Restructuring and reorganisation costs	8	–	9.9	9.9	–	15.2	15.2
Acquisition related costs	2	–	1.3	1.3	–	1.4	1.4
Subsequent re-measurement of contingent consideration	2	–	(1.6)	(1.6)	–	(2.9)	(2.9)
Other operating expenses		78.0	–	78.0	89.4	–	89.4
<b>Total net operating expenses</b>		<b>882.8</b>	<b>225.3</b>	<b>1,108.1</b>	<b>939.1</b>	<b>205.9</b>	<b>1,145.0</b>

Amounts payable to the auditor, Deloitte LLP and their associates by the Company and its subsidiary undertakings is provided below:

	2012 £m	2011 £m
Fees payable to the Company's auditor for the audit of the Company's annual financial statements	0.7	0.8
Fees payable to the Company's auditor and their associates for other services to the Group:		
Audit of the Company's subsidiaries	0.4	0.5
<b>Total audit fees</b>	<b>1.1</b>	<b>1.3</b>
Fees payable to the Company's auditor for non-audit services comprises:		
Audit related assurance services	0.1	0.1
Other services	0.1	0.1
<b>Total non-audit fees</b>	<b>0.2</b>	<b>0.2</b>

A description of the work of the Audit Committee is set out in the Corporate Governance Statement on page 50 and includes an explanation of how auditor objectivity and independence is safeguarded when non-audit services are provided by the auditor.

## 8 RESTRUCTURING AND REORGANISATION COSTS

	2012 £m	2011 £m
Reorganisation costs	2.1	2.8
Redundancy costs	6.8	11.9
Vacant property provisions	1.0	0.5
	9.9	15.2

## 9 STAFF NUMBERS AND COSTS

The monthly average number of persons employed by the Group (including Directors) during the year, analysed by category, was as follows:

	Number of employees	
	2012	2011
AI	1,618	1,581
PCI	2,755	3,025
Events and Training	3,158	3,669
	7,531	8,275

Their aggregate remuneration comprised:

	2012 £m	2011 £m
Wages and salaries	319.4	312.6
Social security costs	32.2	30.8
Pension costs charged to operating profit (Note 37)	9.3	9.1
Share-based payment (Note 10)	3.8	3.0
Staff costs (excluding redundancy costs)	364.7	355.5
Redundancy costs (Note 8)	6.8	11.9
	371.5	367.4

The remuneration of Directors, who are the key management personnel of the Group, is set out below in aggregate for each of the categories specified in IAS 24 *Related Party Disclosures* (Note 38). Further information about the remuneration of individual Directors is provided in the audited part of the Directors' Remuneration Report on pages 52 to 61.

	2012 £m	2011 £m
Short-term employee benefits	3.5	3.5
Post-employment benefits	0.4	0.4
Share incentive gains and payments	1.4	–
	5.3	3.9



Notes to the Consolidated Financial Statements CONTINUED

**10 SHARE-BASED PAYMENTS**

The Group share options and Long-Term Incentive Plans (“LTIPs”) provide for a grant price equal to the average quoted market price of the Group’s shares on the date of grant. The vesting period is generally three years. The options expire if they remain unexercised after the exercise period has lapsed. Furthermore, options are forfeited if the employee leaves the Group before the options vest, unless they meet certain eligibility criteria. The options are equity-settled.

The Group recognised total expenses of £3.8m (2011: £3.0m) related to equity-settled share-based payment transactions in the year ended 31 December 2012.

**Share options**

The number and weighted average exercise prices of share options are as follows:

	2012		2011	
	Options	Weighted average exercise price (p)	Options	Weighted average exercise price (p)
Outstanding at the beginning of the year	230,166	228.40	496,998	286.99
Forfeited/lapsed during the year	(6,657)	212.32	(108,699)	436.40
Exercised during the year	(223,509)	228.88	(158,133)	269.56
Outstanding at the end of the year	–	–	230,166	228.40
Exercisable at the end of the year	–	–	230,166	–

The weighted average share price at the date of exercise for share options exercised during the year was 228.88p (2011: 269.56p).

There were no options outstanding at 31 December 2012 (Note 32).

Inputs used to calculate those fair values and the method of calculation are set out in the following tables:

Date of grant	Estimated fair value	Share price	Exercise price	Expected volatility	Expected life (years)	Risk free rate	Dividend yield
4 March 2004 <sup>1</sup>	£1.18	£3.76	£3.73	32.3%	5.0	4.8%	2.0%
22 March 2004/10 May 2004 (Executive) <sup>1</sup>	£1.08	£3.49	£3.41* (adjusted)	32.8%	4.9	4.6%	2.0%
22 March 2004/10 May 2004 (Employee) <sup>1</sup>	£0.93	£3.49	£3.41* (adjusted)	32.8%	3.5	4.2%	2.0%
15 September 2004 <sup>1</sup>	£1.16	£3.71	£3.70	30.6%	5.0	5.0%	2.0%

<sup>1</sup> Valued using the Binomial model of valuation.

\* Adjusted for the business combination in 2004 of Taylor & Francis Group plc and Informa Group plc, and in 2005 for a rights issue.

### Long-Term Incentive Plan

The movement during the year is as follows:

	2012 Shares	2011 Shares
Opening balance	4,268,347	4,787,473
LTIPs vested in the year	(1,319,778)	(133,074)
LTIPs lapsed in the year	(478,833)	(1,820,575)
LTIPs granted in the year	1,382,553	1,434,523
Closing balance	3,852,289	4,268,347

### Long-Term Incentive Plan

Date of grant	Estimated fair value	Share price	Exercise price	Expected volatility	Expected life <sup>2</sup> (years)	Risk free rate	Dividend yield
9 April 2008 <sup>1</sup>	£1.56	£3.42	n/a	28.2%	3.0	4.0%	4.9%
4 September 2008 <sup>1</sup>	£3.09	£4.15	n/a	33.5%	3.0	4.4%	4.2%
4 August 2009 <sup>1</sup>	£1.71 <sup>3</sup>	£2.60	£4.35	54.1%	3.0	2.5%	2.8%
	£1.79 <sup>3</sup>						
8 April 2010	£2.67 <sup>3</sup>	£3.97	n/a	53.3%	3.0	1.8%	2.9%
	£2.71 <sup>3</sup>						
9 March 2011	£2.52 <sup>3</sup>	£4.26	n/a	52.0%	3.0	1.8%	2.6%
	£2.57 <sup>3</sup>						
6 March 2012	£1.88 <sup>3</sup>	£4.18	n/a	32.0%	3.0	0.5%	3.8%
	£2.30 <sup>3</sup>						

<sup>1</sup> Valued using the Monte Carlo Simulation method of valuation.

<sup>2</sup> From 1 January of year in which grant made.

<sup>3</sup> 50% split of total awards granted.

In order to satisfy the share awards granted under Long-Term Incentive Plan, the share capital would be increased by up to 3,810,629 shares. The company is planning to issue additional share capital to satisfy the awards although if circumstances change it may instead buy the shares as needed on the open market.

Expected volatility was determined by calculating the historical volatility of the Group's share price over one, two and three years back from the date of grant. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.



Notes to the Consolidated Financial Statements CONTINUED

**11 FINANCE COSTS**

	Notes	2012 £m	2011 £m
Interest expense on financial liabilities measured at amortised cost		33.8	41.8
Interest cost on pension scheme liabilities	37	4.2	4.3
Total interest expense		38.0	46.1
Cash flow hedge ineffectiveness loss		0.3	–
Excess interest on early repayment of syndicated loans	2	–	1.5
Interest on overdue tax	2	3.1	–
		41.4	47.6

**12 INVESTMENT INCOME**

	Notes	2012 £m	2011 £m
Loans and receivables:			
Interest income on bank deposits		1.0	1.4
Interest income on non-current receivables	24	1.6	–
Expected return on pension scheme assets	37	3.4	4.4
Early termination of cross currency swaps	2	4.5	–
		10.5	5.8

### 13 TAXATION

The tax (credit)/charge comprises:

	Notes	2012 £m	2011 £m
<b>Current tax:</b>			
Current year		52.4	44.5
Tax provision release		(61.5)	–
Interest on overdue tax reclassified to Finance costs	11	(3.1)	–
<b>Deferred tax:</b>			
Current year	29	(8.5)	(18.9)
Credit arising from UK corporation tax rate change	29	(4.5)	(6.0)
Exceptional deferred tax charge/(credit) in respect of prior years	29	1.5	(5.3)
<b>Total tax (credit)/charge on profit on ordinary activities</b>		<b>(23.7)</b>	<b>14.3</b>

The tax shown as an adjusting item within the Consolidated Income Statement relates to the following:

	Gross 2012 £m	Tax 2012 £m	Gross 2011 £m	Tax 2011 £m
Restructuring and reorganisation costs (Note 8)	(9.9)	2.6	(15.2)	4.4
Acquisition related costs (Note 2)	(1.3)	–	(1.4)	–
Amortisation of other intangible assets (Note 17)	(134.4)	26.7	(137.9)	35.7
Impairment (Note 2)	(81.3)	–	(54.3)	3.1
Subsequent re-measurement of contingent consideration (Note 2)	1.6	–	2.9	–
(Loss)/profit on disposal of business (Note 20)	(27.5)	(0.3)	0.1	–
Fair value gain on non-controlling interest (Note 2)	1.0	–	–	–
Excess interest on early repayment of syndicated loans (Note 11)	–	–	(1.5)	0.4
Interest on overdue tax reclassified to Finance costs (Note 11)	(3.1)	3.1	–	–
Early termination of cross currency swap (Note 12)	4.5	(1.1)	–	–
Deferred tax credit arising from UK corporation tax rate change (Note 29)	–	4.5	–	6.0
Tax provision release (net of associated deferred tax charge) (Note 2)	–	60.0	–	5.3
	(250.4)	95.5	(207.3)	54.9

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

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

	2012		2011	
	£m	%	£m	%
Profit before tax	67.0		88.6	
Tax charge at weighted average rate	11.4	17.0	16.8	19.0
Permanent differences	22.9	34.2	3.7	4.1
Losses in certain jurisdictions that have not been recognised	6.5	9.7	5.1	5.8
Deferred tax credit arising from UK corporation tax rate change	(4.5)	(6.7)	(6.0)	(6.8)
Tax provision release (net of associated deferred tax charge)	(60.0)	(89.6)	(5.3)	(6.0)
<b>Tax (credit)/charge and effective rate for the year</b>	<b>(23.7)</b>	<b>(35.4)</b>	<b>14.3</b>	<b>16.1</b>

The weighted average tax rates for 2011 and 2012 have been adjusted for the impairments of Robbins Gioia and European Conferences respectively which are not allowable for tax purposes. Inclusion of these amounts would unduly distort the weighted average tax rate reported for each period.

In addition to the income tax (credit)/charge to the Consolidated Income Statement, a tax credit of £0.4m (2011: charge of £3.6m) all of which relates to deferred tax (Note 29) has been recognised directly in Other Comprehensive Income during the year.



Notes to the Consolidated Financial Statements CONTINUED

**14 DIVIDENDS**

	<b>2012 £m</b>	<b>2011 £m</b>
Amounts recognised as distributions to equity holders in the year:		
Second interim dividend for the year ended 31 December 2010 of 9.50p per share	–	57.1
First interim dividend for the year ended 31 December 2011 of 5.00p per share	–	30.1
Second interim dividend for the year ended 31 December 2011 of 11.80p per share	71.1	–
First interim dividend for the year ended 31 December 2012 of 6.00p per share	36.2	–
	<b>107.3</b>	<b>87.2</b>
Proposed second interim dividend for the year ended 31 December 2012 of 12.50p per share (2011: 11.80p per share)	75.3	70.9

As at 31 December 2012 £0.1m (2011: £0.2m) of dividends are still to be paid.

Holders of 108,422 (2011: 70,348) ordinary shares of 0.1 pence each have waived their rights to receive dividends.

Pursuant to the Dividend Access Plan (“DAP”) arrangements put in place in 2009 as part of the Scheme of Arrangement, shareholders in the Company are able to elect to receive their dividends from a UK source (a DAP election). Shareholders who (i) held 100,000 or fewer shares on the date of admission of the Company’s shares to the London Stock Exchange and (ii) in the case of shareholders who did not own the shares at that time, on the first dividend record date after they become shareholders in the Company, unless they elect otherwise, are deemed to have elected to receive their dividends under the DAP arrangements. Shareholders who hold more than 100,000 shares and who wish to receive their dividends from a UK source must make a DAP election. All elections remain in force indefinitely unless revoked. Unless shareholders have made a DAP election, or are deemed to have made a DAP election, dividends will be received directly from the Company, domiciled in Switzerland, and will be taxed accordingly.



## 15 EARNINGS PER SHARE

### Basic

The basic earnings per share calculation is based on a profit attributable to equity shareholders of the parent of £90.7m (2011: £75.4m). This profit on ordinary activities after taxation is divided by the weighted average number of shares in issue (less those non-vested shares held by employee share ownership trusts) which is 602,378,791 (2011: 601,047,454).

### Diluted

The diluted earnings per share calculation is based on the basic earnings per share calculation above except that the weighted average number of shares includes all potentially dilutive options granted by the reporting date as if those options had been exercised on the first day of the accounting period or the date of the grant, if later, giving a weighted average of 603,021,026 (2011: 602,928,726).

The table below sets out the adjustment in respect of diluted potential ordinary shares:

	2012	2011
Weighted average number of shares used in basic earnings per share calculation	602,378,791	601,047,454
Effect of dilutive share options	642,235	1,881,272
Weighted average number of shares used in diluted earnings per share calculation	603,021,026	602,928,726

### Adjusted earnings per share

The basic and diluted adjusted earnings per share calculations have been made to allow shareholders to gain a further understanding of the trading performance of the Group. They are based on the basic and diluted earnings per share calculations above except that profits are based on continuing operations attributable to equity shareholders and are adjusted for items that are not perceived by management to be part of the underlying trends in the business, and the tax effect of those adjusting items, as follows:

	2012 £m	2011 £m
Profit for the year	90.7	74.3
Non-controlling interest	–	1.1
Adjusting items net of attributable taxation (Note 2)	154.9	152.4
Adjusted profit for the year attributable to equity shareholders	245.6	227.8
Earnings per share:		
– Adjusted basic (p)	40.8	37.9
– Adjusted diluted (p)	40.7	37.8



Notes to the Consolidated Financial Statements CONTINUED

**16 GOODWILL**

	<b>£m</b>
<b>Cost</b>	
At 1 January 2011	1,774.6
Additions in the year	65.2
Disposals (Note 20)	(0.2)
Exchange differences	(11.1)
At 1 January 2012	1,828.5
Additions in the year	109.0
Disposals (Note 20)	(65.4)
Exchange differences	(44.7)
At 31 December 2012	1,827.4
<b>Accumulated impairment losses</b>	
At 1 January 2011	(20.9)
Impairment losses for the year (Note 2)	(43.2)
Exchange differences	0.4
At 1 January 2012	(63.7)
Impairment losses for the year (Note 2)	(80.0)
Disposals (Note 20)	43.1
Exchange differences	(0.3)
At 31 December 2012	(100.9)
<b>Carrying amount</b>	
At 31 December 2012	1,726.5
At 31 December 2011	1,764.8

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units ("CGUs") that are expected to benefit from that business combination.

The carrying amount of goodwill recorded in the major groups of cash generating units is set out below:

	<b>2012 £m</b>	<b>2011 £m</b>
AI	355.0	420.6
PCI	836.7	711.9
Events and Training	534.8	632.3
	1,726.5	1,764.8

The movements in carrying amount relate primarily to acquisitions, disposals, impairment, foreign exchange movements and other internal reclassifications.

The Group assesses the impairment of Goodwill and Intangible assets annually at year end, and whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

The recoverable amounts of the CGUs are determined from value in use calculations. The key assumptions in the value in use are those regarding the discount rates, growth rates and expected changes to cash flows during the period. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs.

The pre-tax discount rates applied are 9.5% for AI and PCI (2011: 9.5%) and 10.5% for the Events and Training businesses (2011: 10.5%). There has been no change to the discount rate since the prior year, which is consistent with the fact that there has been no significant change in the markets in which the Group operates.

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

Short-term average growth rates used for the five year forecasts vary between -4% and 13.4% (2011: 2.8% and 25%). Long-term average growth rates are 2% for AI and PCI (2011: 2%) and 3% for Events and Training (2011: 3%). The rates do not exceed the average long-term growth rate for the relevant markets.

The challenging European economic climate has impacted our European Conferences business performance during the year. This has resulted in indicators of impairment for the European Conferences CGU, which is included in the Events and Training Segment. Updated five year projections have been produced for the CGU, which have resulted in an impairment of the carrying value of Goodwill by £80.0m.

The CGUs which had the lowest level of headroom or potential impairment in this analysis related to the Events and Training businesses.

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

- an increase in the pre-tax discount rate by 1%;
- a decrease of 1% of AI and PCI and 2% for Events and Training on forecast operating profits over years 2–5; and
- a decrease in the terminal growth rate by 1% for all CGUs.

The sensitivity analysis shows that applying all of the above criteria, an impairment of £10.7m would arise for European Conferences (a CGU included in Events and Training). The carrying value of Goodwill and Intangible assets in the European Conferences business was £52.2m as at 31 December 2012.



Notes to the Consolidated Financial Statements CONTINUED

**17 OTHER INTANGIBLE ASSETS**

	Book lists and journal titles £m	Database content and intellectual property £m	Exhibitions and Conferences £m	Sub total £m	Intangible software assets £m	Total £m
<b>Cost</b>						
At 1 January 2011	637.9	795.4	209.6	1,642.9	121.6	1,764.5
Arising on acquisitions in the year	6.3	2.8	36.7	45.8	0.1	45.9
Additions <sup>1,2,3</sup>	20.5	8.1	0.1	28.7	12.6	41.3
Reclassification	–	(0.5)	–	(0.5)	0.5	–
Disposals	(0.9)	–	(0.8)	(1.7)	(18.2)	(19.9)
Exchange differences	0.7	2.2	(3.6)	(0.7)	0.1	(0.6)
At 1 January 2012	664.5	808.0	242.0	1,714.5	116.7	1,831.2
Arising on acquisitions in the year <sup>4</sup>	–	20.8	15.9	36.7	0.6	37.3
Additions <sup>1,2,3</sup>	36.4	4.5	0.2	41.1	13.8	54.9
Reclassification	–	(0.1)	–	(0.1)	0.1	–
Disposals (Note 20)	–	(46.7)	(0.6)	(47.3)	(5.7)	(53.0)
Exchange differences	(15.7)	(24.2)	(9.8)	(49.7)	(1.8)	(51.5)
At 31 December 2012	685.2	762.3	247.7	1,695.2	123.7	1,818.9
<b>Amortisation</b>						
At 1 January 2011	(144.0)	(417.0)	(99.2)	(660.2)	(57.3)	(717.5)
Charge for the year	(30.4)	(82.0)	(25.5)	(137.9)	(13.1)	(151.0)
Impairment losses for the year (Note 2)	–	(10.0)	(1.1)	(11.1)	–	(11.1)
Disposals	0.1	–	0.3	0.4	17.9	18.3
Exchange differences	(0.2)	(0.2)	0.4	–	(0.1)	(0.1)
At 1 January 2012	(174.5)	(509.2)	(125.1)	(808.8)	(52.6)	(861.4)
Charge for the year	(33.0)	(75.8)	(25.6)	(134.4)	(14.5)	(148.9)
Impairment losses for the year (Note 2)	–	(1.1)	(0.2)	(1.3)	–	(1.3)
Disposals (note 20)	–	37.1	0.3	37.4	5.6	43.0
Exchange differences	4.4	15.4	3.8	23.6	0.8	24.4
At 31 December 2012	(203.1)	(533.6)	(146.8)	(883.5)	(60.7)	(944.2)
<b>Carrying amount</b>						
At 31 December 2012	482.1	228.7	100.9	811.7	63.0	874.7
At 31 December 2011	490.0	298.8	116.9	905.7	64.1	969.8

<sup>1</sup> Of the £41.1m (2011: £28.7m) additions to Book lists and journal titles, Database content and intellectual property and Exhibitions and conferences, £35.7m (2011: £28.5m) represents cash paid.

<sup>2</sup> £13.8m (2011: £12.6m) additions to Intangible software assets represents cash paid.

<sup>3</sup> Of the £4.5m (2011: £8.1m) additions to Database content and intellectual property, £4.5m (2011: £4.0m) represents product development.

<sup>4</sup> Of the £36.7m (2011: £45.8m) arising on acquisitions in the year, £0.2m (2011: £0.6m) relates to prior year acquisitions.

Intangible software assets include a gross carrying amount of £101.2m (2011: £90.9m) and accumulated amortisation of £46.0m (2011: £34.8m) which relates to software that has been internally generated.

Intangible database content and intellectual property include a gross carrying amount of £26.5m (2011: £22.5m) and accumulated amortisation of £8.4m (2011: £4.7m) which relates to product development that has been internally generated.

The Group does not have any of its other intangible assets pledged as security over bank loans.

As a consequence of reducing the contingent consideration for the recent acquisitions by £1.6m (see Note 2), an impairment charge of £1.1m in Database Content and Intellectual Property and £0.2m in Exhibitions and Conferences has also been recognised. The re-measurement of the contingent consideration and impairment has been presented as adjusting items in the Consolidated Income Statement. Further information is disclosed in Note 2.

## 18 BUSINESS COMBINATIONS

### Cash paid on acquisition net of cash acquired

	2012 £m	2011 £m
<b>Current period acquisitions<sup>1</sup></b>		
Fertecon Limited	15.3	–
Sagient Research Systems, Inc.	12.4	–
Informa Canada Inc. (formerly MMPI Canada Inc.)	32.7	–
Zephyr Associates, Inc.	29.1	–
Other	17.2	–
<b>Prior year acquisitions</b>		
2011 acquisitions:		
Brazil Trade Shows Partners Participacoes S.A.	3.0	50.7
Ibratexpo Feiras E Eventos LTDA.	–	17.2
Other	0.4	13.0
2010 acquisitions:		
EuroMediCom SAS	3.6	1.8
CPDcast.com Limited	0.9	–
Emerging Portfolio Fund Research Inc.	6.2	–
Australian Exhibitions and Conferences Group	–	(0.7)
Other	0.7	1.0
2009 acquisitions	–	0.4
	121.5	83.4

<sup>1</sup> These acquisitions are covered by the 'Current year's business combinations' tables in this note. Where goodwill is provisional, a best estimate of fair value has been made but these will be reviewed and adjusted in the next year should it be necessary.

All acquisitions were paid for in cash (including deferred and contingent consideration) and in all acquisitions full control over the business has been obtained by acquiring 100% of the ordinary issued share capital, with the exception of the acquisition of Primal Pictures Limited where we acquired the remaining 89.67% of the ordinary issued share capital to bring the Group's shareholding to 100%.



Notes to the Consolidated Financial Statements CONTINUED

**18 BUSINESS COMBINATIONS** continued

**Business combinations made in 2012**

**Fertecon Limited**

On 1 February 2012, the Group acquired 100% of the issued share capital of Fertecon Limited. The Company is a leading provider of fertiliser commodities pricing data and market intelligence. The Company will form part of the PCI segment.

The net cash outflow was £15.3m comprising of cash consideration of £18.6m less net cash acquired of £3.3m.

The disclosure below provides the net assets acquired on a combined basis with the related fair value adjustments.

	Book value £m	Fair value adjustments £m	Fair value £m
<b>Net assets at date of acquisition</b>			
Intangible assets	–	5.7	5.7
Trade and other receivables	0.6	–	0.6
Cash and cash equivalents	3.3	–	3.3
Trade and other payables	(0.7)	–	(0.7)
Deferred income	(1.9)	–	(1.9)
Deferred tax liabilities	–	(1.3)	(1.3)
Net assets acquired	1.3	4.4	5.7
Provisional goodwill			15.0
Total consideration			20.7
Less: contingent consideration			(2.1)
Less: net cash acquired			(3.3)
Net cash outflow			15.3

Goodwill, being the excess of the consideration over the fair value of the net tangible and intangible assets acquired, represents benefits which do not qualify for recognition as intangible assets. The fair value of the acquired identifiable assets and liabilities assumed are provisional pending receipt of final valuations.

The intangible assets acquired as part of the acquisition are as follows:

	£m
Database	1.6
Customer relationships	4.1
Total intangible assets	5.7

Acquisition related costs (included in adjusting items in the Consolidated Income Statement for the year ended 31 December 2012) amounted to £0.1m.

The business contributed £1.4m to profit after tax and £3.3m to revenue of the Group for the period between the date of acquisition and 31 December 2012.

If the acquisition had been completed on the first day of the financial year, it would have contributed £1.5m to profit after tax and £3.6m to revenue of the Group.

**Sagient Research Systems, Inc.**

On 31 May 2012, the Group acquired 100% of the issued share capital of Sagient Research Systems, Inc. The Company primarily provides data and analysis to pharmaceutical and financial services companies, through its three main products, Placement Tracker, Biomed Tracker and Catalyst Tracker. The Company will form part of the PCI segment.

The net cash outflow was £12.4m comprising of cash consideration of £12.5m less net cash acquired of £0.1m.

The disclosure below provides the net (liabilities)/assets acquired on a combined basis with the related fair value adjustments.

<b>Net (liabilities)/assets at date of acquisition</b>	<b>Book value £m</b>	<b>Fair value adjustments £m</b>	<b>Fair value £m</b>
Intangible assets	–	3.2	3.2
Property and equipment	0.1	–	0.1
Deferred tax asset	1.0	–	1.0
Trade and other receivables	0.8	–	0.8
Cash and cash equivalents	0.1	–	0.1
Trade and other payables	(0.3)	–	(0.3)
Loan payable	(0.3)	–	(0.3)
Deferred income	(1.4)	–	(1.4)
Deferred tax liabilities	(0.1)	(1.3)	(1.4)
Net (liabilities)/assets acquired	(0.1)	1.9	1.8
Provisional goodwill			12.3
Total consideration			14.1
Less: contingent consideration			(1.6)
Less: net cash acquired			(0.1)
Net cash outflow			12.4

Goodwill, being the excess of the consideration over the fair value of the net tangible and intangible assets acquired, represents benefits which do not qualify for recognition as intangible assets. The fair value of the acquired identifiable assets and liabilities assumed are provisional pending receipt of final valuations.

The intangible assets acquired as part of the acquisition are as follows:

	<b>£m</b>
Database	1.4
Customer relationships	1.4
Non-compete agreements	0.4
Total intangible assets	3.2

No acquisition related costs were incurred for this acquisition.

The business contributed £0.5m to profit after tax and £2.0m to revenue of the Group for the period between the date of acquisition and 31 December 2012.

If the acquisition had been completed on the first day of the financial year, it would have contributed £0.5m to profit after tax and £3.4m to revenue of the Group.



Notes to the Consolidated Financial Statements CONTINUED

**18 BUSINESS COMBINATIONS**

**Business combinations made in 2012** continued

**Informa Canada Inc. (formerly MMPI Canada Inc.)**

On 3 July 2012, the Group acquired 100% of the issued share capital of Informa Canada Inc. (formerly MMPI Canada Inc.). The Company owns and operates a portfolio of annual exhibitions and conferences across Canada in the construction, real estate and furnishing industries. The Company will form part of the Events and Training segment.

The net cash outflow was £32.7m comprising of cash consideration of £34.3m less net cash acquired of £1.6m.

The disclosure below provides the net (liabilities)/assets acquired on a combined basis with the related fair value adjustments.

<b>Net (liabilities)/assets at date of acquisition</b>	<b>Book value £m</b>	<b>Fair value adjustments £m</b>	<b>Fair value £m</b>
Intangible assets	–	9.6	9.6
Property and equipment	0.4	–	0.4
Trade and other receivables	6.6	–	6.6
Cash and cash equivalents	1.6	–	1.6
Trade and other payables	(0.7)	–	(0.7)
Deferred income	(8.8)	–	(8.8)
Deferred tax liabilities	–	(3.8)	(3.8)
Net (liabilities)/assets acquired	(0.9)	5.8	4.9
Provisional goodwill			29.4
Total consideration			34.3
Less: net cash acquired			(1.6)
Net cash outflow			32.7

Goodwill, being the excess of the consideration over the fair value of the net tangible and intangible assets acquired, represents benefits which do not qualify for recognition as intangible assets. The fair value of the acquired identifiable assets and liabilities assumed are provisional pending receipt of final valuations.

The intangible assets acquired as part of the acquisition are as follows:

	<b>£m</b>
Trademark	3.7
Customer relationships	4.5
Non-compete agreements	1.4
Total intangible assets	9.6

Acquisition related costs (included in adjusting items in the Consolidated Income Statement for the year ended 31 December 2012) amounted to £0.3m.

The business contributed £0.7m to profit after tax and £11.0m to revenue of the Group for the period between the date of acquisition and 31 December 2012.

If the acquisition had been completed on the first day of the financial year, it would have contributed £1.2m to profit after tax and £17.8m to revenue of the Group.



**Zephyr Associates, Inc.**

On 1 October 2012, the Group acquired 100% of the issued share capital of Zephyr Associates, Inc. The Company provides investment analysis software used by financial professionals worldwide. The Company will form part of the PCI segment.

The net cash outflow was £29.1m comprising of cash consideration of £29.3m less net cash acquired of £0.2m.

The disclosure below provides the net liabilities acquired on a combined basis with the related fair value adjustments.

<b>Net liabilities at date of acquisition</b>	<b>Book value £m</b>	<b>Fair value adjustments £m</b>	<b>Fair value £m</b>
Intangible assets	6.4	–	6.4
Intangible software assets	0.5	–	0.5
Property and equipment	0.4	–	0.4
Trade and other receivables	1.3	–	1.3
Cash and cash equivalents	0.2	–	0.2
Trade and other payables	(3.3)	–	(3.3)
Loan payable	(7.7)	–	(7.7)
Deferred income	(3.7)	–	(3.7)
Deferred tax liabilities	(2.3)	(2.6)	(4.9)
Net liabilities acquired	(8.2)	(2.6)	(10.8)
Provisional goodwill			40.1
Total consideration			29.3
Less: net cash acquired			(0.2)
Net cash outflow			29.1

Goodwill, being the excess of the consideration over the fair value of the net tangible and intangible assets acquired, represents benefits which do not qualify for recognition as intangible assets. The fair value of the acquired identifiable assets and liabilities assumed are provisional pending receipt of final valuations.

No acquisition related costs were incurred for this acquisition.

The business contributed £1.0m to profit after tax and £3.1m to revenue of the Group for the period between the date of acquisition and 31 December 2012.

If the acquisition had been completed on the first day of the financial year, it would have contributed £2.6m to profit after tax and £12.2m to revenue of the Group.



Notes to the Consolidated Financial Statements CONTINUED

**18 BUSINESS COMBINATIONS**

**Business combinations made in 2012** continued

**Other business combinations**

The Group acquired 100% of the issued share capital of ICANBUY Corp., 100% of the issued share capital of Keynote World Media Limited and its wholly owned subsidiary, Point Zero Media Limited, 100% of the issued share capital of Comsys Events Limited and 89.67% of the issued share capital of Primal Pictures Limited.

The net cash outflow was £16.0m comprising of cash consideration of £17.5m less net cash acquired of £1.5m.

The disclosure below provides the net assets acquired on a combined basis with the related fair value adjustments.

<b>Net assets at date of acquisition</b>	<b>Book value £m</b>	<b>Fair value adjustments £m</b>	<b>Fair value £m</b>
Intangible assets	–	11.6	11.6
Intangible software assets	0.1	–	0.1
Property and equipment	0.1	–	0.1
Trade and other receivables	1.5	–	1.5
Cash and cash equivalents	1.5	–	1.5
Deferred tax asset	0.2	–	0.2
Trade and other payables	(0.5)	–	(0.5)
Deferred income	(1.4)	–	(1.4)
Deferred tax liabilities	–	(3.3)	(3.3)
Net assets acquired	1.5	8.3	9.8
Fair value gain on non-controlling interest			(1.0)
Provisional goodwill			12.2
Total consideration			21.0
Less: deferred consideration			(0.7)
Less: contingent consideration			(2.8)
Less: net cash acquired			(1.5)
Net cash outflow			16.0

Goodwill, being the excess of the consideration over the fair value of the net tangible and intangible assets acquired, represents benefits which do not qualify for recognition as intangible assets. The fair value of the acquired identifiable assets and liabilities assumed are provisional pending receipt of final valuations.

The fair value gain on non-controlling interests is the re-measurement of the Group's previous shareholding in Primal Pictures Limited on acquiring its remaining shares in the year.

During 2012, deferred and contingent consideration of £1.2m was paid.

Acquisition related costs (included in adjusting items in the Consolidated Income Statement for the year ended 31 December 2012) amounted to £0.2m.

The above acquisitions contributed £1.1m to profit after tax and £6.8m to revenue of the Group for the period between the date of acquisition and 31 December 2012. If the above acquisitions had been completed on the first day of the financial year, they would have contributed £0.7m to profit after tax and £9.2m to revenue of the Group.

**Business combinations made in 2011**

**Brazil Trade Shows Partners Participacoes S.A.**

On 31 May 2011, the Group acquired 100% of the issued share capital of Brazil Trade Shows Partners Participacoes S.A. and its wholly owned subsidiary BTS Feiras Eventos e Editora LTDA. The Company organises trade shows in the food and beverage services, furniture manufacturing and franchising sectors.

The net cash outflow was £50.7m comprising of cash consideration of £56.3m less net cash acquired of £5.6m.

The disclosure below provides the net assets acquired on a combined basis with the related fair value adjustments.

	<b>Book value £m</b>	<b>Fair value adjustments £m</b>	<b>Fair value £m</b>
<b>Net assets at date of acquisition</b>			
Intangible assets	17.1	6.5	23.6
Property and equipment	0.3	–	0.3
Deferred tax asset	3.3	(3.3)	–
Trade and other receivables	7.7	–	7.7
Cash and cash equivalents	5.6	–	5.6
Trade and other payables	(4.0)	–	(4.0)
External loans payable	(4.3)	–	(4.3)
Deferred income	(13.2)	–	(13.2)
Net assets	12.5	3.2	15.7
Provisional goodwill			46.8
Total consideration			62.5
Less: deferred consideration			(6.2)
Less: net cash acquired			(5.6)
Net cash outflow			50.7

The intangible assets acquired as part of the acquisition is as follows:

	<b>2011 £m</b>
Trademarks	17.0
Customer relationships	5.7
Non-compete agreements	0.9
Total intangible assets	23.6

No deferred tax liability arises on the initial recognition of intangible assets because shortly after the acquisition the Company was merged with the acquiring vehicle and as a consequence, tax deductions are available on the Company's intangible assets, including goodwill.

During 2012, deferred consideration of £3.0m was paid. The remaining deferred consideration of £3.2m is payable within one year.



## 18 BUSINESS COMBINATIONS

### Business combinations made in 2011 continued

#### Ibratexpo Feiras E Eventos LTDA.

On 29 April 2011, the Group acquired 100% of the issued share capital of Ibratexpo Feiras E Eventos LTDA. The Company operates an annual print exhibition with related magazines.

The net cash outflow and cash consideration was £12.2m.

The disclosure below provides the net liabilities acquired with the related fair value adjustments.

	Book value £m	Fair value adjustments £m	Fair value £m
<b>Net assets at date of acquisition</b>			
Intangible assets	–	7.7	7.7
Trade and other receivables	0.7	–	0.7
Trade and other payables	(0.2)	–	(0.2)
Deferred income	(2.5)	–	(2.5)
Net (liabilities)/assets	(2.0)	7.7	5.7
Provisional goodwill			11.5
Total consideration			17.2
Less: deferred consideration			(1.2)
Less: contingent consideration			(3.8)
Net cash outflow			12.2

The intangible assets acquired as part of the acquisition is as follows:

	2011 £m
Trademarks	3.2
Customer relationships	2.6
Non-compete agreements	1.9
Total intangible assets	7.7

No deferred tax liability arises on the initial recognition of intangible assets because shortly after the acquisition the Company was merged with the acquiring vehicle and as a consequence, tax deductions are available on the Company's intangible assets, including goodwill.

During 2011, the deferred and contingent consideration of £5.0m was paid, and therefore there was no activity in 2012.

**Other business combinations made in 2011**

The Group acquired 100% of the issued share capital of Hamsard 2966 Limited and its wholly owned subsidiary Earthscan Limited. The Group also acquired 100% of the issued share capital of Strategy 2 Results Pte Limited; 100% of the issued share capital of International Trade Exhibition Company France S.A.S. and its wholly owned subsidiary ITEC Edition SARL; 50.1% of China Medical Data Services Limited and its wholly owned subsidiary Asia Gateway Healthcare Information Technology (Beijing) Co., Ltd; and 100% of the issued share capital of Quartz Publishing and Exhibitions Limited and its 50% shareholding in Independent Materials Handling Exhibitions Limited.

The net cash outflow of £12.6m includes cash consideration of £15.1m, less cash acquired of £2.5m.

The disclosure below provides the net assets acquired on a combined basis with the related fair value adjustments.

<b>Net assets at date of acquisition</b>	<b>Book value £m</b>	<b>Fair value adjustments £m</b>	<b>Fair value £m</b>
Intangible assets	1.0	13.0	14.0
Property and equipment	0.1	–	0.1
Inventories	–	0.2	0.2
Trade and other receivables	4.1	(0.1)	4.0
Cash and cash equivalents	2.5	–	2.5
Trade and other payables	(2.9)	(0.2)	(3.1)
Deferred income	(2.3)	–	(2.3)
Deferred tax liabilities	–	(3.7)	(3.7)
Net assets	2.5	9.2	11.7
Provisional goodwill			5.8
Total consideration			17.5
Less: contingent consideration			(2.4)
Less: net cash acquired			(2.5)
Net cash outflow			12.6

During 2011, there was a re-measurement of the contingent consideration resulting in a decrease of £1.2m.

During 2011, contingent consideration of £0.4m was paid and a further £0.4m was paid in 2012. The remaining £0.4m contingent consideration is payable in the next 2 years.

**Other business combinations made in 2010**

In 2010, the Group acquired 100% of the issued share capital of Emerging Portfolio Fund Research Inc., the EuroMediCom SAS business and 100% of the issued share capital of CPDcast.com Limited.

During 2012, deferred and contingent consideration of £6.2m, £3.6m and £0.9m were paid for Emerging Portfolio Fund Research Inc., EuroMediCom SAS and CPDcast.com Limited respectively. The remaining £1.3m contingent consideration for these acquisitions is payable within one year.

During 2012, further payments totalling £0.7m were made for the other acquisitions made in 2010. The remaining £0.2m contingent consideration for these acquisitions is payable within one year.



Notes to the Consolidated Financial Statements CONTINUED

**19 INTEREST IN JOINT VENTURES**

The principal joint ventures at 31 December 2012 are as follows:

Company	Segment	Type of business	Country of incorporation and operation	Class of shares held	Share holding/ interest	Accounting year end
Lloyd's Maritime Information Services Limited	PCI	Business information	England and Wales	Ordinary	50%	31 December
SIAL Brasil Feiras Profissionais LTDA	Events and Training	Event organisation	Brazil	Ordinary	49%	31 December
Independent Materials Handling Exhibitions Limited	Events and Training	Event organisation	England and Wales	Ordinary	50%	31 December

The following represent the aggregate assets, liabilities, income and expenses of the Group's joint ventures:

	2012 £m	2011 £m
Non-current assets	0.1	–
Current assets	4.2	5.0
Current liabilities	(3.2)	(4.3)
Income	4.6	4.1
Expenses	(4.5)	(4.2)

## 20 DISPOSAL OF SUBSIDIARY AND OTHER ASSETS

### Disposals made in 2012

During the year, the Group disposed of its 100% shareholdings in the Robbins Gioia business and Excellence Data Research Private Limited and its 50.1% shareholding in China Medical Data Services Limited and its wholly owned subsidiary Asia Gateway Healthcare Information Technology (Beijing) Co., Ltd. The Group also disposed of its European Conferences businesses in Austria, Hungary and the Czech Republic, the business of Informa Virtual Business Communications GmbH, as well as three small Exhibitions for total consideration of £13.1m. A loss on disposal of £27.5m, including directly attributable costs of £1.0m, has been recognised within adjusting items in the Consolidated Income Statement.

The disclosure below sets out the aggregate effect of the disposals on the Group's assets and liabilities.

	£m
Goodwill	22.3
Other intangible assets (excluding software assets)	9.9
Property and equipment	1.7
Trade and other receivables	10.4
Cash and cash equivalents	9.1
Deferred tax asset	0.1
Trade and other payables	(13.3)
Deferred income	(0.7)
Deferred tax liabilities	(1.6)
Net assets disposed	37.9
Non-controlling interest	1.7
Costs directly attributable with the disposal	1.0
Loss on disposal	(27.5)
Total consideration	13.1
<b>Satisfied by:</b>	
Cash and cash equivalents	3.0
Deferred consideration (Note 24)	10.1
<b>Net cash outflow arising on disposal:</b>	
Consideration received in cash and cash equivalents	3.0
Less: cash and cash equivalents disposed of	(9.1)
Less: costs directly attributable with the disposal	(1.0)
	(7.1)

### Disposals made in 2011

On 23 June 2011, the Group disposed of its shareholdings in Nicholas Publishing International FZ-LLC, a Publishing company which creates magazines for specific market segments and audiences. Upon completion, proceeds of £0.6m were received, resulting in a profit on disposal of £0.1m.



## 21 PROPERTY AND EQUIPMENT

	Freehold land and buildings £m	Leasehold land and buildings £m	Equipment fixtures and fittings £m	Total £m
<b>Cost</b>				
At 1 January 2011	2.4	11.7	63.1	77.2
Additions <sup>1</sup>	–	1.6	6.1	7.7
Reclassification	–	0.1	0.3	0.4
Disposals	–	(1.1)	(15.7)	(16.8)
Exchange differences	–	–	(0.4)	(0.4)
At 1 January 2012	2.4	12.3	53.4	68.1
Additions <sup>1</sup>	–	2.7	5.3	8.0
Acquisition of subsidiaries	–	0.3	0.7	1.0
Disposals	–	(2.5)	(15.3)	(17.8)
Exchange differences	–	(0.3)	(1.5)	(1.8)
At 31 December 2012	2.4	12.5	42.6	57.5
<b>Depreciation</b>				
At 1 January 2011	(0.4)	(6.6)	(51.2)	(58.2)
Charge for the year	–	(1.2)	(5.5)	(6.7)
Disposals	–	1.0	15.1	16.1
Exchange differences	–	–	0.4	0.4
At 1 January 2012	(0.4)	(6.8)	(41.2)	(48.4)
Charge for the year	–	(1.7)	(5.3)	(7.0)
Disposals	–	1.6	14.3	15.9
Exchange differences	–	0.2	1.1	1.3
At 31 December 2012	(0.4)	(6.7)	(31.1)	(38.2)
<b>Carrying amount</b>				
At 31 December 2012	2.0	5.8	11.5	19.3
At 31 December 2011	2.0	5.5	12.2	19.7

<sup>1</sup> All the £8.0m (2011: £7.7m) additions represents cash paid.

The Group does not have any of its property and equipment pledged as security over bank loans.



## 22 SUBSIDIARIES

The listing below shows the principal subsidiary undertakings as at 31 December 2012 which principally affected the profits or net assets of the Group. To avoid a statement of excessive length, details of investments which are not significant have been omitted.

Company	Country of registration and incorporation	Principal activity	Ordinary shares held
Taylor & Francis Group LLC	USA	Publishing	100%
IIR Holdings Limited Dubai Branch	Middle East	Conferences, exhibitions and training	100%
BTS Feiras, Eventos e Editora Ltda	Brazil	Event organisation	100%
Informa Global Markets (Europe) Limited	England and Wales	Financial information	100%
Citeline Inc	USA	Intelligence information gathering service	100%
Euroforum Deutschland (Holding) GmbH	Germany	Conference organisation and publishing	100%
Informa Canada Inc	Canada	Events and conference organisation	100%
Informa Australia Pty Limited	Australia	Events, conference organisation and publishing	100%
Informa UK Limited	England and Wales	Events, conference organisation and publishing	100%
Informa Holdings Limited	England and Wales	Holding company	100%
Datamonitor Inc	USA	Business information	100%
IIR Exhibitions Limited	England and Wales	Event organisation	100%
Datamonitor Pty Limited	Australia	Business information	100%
Emerging Portfolio Funds Research Inc	USA	Financial information	100%
AchieveGlobal Inc	USA	Training company	100%
ESI International Inc	USA	Training company	100%
I.I.R. Limited	England and Wales	Conference organisation and training	100%
Institute for International Research Inc	USA	Conference organisation	100%
SAM Monaco Yacht Show	Monaco	Event organisation	100%
Informa Investment Solutions Inc	USA	Financial information	100%
Informa Business Information Inc	USA	Intelligence information gathering service	100%
Informa Research Services Inc	USA	Market research consulting	100%
Datamonitor Limited	England and Wales	Business information	100%
Informa International Holdings Limited	Bermuda	Holding company	100%
Informa IP GmbH	Switzerland	Business information	100%
Informa Finance GmbH	Switzerland	Finance	100%
Informa Group Holdings Limited	England and Wales	Holding company	100%
Informa Group plc	England and Wales	Holding company	100%
Informa IP LLC	USA	Business information	100%

Of the above only Informa IP GmbH, Informa IP LLC, Informa Finance GmbH and Informa Group Holdings Limited are directly owned by Informa plc. The proportion of voting power held is the same as the proportion of ownership interest. The consolidated financial statements incorporate the financial statements of all entities controlled by the Company as at 31 December each year. Refer to Note 3 for further description of the method used to account for investments in subsidiaries.



Notes to the Consolidated Financial Statements CONTINUED

**23 INVENTORY**

	2012 £m	2011 £m
Raw materials	0.4	0.9
Work in progress	4.1	3.0
Finished goods and goods for resale	33.7	30.0
	38.2	33.9

Write down of inventory during the year amounted to £0.6m (2011: £1.1m).

**24 TRADE AND OTHER RECEIVABLES**

	2012 £m	2011 £m
<b>Current</b>		
Trade receivables	193.4	220.0
Less: provision	(24.4)	(23.6)
Trade receivable net	169.0	196.4
Other receivables	10.5	10.5
Prepayments and accrued income	31.2	32.2
Conference costs in advance	17.3	12.3
	228.0	251.4
<b>Non-current</b>		
Other receivables	20.4	–
Total non-current	20.4	–
	248.4	251.4

The average credit period taken on sales of goods is 32 days (2011: 28 days). The Group has provision policies for its various divisions which have been determined by references to past default experience.

Other non-current receivables primarily consists of long term receivables of £10.1m that arose as part of the disposals made during the year, as disclosed in Note 20, and £10.3m of loans advanced to China Medical Data Services Limited. The non-current receivables are repayable over the next two to ten years.

The Group's exposures to credit risk and impairment losses related to trade and other receivables are disclosed in Note 31.

Under the normal course of business, the Group does not charge interest on its overdue receivables.

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

## 25 CASH AND CASH EQUIVALENTS

	Note	2012 £m	2011 £m
Cash at bank and in hand		23.9	25.0
Bank overdrafts	30	(0.6)	(0.2)
Cash and cash equivalents in the Consolidated Cash Flow Statement		23.3	24.8

Cash at bank and in hand has been presented on a net basis where the Group has legal right to set-off.

The Group's exposure to interest rate risks and a sensitivity analysis for financial assets and liabilities is disclosed in Note 31.

## 26 TRADE AND OTHER PAYABLES

	2012 £m	2011 £m
<b>Current</b>		
Deferred consideration	4.1	5.0
Trade payables	40.6	31.7
Accruals	127.4	137.3
Other payables	30.2	32.9
Total current	202.3	206.9
<b>Non-current</b>		
Deferred consideration	–	2.8
Other payables	3.6	4.3
Total non-current	3.6	7.1
	205.9	214.0

An analysis of the maturity of debt is given in Note 31.

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

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

The average credit period taken for trade purchases is 37 days (2011: 45 days).

There are no suppliers who represent more than 10% of the total balance of trade payables in either 2012 or 2011.

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

## 27 DEFERRED INCOME

	2012 £m	2011 £m
Subscriptions and event fees received in advance	308.1	327.0



Notes to the Consolidated Financial Statements CONTINUED

**28 PROVISIONS**

	Contingent consideration £m	Property leases £m	Restructuring provision £m	Total 2012 £m	Contingent consideration £m	Property leases £m	Restructuring provision £m	Total 2011 £m
At 1 January	14.8	4.3	3.5	22.6	16.0	7.2	3.5	26.7
Increase in year	6.5	3.0	10.0	19.5	7.1	2.3	17.5	26.9
Utilisation	(12.1)	(3.0)	(9.4)	(24.5)	(5.4)	(4.4)	(17.1)	(26.9)
Release	(1.6)	(1.4)	(0.8)	(3.8)	(2.9)	(0.8)	(0.4)	(4.1)
At 31 December	7.6	2.9	3.3	13.8	14.8	4.3	3.5	22.6
Included in current liabilities	1.7	1.0	2.4	5.1	5.5	2.0	2.9	10.4
Included in non-current liabilities	5.9	1.9	0.9	8.7	9.3	2.3	0.6	12.2

The contingent consideration relates primarily to the acquisitions made in the year (Fertecon Limited, Sagient Research Systems Inc. and ICANBUY Corp). The contingent consideration will be paid between one and three years.

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

As discussed in Note 2, during 2012 the Group implemented a number of restructuring and reorganisation projects. The restructuring provision is expected to be substantially utilised by 31 December 2013.

**29 DEFERRED TAX**

	Accelerated tax depreciation £m	Intangibles £m	Pensions (Note 37) £m	Other £m	Cash flow hedges £m	Total £m
At 1 January 2011	1.5	212.9	(2.8)	(17.5)	(6.0)	188.1
(Credit)/debit to Other Comprehensive Income for the year	–	–	(1.1)	–	4.7	3.6
Acquisition of subsidiaries	–	4.6	–	(1.4)	–	3.2
(Credit)/charge to profit or loss for the year excluding UK corporation tax rate change	(3.2)	(24.7)	0.9	2.8	–	(24.2)
Charge/(credit) to profit or loss for the year arising from UK corporation tax rate change	0.1	(6.3)	–	0.2	–	(6.0)
Foreign exchange movements	–	(0.1)	–	0.1	–	–
At 1 January 2012	(1.6)	186.4	(3.0)	(15.8)	(1.3)	164.7
(Credit)/debit to Other Comprehensive Income for the year	–	–	(1.7)	–	1.3	(0.4)
Acquisition of subsidiaries	–	12.4	–	0.4	–	12.8
Charge/(credit) to profit or loss for the year excluding UK corporation tax rate change	1.6	(10.1)	0.7	0.8	–	(7.0)
Charge/(credit) to profit or loss for the year arising from UK corporation tax rate change	0.2	(5.0)	–	0.3	–	(4.5)
Disposal of qualifying assets	–	(2.1)	–	0.6	–	(1.5)
Foreign exchange movements	(0.1)	(1.8)	–	(1.3)	–	(3.2)
At 31 December 2012	0.1	179.8	(4.0)	(15.0)	–	160.9

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

	2012 £m	2011 £m
Deferred tax liability	160.9	164.7
Deferred tax asset	–	–
	160.9	164.7

The June 2010 UK Budget Statement included proposals to reduce the rate of corporation tax from 28% to 24% by 1 April 2014. These proposals were amended in successive UK Budget Statements and again most recently in the November 2012 UK Autumn Statement which included an announcement that the main rate of corporation tax would ultimately fall to 21% by 1 April 2014.

A change from 28% to 27% was enacted as at 31 December 2010. The Finance Act 2011 amended the enacted change in 2011 from 27% to 26% and a further change to 25%, effective from 1 April 2012, was enacted as at 31 December 2011. The impact of this further reduction for 2011 was to reduce the Group's deferred tax liability by £5.7m, increase profit for the year by £6.0m and reduce other comprehensive income by £0.3m.

The Finance Act 2012 amended the enacted change in 2012 from 26% to 24% and a further change to 23%, effective from 1 April 2013, was enacted as at 31 December 2012. The impact of this further reduction for 2012 is to reduce the Group's deferred tax liability by £4.3m, increase profit for the year by £4.5m and reduce other comprehensive income by £0.2m.

The proposed further reduction in the UK rate to 21% by 1 April 2014, if applied to the deferred tax balance at 31 December 2012, would reduce the deferred tax liability by approximately a further £4.4m.

At 31 December 2012 the Group has unused tax losses of approximately £27.2m (2011: £12.8m) available for offset against future profits. A deferred tax asset of £8.8m (2011: £4.3m) has not been recognised due to the unpredictability of future taxable profit streams. In addition the Group has capital losses of approximately £41.4m which will only be utilised to the extent that future capital gains are crystallised and accordingly a deferred tax asset of £14.5m has not been recognised.

At the reporting date, the aggregate amount of withholding tax on post acquisition undistributed earnings for which deferred tax liabilities have not been recognised was £22.6m (2011: £15.1m). No liability has been recognised because the Group, being in a position to control the timing of the distribution of intra group dividends, has no intention to distribute intra group dividends in the foreseeable future that would trigger withholding tax.



Notes to the Consolidated Financial Statements CONTINUED

**30 BORROWINGS**

	Note	2012 £m	2011 £m
<b>Non-current</b>			
Bank borrowings		377.2	339.9
Private placement loan notes		448.5	467.0
Total non-current borrowings		825.7	806.9
<b>Current</b>			
Bank borrowings		–	1.9
Bank overdraft	25	0.6	0.2
		826.3	809.0

There have been no breaches of bank covenants during the year. The bank borrowings are guaranteed by material subsidiaries of the Group. The Group does not have any of its property and equipment and other intangible assets pledged as security over bank loans.

The Group maintains the following significant lines of credit:

- Private placement loan notes drawn in three currency tranches of USD 597.5m, GBP 40.0m and EUR 50.0m. The note maturities range between five and ten years, with an average duration of 6.3 years, at a weighted average interest rate of 4.3%.
- £625.0m (2011: £625.0m) revolving credit facility, of which £379.9m has been drawn down at 31 December 2012. Interest is payable at the rate of LIBOR plus a margin based on the ratio of net debt to EBITDA.
- £40.2m (2011: £44.6m) comprising a number of bilateral bank facilities that can be drawn down to meet short-term financing needs. These facilities consist of GBP 16.0m (2011: GBP 16.0m), USD 15.0m (2011: USD 15.0m), EUR 15.0m (2011: EUR 18.0m), AUD 4.3m (2011: AUD 2.3m), CAD nil (2011: CAD 1.0m) and BRL nil (2011: BRL 4.9m). Interest is payable at the local base rate plus margins that vary between 1% and 6%.

The effective interest rate as at 31 December 2012 is 3.6% (2011: 4.1%).

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

Expiry date	2012 £m	2011 £m
Within one to two years	–	–
In more than two years	245.1	281.5
	245.1	281.5

The Group's exposure to liquidity risk is disclosed in Note 31(g).

## 31 FINANCIAL INSTRUMENTS

### (a) Financial risk management

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

- Capital risk management
- Market risk
- Credit risk
- Liquidity risk

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

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Board has established a Treasury Committee which is responsible for developing and monitoring the Group's financial instrument related risk management policies. The committee meets and reports regularly to the Board of Directors on its activities.

The Group treasury function provides services to the Group's businesses, co-ordinates access to domestic and international financial markets and monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk.

The Treasury Committee has put in place policies that have been established to identify and analyse financial instrument related risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. These policies provide written principles on funding and investment policies, credit risk, foreign exchange risk and interest rate risk. Compliance with policies and exposure limits is reviewed by the Treasury Committee. This Committee is assisted in its oversight role by Internal Audit, who undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

#### Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders as well as sustaining the future development of the business. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. The Group's overall strategy remains unchanged from 2011.

The capital structure of the Group consists of net debt, which includes borrowings (Note 30) and cash and cash equivalents (Note 25), and equity attributable to equity holders of the parent, comprising issued capital (Note 32), reserves and retained earnings.

#### Cost of capital

The Group's Treasury Committee reviews the Group's capital structure on a regular basis and as part of this review, the Committee considers the weighted average cost of capital and the risks associated with each class of capital.

#### Gearing ratio

The principal financial covenant ratios under these facilities are maximum net debt to EBITDA of 3.5 times and minimum EBITDA interest cover of 4.0 times, tested semi-annually. At 31 December 2012 both financial covenants were comfortably achieved, with the ratio of net debt (using average exchange rates) to EBITDA staying at 2.1 times at 31 December 2011 and 2012.



Notes to the Consolidated Financial Statements CONTINUED

**31 FINANCIAL INSTRUMENTS** continued

**(b) Categories of Financial instruments**

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 3 to the financial statements.

	Notes	2012 £m	2011 £m
<b>Financial assets</b>			
Loans and receivables			
Trade receivables	24	169.0	196.4
Other receivables	24	30.9	10.5
Cash and cash equivalents	25	23.9	25.0
Derivative financial instruments in designated hedge accounting relationships		–	2.0
<b>Total financial assets</b>		<b>223.8</b>	<b>233.9</b>
<b>Financial liabilities</b>			
Amortised cost			
Bank overdraft	30	0.6	0.2
Bank borrowings	30	377.2	341.8
Private placement loan notes	30	448.5	467.0
Trade payables	26	40.6	31.7
Accruals	26	127.4	137.3
Other payables	26	33.8	37.2
Deferred consideration	26	4.1	7.8
Contingent consideration	28	7.6	14.8
Derivative financial instruments in designated hedge accounting relationships		–	5.1
<b>Total financial liabilities</b>		<b>1,039.8</b>	<b>1,042.9</b>



**(c) Market risk**

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

The Group's activities expose it mainly to the financial risks of changes in foreign currency exchange rates and changes in interest rates. The Group enters into interest rate swaps to mitigate the risk of rising interest rates and by managing the risk of currencies of its borrowings, the Group is able to achieve a level of natural hedge of both the Statement of Financial Position net currency assets and also the currency earnings due to the currency interest payable. Refer to both interest rate risk and foreign currency risk in Note 31 (d) and (e) respectively.

The Group does not use derivative contracts for speculative purposes.

The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by a central treasury department ("Group Treasury") under policies approved by the Board of Directors. The Board sets the Group's treasury policy to ensure that it has adequate financial resources to develop the Group's businesses and to manage the currency and interest risks to which the Group is exposed. Group Treasury monitors the distribution of its cash assets, borrowings and facilities so as to control exposure to the relative performance of any particular territory, currency or institution.

The Board and the Treasury Committee provides written principles for overall risk management, as well as policies covering specific areas, such as funding, foreign exchange risk, interest rate risk, credit risk and investments of excess liquidity.

Risk is measured in terms of impact, inherent risk and residual risk, and takes account of management's control actions in mitigating against both external and internal risk events.

The risk model consolidates unique risk events and aggregated risk categories at both a business unit level and Group-wide, and the results are presented to the Risk Committee and the Audit Committee for discussion and review, and may drive the allocation of Internal Audit resources to provide assurance on significant risks in its annual plan.

**(d) Interest rate risk**

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

The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings by the use of interest rate swap contracts and by the use of cross currency swaps. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring optimal hedging strategies are applied, by either protecting the Statement of Financial Position or protecting interest expense through different interest rate cycles.

The Group's policy is to minimise its exposure to fluctuations in interest rates by using interest rate swaps as cash flow hedges to hedge up to 90% of forecast interest payments over a period of up to five years, based on forecast net debt levels by currency during that period. This policy provides a level of certainty of future interest costs by swapping floating to fixed interest payments which in turn assists the predictability of achieving interest-based loan covenants.

Due to adverse market conditions in Europe, the Group early terminated its floating to floating Euro cross currency swaps taken out in 2011. The fair value gains deferred in equity were recycled to the Consolidated Income Statement as an adjusting item. Further information is available in Note 2.

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



Notes to the Consolidated Financial Statements CONTINUED

**31 FINANCIAL INSTRUMENTS**

**(d) Interest rate risk** continued

**Interest rate swap contracts**

The Group draws down on its bank borrowing facilities at floating rates of interest. A portion of those are then swapped to fixed rates in line with the Group Treasury policy in order to manage its cash flow interest rate risk. Such contracts enable the Group to convert borrowings from floating rates and swap them into fixed rates. Under interest rate swaps, the Group agrees with other parties to exchange, at specified intervals (primarily quarterly), the difference between fixed contract rates and floating-rate interest amounts calculated by reference to the agreed notional amounts.

The fair value of interest rate swaps at the reporting date is determined by discounting the future cash flows using the future interest rate curves at the reporting date and the credit risk inherent in the contract, and is disclosed below. The average interest rate is based on the outstanding balance at the end of the financial year.

The Group did not replace the interest rate swaps that matured during the year and therefore does not have any outstanding contracts at the year end.

The following table details the notional principal amounts and remaining terms of interest rate swap contracts outstanding as at the reporting date:

**Cash flow hedges**

Outstanding receive floating, pay fixed contracts	Average contracted fixed interest rate		Notional principal amount		Fair value	
	2012 %	2011 %	2012 £m	2011 £m	2012 £m	2011 £m
Within one year	–	5.66	–	114.8	–	(5.1)
Within one to two years	–	–	–	–	–	–
			–	114.8	–	(5.1)

At 31 December 2011, the fixed interest rates varied from 5.23% to 6.08%, and the main floating rates were EURIBOR and LIBOR. Gains or losses deferred in equity on interest rate swap contracts as of 31 December 2011 were recognised in the Consolidated Income Statement in the same period in which the hedged item affected net profit or loss.

The excess of the notional principal amount over group borrowings represents the de-designated interest rate swaps.

The following table details financial liabilities by interest category:

	Fixed rate	Floating rate	Non- interest bearing	Total 2012	Fixed rate	Floating rate	Non- interest bearing	Total 2011
	£m	£m	£m	£m	£m	£m	£m	£m
Bank overdraft	–	0.6	–	0.6	–	0.2	–	0.2
Bank borrowings	–	377.2	–	377.2	113.6	228.2	–	341.8
Private placement loan notes	448.5	–	–	448.5	467.0	–	–	467.0
Trade payables	–	–	40.6	40.6	–	–	31.7	31.7
Accruals	–	–	127.4	127.4	–	–	137.3	137.3
Other payables	–	–	33.8	33.8	–	–	37.2	37.2
Deferred consideration	–	–	4.1	4.1	–	–	7.8	7.8
Contingent consideration	–	–	7.6	7.6	–	–	14.8	14.8
Derivative financial instruments in designated hedge accounting relationships	–	–	–	–	5.1	–	–	5.1
	448.5	377.8	213.5	1,039.8	585.7	228.4	228.8	1,042.9

### Interest rate sensitivity analysis

A high percentage of loans are at fixed interest rates or are designated in hedging relationships, and hence the Group's interest rate sensitivity would only be affected by the exposure to variable rate debt.

If interest rates had been 100 basis points higher or lower and all other variables were held constant, the Group's profit for the year would have decreased or increased by £3.8m (2011: £2.3m).

### (e) Foreign currency risk

The Group is a business with significant net US Dollar ("USD") and net Euro ("EUR") transactions; hence exposures to exchange rate fluctuations arise. In the absence of any currency conversion, cash positions in USD and other trading currencies, such as the EUR would develop imbalances by growing GBP debt.

Allied to the Group's policy on the hedging of surplus foreign currency cash inflows, the Group will usually seek to finance its net investment in its principal overseas subsidiaries by borrowing in those subsidiaries' functional currencies, primarily EUR and USD. This policy has the effect of partially protecting the Group's consolidated Statement of Financial Position from movements in those currencies to the extent that the associated net assets are hedged by the net foreign currency borrowings.

The carrying amounts of the Group's foreign currency denominated monetary assets and liabilities at the reporting date are as follows:

	Assets		Liabilities	
	2012 £m	2011 £m	2012 £m	2011 £m
USD	128.1	105.2	(744.9)	(683.2)
EUR	32.4	31.6	(67.7)	(136.4)
Other	40.8	36.9	(58.9)	(51.2)
	201.3	173.7	(871.5)	(870.8)

The foreign currency borrowings of £611.1m (2011: £631.5m) are used to hedge the Group's net investments in foreign subsidiaries.

	Average rate		Closing rate	
	2012	2011	2012	2011
USD	1.5898	1.6047	1.6175	1.5439
EUR	1.2308	1.1461	1.2265	1.1934

### Foreign currency sensitivity analysis

The Group receives approximately 46% of its revenues and incurs approximately 38% of its costs in USD or currencies pegged to USD. The Group is therefore sensitive to movements in the USD against the GBP. Each \$0.01 movement in the USD to GBP exchange rate has a circa £3.6m impact on revenue, a circa £1.5m impact on operating profits and a circa 0.19p impact on adjusted diluted EPS. Offsetting this will be reductions to USD interest and USD tax liabilities. This analysis assumes all other variables, including interest rates, remain constant.

The Group receives approximately 10% of its revenues and incurs approximately 9% of its costs in Euros. The Group is therefore sensitive to movements in the Euro against the GBP. Each €0.01 movement in the Euro to GBP exchange rate has a circa £1.0m impact on revenue, a circa £0.4m impact on operating profits and a circa 0.05p impact on adjusted diluted EPS. Offsetting this will be reductions to Euro interest and Euro tax liabilities. This analysis assumes all other variables, including interest rates, remain constant.



## Notes to the Consolidated Financial Statements CONTINUED

**31 FINANCIAL INSTRUMENTS** continued**(f) Credit risk**

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

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

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

The credit risk on liquid funds and derivative financial instruments is limited by dealing only with counterparty banks with high credit-ratings assigned by international credit-rating agencies such as Standard and Poor's, Moody's and Fitch. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved financial institutions. Credit exposure is controlled by counterparty limits that are reviewed and approved by the Treasury Committee regularly.

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

**Trade receivables**

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

The Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The Group defines counterparties as having similar characteristics if they are related entities. Concentration of credit risk did not exceed 5% of gross monetary assets at any time during the year.

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

Before accepting any new customer, the Group uses an external credit rating system to assess the potential customer's credit quality.

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

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

**Ageing of trade receivables:**

	<b>Gross 2012 £m</b>	<b>Provision 2012 £m</b>	<b>Gross 2011 £m</b>	<b>Provision 2011 £m</b>
Not past due	89.3	(0.1)	91.6	–
Past due 0 – 30 days	59.6	(0.5)	86.2	(0.8)
Past due over 31 days	44.5	(14.0)	42.2	(12.7)
Books provision (see below)	–	(9.8)	–	(10.1)
	<b>193.4</b>	<b>(24.4)</b>	<b>220.0</b>	<b>(23.6)</b>

Trade receivables that are less than three months past due for payment are generally not considered impaired. For trade receivables that are more than three months past due for payment, there are debtors with a carrying amount of £5.8m (2011: £3.3m) which the Group has not provided for, as there has not been a significant change in the credit quality and the amounts are considered recoverable. The Group does not hold any collateral over these balances.

A provision relating to returns on books of £9.8m (2011: £10.1m) has been disclosed separately in the table above. This provision is based on Management's best estimate of previous seasonal sales and returns trends, and is included as part of the overall provision balance.

**Movement in the provision:**

	<b>2012 £m</b>	<b>2011 £m</b>
Balance at beginning of the year	23.6	22.1
Provision recognised	10.8	9.4
Receivables written off as uncollectible	(2.5)	(3.5)
Amounts recovered during the year	(7.5)	(4.4)
	<b>24.4</b>	<b>23.6</b>

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

There are no customers who represent more than 10% of the total gross balance of trade receivables in both 2012 and 2011.



Notes to the Consolidated Financial Statements CONTINUED

**31 FINANCIAL INSTRUMENTS** continued

**(g) Liquidity risk**

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. Ultimate responsibility for liquidity risk management rests with the Board of Directors, though operationally it is managed by Group Treasury. Group Treasury have built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking and other debt facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Included in Note 30 is a summary of additional undrawn facilities that the Group has at its disposal to further reduce liquidity risk.

Historically and for the foreseeable future the Group has been and is expected to continue to be in a net borrowing position. The Group's policy is to fulfill its borrowing requirements by borrowing in the currencies in which it operates, principally GBP, USD and EUR; thereby providing a natural hedge against projected future surplus USD and EUR cash inflows as well as spreading the Group's interest rate profile across a number of currencies.

**Liquidity and interest risk tables**

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

The table below has been drawn up based on the contractual maturities of the financial assets including interest that will be earned on those assets except where the Group anticipates that the cash flow will occur in a different period.

	Carrying amount £m	Contractual cash flows <sup>1</sup> £m	Less than 1 year £m	1–2 years £m	2–5 years £m	Greater than 5 years £m
<b>31 December 2012</b>						
<b>Non-derivative financial assets</b>						
Non-interest bearing	205.2	205.2	203.5	0.2	–	1.5
Fixed interest rate instruments	18.6	46.6	1.1	1.1	7.5	36.9
	223.8	251.8	204.6	1.3	7.5	38.4
<b>Derivative financial assets</b>						
Derivative financial instruments in designated hedge accounting relationships	–	–	–	–	–	–
	223.8	251.8	204.6	1.3	7.5	38.4
<b>31 December 2011</b>						
<b>Non-derivative financial assets</b>						
Non-interest bearing	231.9	231.9	231.9	–	–	–
	231.9	231.9	231.9	–	–	–
<b>Derivative financial assets</b>						
Derivative financial instruments in designated hedge accounting relationships	2.0	2.0	0.7	1.3	–	–
	233.9	233.9	232.6	1.3	–	–

<sup>1</sup> Under IFRS 7 contractual cash flows are undiscounted and therefore may not agree with the carrying amounts in the Consolidated Statement of Financial Position.

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

31 December 2012	Carrying amount £m	Contractual cash flows <sup>1</sup> £m	Less than 1 year £m	1–2 years £m	2–5 years £m	Greater than 5 years £m
<b>Non-derivative financial liabilities</b>						
Variable interest rate instruments	377.8	380.9	380.9	–	–	–
Fixed interest rate instruments	448.5	576.0	19.4	19.4	265.4	271.8
Trade and other payables	201.8	201.8	198.2	3.6	–	–
Deferred consideration	4.1	4.1	4.1	–	–	–
Contingent consideration	7.6	7.6	1.7	5.4	0.5	–
	1,039.8	1,170.4	604.3	28.4	265.9	271.8
<b>Derivative financial liability</b>						
Derivative financial instruments in designated hedge accounting relationships	–	–	–	–	–	–
	1,039.8	1,170.4	604.3	28.4	265.9	271.8

<sup>1</sup> Under IFRS 7 contractual cash flows are undiscounted and therefore may not agree with the carrying amounts in the Consolidated Statement of Financial Position.

31 December 2011	Carrying amount £m	Contractual cash flows <sup>1</sup> £m	Less than 1 year £m	1–2 years £m	2–5 years £m	Greater than 5 years £m
<b>Non-derivative financial liabilities</b>						
Variable interest rate instruments	228.4	231.2	2.5	–	228.7	–
Fixed interest rate instruments	580.6	735.1	20.2	20.2	244.2	450.5
Trade and other payables	206.2	206.2	199.1	7.1	–	–
Deferred consideration	7.8	7.8	5.0	2.8	–	–
Contingent consideration	14.8	14.9	5.5	8.3	1.1	–
	1,037.8	1,195.2	232.3	38.4	474.0	450.5
<b>Derivative financial liability</b>						
Derivative financial instruments in designated hedge accounting relationships	5.1	5.5	5.5	–	–	–
	1,042.9	1,200.7	237.8	38.4	474.0	450.5

<sup>1</sup> Under IFRS 7 contractual cash flows are undiscounted and therefore may not agree with the carrying amounts in the Consolidated Statement of Financial Position.

The Group draws down on its bank borrowing facilities at floating rates of interest. In 2011, a portion of those were then swapped to fixed rates in line with the Group treasury policy. The swaps with principal amount of £114.8m all matured in 2012.

Interest payments of £5.5m on these borrowing facilities were included in the contractual cash flows of the designated financial instruments and were all due in 2012.



Notes to the Consolidated Financial Statements CONTINUED

**31 FINANCIAL INSTRUMENTS** continued

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

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

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

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

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the financial statements approximate to their fair values due to the short maturity of the instruments or because they bear interest at rates approximate to the market.

	Notes	Carrying amount 2012 £m	Estimated fair value 2012 £m	Carrying amount 2011 £m	Estimated fair value 2011 £m
<b>Financial assets</b>					
Loans and receivables					
Trade receivables	24	169.0	169.0	196.4	196.4
Other receivables	24	30.9	30.9	10.5	10.5
Cash and cash equivalents	25	23.9	23.9	25.0	25.0
<b>Financial liabilities</b>					
Amortised Cost					
Bank overdraft	30	0.6	0.6	0.2	0.2
Bank borrowings	30	377.2	377.2	341.8	341.8
Private placement loan notes	30	448.5	448.5	467.0	467.0
Trade payables	26	40.6	40.6	31.7	31.7
Accruals	26	127.4	127.4	137.3	137.3
Other payables	26	33.8	33.8	37.2	37.2
Deferred consideration	26	4.1	4.1	7.8	7.8
Contingent consideration	28	7.6	7.6	14.8	14.8



**(i) Fair value measurements recognised in the Consolidated Statement of Financial Position**

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

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Level 1 2012 £m	Level 2 2012 £m	Level 3 2012 £m	Total 2012 £m
<b>Financial assets</b>				
Derivative financial instruments in designated hedge accounting relationships	–	–	–	–
<b>Financial liabilities</b>				
Derivative financial instruments in designated hedge accounting relationships	–	–	–	–
	Level 1 2011 £m	Level 2 2011 £m	Level 3 2011 £m	Total 2011 £m
<b>Financial assets</b>				
Derivative financial instruments in designated hedge accounting relationships	–	2.0	–	2.0
<b>Financial liabilities</b>				
Derivative financial instruments in designated hedge accounting relationships	–	5.1	–	5.1

**32 SHARE CAPITAL**

	2012 £m	2011 £m
<b>Authorised</b>		
202,500,000,000 ordinary shares of 0.1p each (2011: 202,500,000,000 of 0.1p each)	202.5	202.5
	2012 £m	2011 £m
<b>Issued and fully paid</b>		
602,707,165 ordinary shares of 0.1p each (2011: 601,202,853 of 0.1p each)	0.6	0.6
	Number of shares	£m
At 31 December 2011	601,202,853	0.6
Issued in respect of share option schemes and other entitlements	1,504,312	–
At 31 December 2012	602,707,165	0.6

**Share options**

As at 31 December 2012, there were no outstanding share options.



### 33 CAPITAL AND RESERVES

This note provides further explanation for the "Other reserves" listed in the Consolidated Statement of Changes in Equity.

	Reserve for shares to be issued £m	Merger reserve £m	Other reserve £m	ESOP Trust shares £m	Hedging reserve £m	Translation reserve £m	Total £m
<b>At 1 January 2011</b>	4.8	496.4	(1,718.6)	(0.4)	(9.9)	49.3	(1,178.4)
Decrease in fair value of cash flow hedges	–	–	–	–	11.6	–	11.6
Loss on translation of foreign operations	–	–	–	–	–	(13.1)	(13.1)
Tax relating to components of other comprehensive income (Note 29)	–	–	–	–	(4.7)	–	(4.7)
<b>Total comprehensive income/ (expense) for the year</b>	–	–	–	–	6.9	(13.1)	(6.2)
Share award expense	3.0	–	–	–	–	–	3.0
Own shares purchased	–	–	–	(0.1)	–	–	(0.1)
Transfer of vested LTIPs	(1.6)	–	–	0.3	–	–	(1.3)
<b>At 1 January 2012</b>	6.2	496.4	(1,718.6)	(0.2)	(3.0)	36.2	(1,183.0)
Decrease in fair value of cash flow hedges	–	–	–	–	4.3	–	4.3
Loss on translation of foreign operations	–	–	–	–	–	(42.3)	(42.3)
Tax relating to components of other comprehensive income (Note 29)	–	–	–	–	(1.3)	–	(1.3)
<b>Total comprehensive income for the year</b>	–	–	–	–	3.0	(42.3)	(39.3)
Share award expense	3.8	–	–	–	–	–	3.8
Own shares purchased	–	–	–	(0.1)	–	–	(0.1)
Transfer of vested LTIPs	(4.1)	–	–	–	–	–	(4.1)
<b>At 31 December 2012</b>	5.9	496.4	(1,718.6)	(0.3)	–	(6.1)	(1,222.7)

#### Reserve for shares to be issued

This reserve relates to share options granted to employees under the employee share option plan. Further information about share-based payments to employees is set out in Note 10.

#### Merger reserve

The merger reserve has not changed since 2004, when it was created from the business combination with Taylor & Francis Group plc.

#### Other reserve

Other reserve includes the inversion accounting reserve of £1,641.8m, which was created from the new equity structure in June 2009. It also includes a redemption reserve, which is the reserve fund into which profits are allocated for the purpose of redeeming or buying back shares in the Company.

### ESOP Trust shares

As at 31 December 2012 the Informa Employee Share Trust held 108,422 (2011: 70,348) ordinary shares in the Company at a cost of £108 (2011: £70) and a market value of £0.5m (2011: £0.2m). 41,660 shares (2011: 46,527) held by the Employee Share Trust have not been allocated to individuals and the remaining shares have been allocated to individuals in accordance with the Deferred Share Bonus Plan as set out in the Directors' Remuneration Report on page 56. Dividends on the shares held by the Employee Share Trust are waived.

At 31 December 2012 the Group held 0.0% (2011: 0.0%) of its own called up share capital.

### Hedging reserve

The hedging reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments related to hedged transactions that have not yet occurred.

### Translation reserve

The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations, as well as from the translation of liabilities that hedge the Company's net investment in a foreign subsidiary.

## 34 NON-CONTROLLING INTEREST

The Group's non-controlling interest at 31 December 2012 was composed entirely of equity interests and represents the minority shares of Agra CEAS Consulting Limited (18.2%) and Bureau European de Recherches SA (18.2%).

The Group disposed of its share in China Medical Data Services Limited (49.9%) and its wholly owned subsidiary Asia Gateway Healthcare Information Technology (Beijing) Co., Ltd during the year. Further information is disclosed in Note 20.

The Group's non-controlling interest at 31 December 2011 was composed entirely of equity interests and represents the minority shares of Agra CEAS Consulting Limited (18.2%), Bureau European de Recherches SA (18.2%), China Medical Data Services Limited (49.9%) and its wholly owned subsidiary Asia Gateway Healthcare Information Technology (Beijing) Co., Ltd.

## 35 OPERATING LEASE ARRANGEMENTS

	2012 £m	2011 £m
Minimum lease payments under operating leases recognised in Consolidated Income Statement for the year	22.3	26.0

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

	2012		2011	
	Land and buildings £m	Other £m	Land and buildings £m	Other £m
Within one year	24.5	0.8	22.4	1.1
Within two to five years	52.3	0.7	51.8	1.1
After five years	24.7	–	23.9	–
	101.5	1.5	98.1	2.2

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



### 36 NOTES TO THE CASH FLOW STATEMENT

	Notes	2012 £m	2011 £m
Profit before tax		67.0	88.6
Adjustments for:			
Depreciation of property and equipment	21	7.0	6.7
Amortisation of other intangible assets	17	148.9	151.0
Share-based payment	10	3.8	3.0
Subsequent re-measurement of contingent consideration	2	(1.6)	(2.9)
Loss/(profit) on disposal of businesses	20	27.5	(0.1)
Fair value gain on non-controlling interest	2	(1.0)	–
Loss on disposal of property and equipment		–	0.3
(Profit)/loss on disposal of software		(0.2)	0.3
Finance costs	11	41.4	47.6
Investment income	12	(10.5)	(5.8)
Impairment	2	81.3	54.3
(Increase)/decrease in inventories		(2.6)	0.2
Decrease/(increase) in receivables		22.3	(0.9)
Decrease in payables		(41.8)	(26.7)
Cash generated by operations		341.5	315.6

#### Analysis of net debt

	At 1 January 2012 £m	Non-cash items £m	Cash flow £m	Exchange movement £m	At 31 December 2012 £m
Cash at bank and in hand	25.0	–	0.6	(1.7)	23.9
Bank overdraft	(0.2)	–	(0.4)	–	(0.6)
Cash and cash equivalents	24.8	–	0.2	(1.7)	23.3
Bank loans due in less than one year	(1.9)	–	1.7	0.2	–
Bank loans due in more than one year	(339.9)	(0.8)	(45.6)	9.1	(377.2)
Private placement loan notes due in more than one year	(467.0)	(0.3)	–	18.8	(448.5)
	(784.0)	(1.1)	(43.7)	26.4	(802.4)

Included within the cash flow movement of £43.7m is £44.0m (2011: £368.3m) of repayment of borrowings and £80.0m (2011: £366.4m) of loans drawn down.

The net movement caused by non-cash items arises from arrangement fee amortisation of £1.1m (2011: £2.7m).

### 37 RETIREMENT BENEFIT SCHEMES

The Group operates three defined benefit pension schemes, the Informa Final Salary Scheme, the Taylor & Francis Group Pension and Life Assurance Scheme and the Achieve Learning (UK) Pension and Benefits Scheme (the "Group Schemes") for all qualifying UK employees providing benefits based on final pensionable pay. Contributions are determined by a qualified actuary on the basis of triennial valuations using the projected unit method.

#### Charge to operating profit

The charge to operating profit for the year in respect of pensions was £9.3m (2011: £9.1m). The net pension charge for the defined benefit schemes in the Consolidated Income Statement for the year was £0.8m (2011: £0.3m), of which £nil (2011: £0.3m) was charged to operating profit. The Group also operates defined contribution schemes, and contributions charged to the Consolidated Income Statement during the year were £9.3m (2011: £8.8m).

#### Defined benefit schemes

##### Informa Final Salary Scheme

The latest full actuarial valuation of the Informa Final Salary Scheme was carried out at 31 March 2011. An actuarial valuation was carried out for IAS 19 purposes as at 31 December 2012 by a qualified independent actuary. The Scheme was closed to new entrants on 1 April 2000 and closed to future accrual on 1 April 2011. The Group's contribution over the year was £2.9m. The Employer expects to pay £4.0m to the Scheme during the accounting year beginning 1 January 2013 in respect of the deficit payments. The market value of the scheme's assets as at 31 December 2012 was £55.8m which represented 84% of the benefits (valued on an IAS 19 basis) that had accrued to members, after allowing for expected future increases in earnings.

The assumptions which have the most significant effect on the results of the IAS 19 valuation are those relating to the discount rate, rate of return on investments and the rates of increase in salaries, price inflation and pensions. The assumptions adopted are:

	2012	2011
Discount rate	4.4% p.a.	4.9% p.a.
Rate of return on investments	6.1% p.a.	4.4% p.a.
Rate of price inflation pre-retirement	2.4% p.a.	1.8% p.a.
Rate of increase in pensions in payment – non pensioners	3.8% p.a.	3.7% p.a.
Rate of increase in pensions in payment – pensioners	2.9% p.a.	2.8% p.a.
Rate of increase in salaries	4.1% p.a.	4.3% p.a.

The sensitivities regarding the principal assumptions used to measure the Informa Final Salary Scheme liabilities are set out below:

Assumption	Change in assumption	Impact on scheme liabilities
Discount rate	Increase/decrease by 0.1%	Decrease/increase by £1.5m
Rate of price inflation pre-retirement	Increase/decrease by 0.25%	Increase/decrease by £3.0m
Rate of increase in salaries	Increase/decrease by 0.25%	Increase/decrease by £0.6m
Rate of mortality	Increase/decrease by 1 year	Increase/decrease by £1.7m

##### Taylor & Francis Group Pension and Life Assurance Scheme

The latest full actuarial valuation of the Taylor & Francis Group Pension and Life Assurance Scheme was carried out at 30 September 2011. An actuarial valuation was carried out for IAS 19 purposes as at 31 December 2012 by a qualified independent actuary. The Scheme was closed to new entrants on 1 April 2000 and closed to future accrual on 1 April 2011. The Group's contribution over the year was £0.8m. The Employer expects to pay £0.3m to the scheme during the accounting year beginning 1 January 2013 in respect of the deficit. The market value of the scheme's assets as at 31 December 2012 was £19.8m which represented 94% of the benefits (valued on an IAS 19 basis) that had accrued to members, after allowing for expected future increases in earnings.



Notes to the Consolidated Financial Statements CONTINUED

**37 RETIREMENT BENEFIT SCHEMES**

**Defined benefit schemes** continued

The assumptions which have the most significant effect on the results of the IAS 19 valuation are those relating to the discount rate, rate of return on investments and the rates of increase in salaries, price inflation and pensions. The assumptions adopted are:

	2012	2011
Discount rate	4.4% p.a.	4.9% p.a.
Rate of return on investments	5.0% p.a.	4.6% p.a.
Rate of price inflation pre-retirement	2.4% p.a.	1.8% p.a.
Rate of increase in pensions in payment – non pensioners	3.8% p.a.	3.7% p.a.
Rate of increase in pensions in payment – pensioners	2.9% p.a.	2.8% p.a.
Rate of increase in salaries	4.1% p.a.	4.3% p.a.

The sensitivities regarding the principal assumptions used to measure the Taylor & Francis Group Pension and Life Assurance Scheme liabilities are set out below:

Assumption	Change in assumption	Impact on scheme liabilities
Discount rate	Increase/decrease by 0.1%	Decrease/increase by £0.4m
Rate of price inflation pre-retirement	Increase/decrease by 0.25%	Increase/decrease by £0.7m
Rate of increase in salaries	Increase/decrease by 0.25%	Increase/decrease by £0.1m
Rate of mortality	Increase/decrease by 1 year	Increase/decrease by £0.5m

**Achieve Learning (UK) Pension & Benefits Scheme**

The latest full actuarial valuation of the Achieve Learning (UK) Pension & Benefits Scheme was carried out at 31 December 2009. The results have been updated to 31 December 2012 by a qualified independent actuary. The scheme was closed to future accrual of pensions at the time of the acquisition of IIR Holdings Limited in 2005. The Group's contribution over the year was £150,000. The Employer expects to pay £150,000 to the scheme during the accounting year beginning 1 January 2013 in respect of the deficit. The market value of the scheme's assets as at 31 December 2012 was £6.2m which represented 98% of the benefits (valued on an IAS 19 basis) that had accrued to members, after allowing for expected future increases in inflation.

The assumptions which have the most significant effect on the results of the IAS 19 valuation are those relating to the discount rate, rate of return on investments and the rates of increase in price inflation and pensions. The assumptions adopted are:

	2012	2011
Discount rate	4.4% p.a.	4.9% p.a.
Rate of return on investments	6.5% p.a.	5.3% p.a.
Rate of price inflation pre-retirement	2.4% p.a.	1.8% p.a.
Rate of increase in pensions in payment – non pensioners	3.8% p.a.	3.7% p.a.
Rate of increase in pensions in payment – pensioners	2.9% p.a.	2.8% p.a.
Rate of increase in salaries	n/a	n/a

The sensitivities regarding the principal assumptions used to measure the Achieve Learning (UK) Pension & Benefits Scheme liabilities are set out below:

Assumption	Change in assumption	Impact on scheme liabilities
Discount rate	Increase/decrease by 0.1%	Decrease/increase by £0.1m
Rate of price inflation pre-retirement	Increase/decrease by 0.25%	Increase/decrease by £0.3m
Rate of mortality	Increase/decrease by 1 year	Increase/decrease by £0.1m

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

	2012 £m	2011 £m
<b>Analysis of the amount charged to operating profit</b>		
Current service cost	–	(0.3)
Total operating charge	–	(0.3)
<b>Analysis of finance (cost)/income</b>		
Expected return on pension scheme assets	3.4	4.4
Interest cost on pension scheme liabilities	(4.2)	(4.3)
Net finance (cost)/income	(0.8)	0.1

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

	2012 £m	2011 £m
<b>Analysis of amount recognised in the Consolidated Statement of Comprehensive Income</b>		
Actual return less expected return on scheme assets	2.8	(5.8)
Experience (loss)/gain	(0.4)	1.5
Change in actuarial assumptions	(10.9)	(0.8)
Actuarial loss	(8.5)	(5.1)
<b>Movement in deficit during the year</b>		
Deficit in Scheme at beginning of the year	(12.1)	(10.5)
Current service cost	–	(0.3)
Contributions	3.9	3.7
Other net finance (cost)/income	(0.8)	0.1
Actuarial loss	(8.5)	(5.1)
Deficit in Scheme at end of the year	(17.5)	(12.1)



Notes to the Consolidated Financial Statements CONTINUED

**37 RETIREMENT BENEFIT SCHEMES**

**Defined benefit schemes** continued

The amounts recognised in the Consolidated Statement of Financial Position in respect of the Group Schemes are as follows:

	<b>2012 £m</b>	<b>2011 £m</b>
Present value of defined benefit obligations	(99.3)	(85.8)
Fair value of Scheme assets	81.8	73.7
Deficit in Scheme and liability recognised in the Consolidated Statement of Financial Position	(17.5)	(12.1)

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

	<b>2012 £m</b>	<b>2011 £m</b>
Opening defined benefit obligation	(85.8)	(83.6)
Service cost	–	(0.3)
Interest cost	(4.2)	(4.3)
Benefits paid	2.0	1.7
Actuarial gains and losses	(11.3)	0.7
Closing defined benefit obligation	(99.3)	(85.8)

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

	<b>2012 £m</b>	<b>2011 £m</b>
Opening fair value of Scheme assets	73.7	73.1
Expected return on Scheme assets	3.4	4.4
Actuarial gains and losses	2.8	(5.8)
Contributions from the sponsoring companies	3.9	3.7
Benefits paid	(2.0)	(1.7)
Closing fair value of Scheme assets	81.8	73.7



The assets of the Taylor & Francis Group Pension and Life Assurance Scheme are held in managed funds and cash funds operated by Zurich Assurance Ltd and Legal & General. The assets of the Informa Final Salary Scheme are held in managed funds and cash funds operated by Skandia Investment Management. The assets of the Achieve Learning (UK) Pension and Benefits Scheme are managed by Schroder Investment Management Ltd. The fair value of the assets held and the expected rates of return assumed are as follows:

	Expected rate of return year commencing 31 December 2012 %	Fair value at 31 December 2012 £m	Expected rate of return year commencing 31 December 2011 %	Fair value at 31 December 2011 £m
<b>Equities</b>				
Achieve Learning	7.5	4.9	6.0	4.5
Taylor & Francis	7.5	6.9	6.0	8.8
Informa	7.5	31.2	6.0	29.8
<b>Bonds</b>				
Achieve Learning	3.5	0.9	3.8	0.8
Taylor & Francis	3.4	6.0	3.8	5.4
Informa	2.8	7.8	3.0	7.5
<b>Cash</b>				
Achieve Learning	0.5	0.4	0.5	0.4
Taylor & Francis	0.5	3.1	0.5	2.6
Informa	0.5	4.7	0.5	10.6
<b>Property</b>				
Achieve Learning	6.0	–	6.0	–
Taylor & Francis	6.0	1.2	6.0	1.2
Informa	6.0	2.1	6.0	2.1
<b>Diversified Growth Fund</b>				
Achieve Learning	7.0	–	–	–
Taylor & Francis	7.0	2.6	–	–
Informa	7.0	10.0	–	–
		81.8		73.7

The expected return on assets assumptions are derived by considering the expected long-term rates of return on plan investments. The overall rate of return is a weighted average rate of return of each asset class. The long-term rates of return on equities and property are derived from considering current long-term fixed interest government bond rates with the addition of an appropriate future risk premium. The long-term rates of return on bonds and cash investments are set in line with market yields currently available.

The Group Schemes' assets do not include any of the Group's own financial instruments, nor any property occupied by, or other assets used by, the Group.



### 37 RETIREMENT BENEFIT SCHEMES

#### Defined benefit schemes continued

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

	2012 £m	2011 £m	2010 £m	2009 £m	2008 £m
Present value of defined benefit obligations	(99.3)	(85.8)	(83.6)	(74.7)	(63.0)
Fair value of Scheme assets	81.8	73.7	73.1	63.4	52.7
Deficit in the Scheme and liability recognised in Consolidated Statement of Financial Position	(17.5)	(12.1)	(10.5)	(11.3)	(10.3)
Related deferred tax assets	4.0	3.0	2.8	3.1	2.8
Deficit net of deferred tax assets	(13.5)	(9.1)	(7.7)	(8.2)	(7.5)
<b>Experience adjustments on Scheme liabilities:</b>					
Amount (£m)	(0.4)	1.3	2.2	0.5	(0.1)
Percentage of Scheme liabilities (%)	(0.4)	1.6	2.6	0.7	(0.2)
<b>Experience adjustments on Scheme assets:</b>					
Amount (£m)	2.8	(5.8)	3.6	6.8	(11.2)
Percentage of Scheme assets (%)	3.5	(7.8)	4.9	10.7	(21.2)

Following the completion of the triennial valuations of the main defined benefit schemes, a revised deficit funding plan has been agreed with the trustees to eliminate the deficits in the three schemes. The contributions for the ongoing service will be £nil in 2013 as all three schemes are closed to future accrual of benefits. In addition, the contributions paid towards reducing the scheme deficits will increase from £3.9m in 2012 to £4.5m in 2013 and decrease to £3.2m in 2014.

### 38 RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note. The transactions between the Group and its joint ventures are disclosed below. The following transactions and arrangements are those which are considered to have had a material effect on the financial performance and position of the Group for the period.

#### Transactions with Directors

There were no material transactions with Directors of the Company during the year, except for those relating to remuneration and shareholdings. For the purposes of IAS 24, *Related Party Disclosures*, Executives below the level of the Company's Board are not regarded as related parties.

Further information about the remuneration of individual Directors is provided in the audited part of the Directors' Remuneration Report on pages 59 to 61 and Note 9.

#### Transactions with joint ventures

During the period the Group received revenue of £1.8m (2011: £2.4m) from Lloyd's Maritime Information Services Limited, a joint venture.

During the period the Group received revenue of £0.5m (2011: £nil) from SIAL Brasil Feiras Professionals LTDA, a joint venture.

#### Other related party disclosures

At 31 December 2012, the Group has guaranteed the total pension scheme liability of £17.5m (2011: £12.1m).

### 39 EVENTS AFTER THE REPORTING DATE

On 5 February 2013, the Group was awarded a 30-year licence to manage Agrishow in Brazil, the largest agrifoods event in Latin America.

# Independent Auditor's Report

to the Members of Informa plc

We have audited the financial statements (the "financial statements") of Informa plc for the year ended 31 December 2012 which comprise the Company Balance Sheet and the related notes 1 to 10. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Article 113A of the Companies (Jersey) Law 1991. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

## RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As explained more fully in the Statement of Directors' Responsibilities, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

## SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the group's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

## OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2012;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been properly prepared in accordance with the Companies (Jersey) Law 1991.

## MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following:

Under the Companies (Jersey) Law 1991 we are required to report to you if, in our opinion:

- proper accounting records have not been kept by the Company, or proper returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.

**Ian Waller**

for and on behalf of Deloitte LLP  
Chartered Accountants and Recognized Auditor  
London, UK

21 February 2013



# Company Balance Sheet

As at 31 December 2012

	Notes	2012 £m	2011 £m
<b>Fixed assets</b>			
Investment in subsidiary undertakings	3	2,123.7	2,002.6
Property and equipment	4	–	0.1
		2,123.7	2,002.7
<b>Current assets</b>			
Debtors due within one year	5	18.3	6.7
Cash at bank and in hand		0.4	0.4
		18.7	7.1
Creditors: amounts falling due within one year	6	(27.4)	(15.1)
<b>Net current liabilities</b>		(8.7)	(8.0)
<b>Net assets</b>		2,115.0	1,994.7
<b>Capital and reserves</b>			
Called up share capital	7	0.6	0.6
Share premium account	8	2.1	1.6
Reserve for shares to be issued	8	7.5	5.6
ESOP Trust shares	8	(0.3)	(0.2)
Profit and loss account	8	2,105.1	1,987.1
<b>Equity shareholders' funds</b>	8	2,115.0	1,994.7

These financial statements were approved by the Board of Directors on 21 February 2013 and were signed on its behalf by:

**Peter Rigby**  
Chief Executive

**Adam Walker**  
Finance Director

# Notes to the Company Financial Statements

For the year ended 31 December 2012

## 1 CORPORATE INFORMATION

Informa plc (the "Company") was incorporated under Jersey Company Law on 11 March 2009, as a public company limited by shares with the name Informa Limited and changed its name on 29 April 2009 to Informa plc. The principal legislation under which the Company operates is the Companies (Jersey) Law 1991 and regulations made there under, although the Company is domiciled in Switzerland and therefore operates under Swiss tax laws.

### Principal activity and business review

Informa plc is the parent company of the Informa Group (the "Group") and its principal activity is to act as the ultimate holding company of the Group.

The shares of the Company are listed on the London Stock Exchange and trading in these shares commenced on 30 June 2009.

## 2 ACCOUNTING POLICIES

### Basis of accounting

The Company's financial statements have been prepared on a going concern basis (for further analysis – refer to Directors' Report on page 42) and under the historical cost convention and in accordance with the Companies (Jersey) Law 1991 and United Kingdom Generally Accepted Accounting Practice ("UK GAAP").

The Company's financial statements are presented in pounds sterling being the Company's functional currency.

The Directors' Report, Corporate Governance Statement and Directors' Remuneration Report disclosures are on pages 39 to 61 of this report.

### Profit and loss account

Pursuant to Article 105 of the Companies (Jersey) Law 1991, the Company's revenue for the period is £nil (2011: £nil), profit before tax for the year is £122.9m (2011: £11.9m) and profit after tax for the year is £122.8m (2011: £11.8m).

### Cash flow statement

The Company's results for the year ended 31 December 2012 are included in the consolidated financial statements of Informa plc, which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (Revised 1996) *Cash Flow Statements*.

### Related party transactions

The Company has taken advantage of the exemption in FRS 8 *Related Party Disclosures*, that transactions with wholly owned subsidiaries, do not need to be disclosed.

### Financial instruments

The Informa plc consolidated financial statements contain financial instrument disclosures required by IFRS 7 *Financial Instruments: Disclosures* and these would also comply with the disclosures required by FRS 29 *Financial Instruments: Disclosures*. Accordingly, the Company has taken advantage of the exemptions provided in paragraph 2D of FRS 29 not to present separate financial instrument disclosures for the Company.

### Investments in subsidiaries

Investments held as fixed assets are stated at cost less any provision for impairment. Where the recoverable amount of the investment is less than the carrying amount, an impairment is recognised.

### ESOP Trust shares

Own shares deducted in arriving at shareholders' funds represent the cost of the Company's ordinary shares acquired by the Employee Share Option Plan ("ESOP") trusts in connection within certain of the Company's employee share schemes.

### Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible (with a maturity of three months or less) to a known amount of cash and are subject to an insignificant risk of changes in value.

### Property and equipment

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

Equipment, fixtures and fittings	3 – 5 years
----------------------------------	-------------

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



Notes to the Company Financial Statements CONTINUED

**2 ACCOUNTING POLICIES** continued

**Share-based payments**

The Company issues equity settled share-based payments to certain employees. A fair value for the equity settled share awards is measured at the date of grant. The fair value is measured using the Binomial or Monte Carlo model of valuation, which are considered to be the most appropriate valuation techniques. The valuation takes into account factors such as non-transferability, exercise restrictions and behavioural considerations. To assign a fair value to share awards granted under the Share Matching Plan where the proportion of the award released is dependent on the level of total shareholder return, the Monte Carlo Simulation methodology is considered the most appropriate.

In terms of FRS 20 *Share-based payment*, where a parent grants rights to its equity instruments to employees of a subsidiary, and such share-based compensation is accounted for as equity-settled in the consolidated financial statements of the parent, the subsidiary is required to record an expense for such compensation, with a corresponding increase recognised in equity as a contribution from the parent. Consequently, in accordance with UITF 44 FRS 20 (IFRS 2) – *Group and Treasury Transactions* the Company has recognised an addition to fixed asset investments of the aggregate amount of these contributions that have accrued in the period with a corresponding credit to equity shareholders' funds.

**Foreign currencies**

Foreign currency transactions arising from operating activities are translated from local currency into pounds sterling at the exchange rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year-end are translated at the period end exchange rate. Foreign currency gains or losses are credited or charged to the Profit and Loss account as they arise.

**Interest income**

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

**Interest expense**

Finance costs of debts are capitalised against the debt value on first drawdown of the debt and are recognised in the Profit and Loss account at a constant rate over the life of the debt.

**3 INVESTMENT IN SUBSIDIARY UNDERTAKINGS**

	£m
At 1 January 2012	2,002.6
Additions	121.1
At 31 December 2012	2,123.7

On 18 December 2012, the Company subscribed for 120,000,000 ordinary shares of £1 each in Informa Group Holdings Limited, a subsidiary undertaking, for total consideration of £120.0m.

The remaining addition of £1.1m relates to the fair value of the share incentives issued to employees of subsidiary undertakings during the year, in accordance with UITF 44 FRS 20 (IFRS 2) – *Group and Treasury Transactions*.

The listing below shows the subsidiary undertakings as at 31 December 2012 which affected the profit or net assets of the Company:

Company	Country of registration and operation	Principal activity	Ordinary shares held
Informa Group Holdings Limited	England and Wales	Holding company	100%
Informa International Holdings Limited	Bermuda	Holding company	55%
IIR Hungary Limited	Bermuda	Non trading company	55%
Informa IP LLC	USA	Business information	100%
Informa Finance GmbH	Switzerland	Finance	100%
Informa IP GmbH	Switzerland	Business information	100%

The proportion of voting power held is the same as the proportion of ownership interest.

#### 4 PROPERTY AND EQUIPMENT

	Equipment, fixtures and fittings £m
<b>Cost</b>	
At 1 January 2012	0.1
Additions	–
At 31 December 2012	0.1
<b>Depreciation</b>	
At 1 January 2012	–
Charge for the year	(0.1)
At 31 December 2012	(0.1)
<b>Carrying amount</b>	
At 31 December 2012	–
At 31 December 2011	0.1

#### 5 DEBTORS DUE WITHIN ONE YEAR

	2012 £m	2011 £m
Amounts owed from group undertakings	18.0	6.4
Other debtors and prepayments	0.3	0.3
	18.3	6.7

#### 6 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2012 £m	2011 £m
Amounts owed to group undertakings	24.8	12.5
Other creditors and accruals	2.6	2.6
	27.4	15.1

Amounts owed to group undertakings falling due within one year are unsecured, interest bearing and repayable on demand.

#### 7 SHARE CAPITAL

	2012 £m	2011 £m
<b>Authorised</b>		
202,500,000,000 ordinary shares of 0.1p each (2011: 202,500,000,000 ordinary shares of 0.1p each)	202.5	202.5
<b>Issued and fully paid</b>		
602,707,165 ordinary shares of 0.1p each (2011: 601,202,853 ordinary shares of 0.1p each)	0.6	0.6
	<b>Number of shares</b>	<b>£m</b>
At 31 December 2011	601,202,853	0.6
Issued in respect of share option schemes and other entitlements	1,504,312	–
At 31 December 2012	602,707,165	0.6



## 8 CAPITAL AND RESERVES

	Share capital £m	Share premium account £m	Reserve for shares to be issued £m	ESOP Trust shares £m	Profit and loss account £m	Total £m
<b>At 1 January 2011</b>	0.6	1.3	2.6	(0.4)	1,984.1	1,988.2
Options exercised	–	0.3	–	–	–	0.3
Share-based payment charge	–	–	3.0	–	–	3.0
Transfer of vested LTIPs	–	–	–	0.3	–	0.3
Own shares purchased	–	–	–	(0.1)	–	(0.1)
Own shares sold	–	–	–	–	0.6	0.6
Profit for the year	–	–	–	–	11.8	11.8
Dividend paid	–	–	–	–	(9.4)	(9.4)
<b>At 1 January 2012</b>	0.6	1.6	5.6	(0.2)	1,987.1	1,994.7
Options exercised	–	0.5	–	–	–	0.5
Share-based payment charge	–	–	3.8	–	–	3.8
Transfer of vested LTIPs	–	–	(1.9)	–	3.0	1.1
Own shares purchased	–	–	–	(0.1)	–	(0.1)
Profit for the year	–	–	–	–	122.8	122.8
Dividend paid	–	–	–	–	(7.8)	(7.8)
<b>At 31 December 2012</b>	0.6	2.1	7.5	(0.3)	2,105.1	2,115.0

As at 31 December 2012 the Informa Employee Share Trust held 108,422 (2011: 70,348) ordinary shares in the Company at a cost of £108 (2011: £70) and a market value of £0.5m (2011: £0.2m). 41,660 shares (2011: 46,527) held by the Employee Share Trust have not been allocated to individuals and the remaining shares have been allocated to individuals in accordance with the Deferred Share Bonus Plan as set out in the Directors' Remuneration Report on page 56. Dividends on the shares held by the Employee Share Trust are waived.

During the year equity dividends of £7.8m (2011: £9.4m) were paid by the Company to those shareholders who did not elect to receive dividends under the Dividend Access Plan ("DAP") arrangements. In total, dividends of £107.3m (2011: £87.2m) were paid in the period of which £99.5m (2011: £77.8m) were paid by Informa DAP Limited under the DAP arrangements. Further details of the proposed dividend and DAP arrangements are given in Note 14 to the Group financial statements.

## 9 SHARE-BASED PAYMENTS

Details of the share-based payments are disclosed in the Group financial statements (Note 10).

## 10 POST BALANCE SHEET EVENTS

There have been no significant events since the reporting date.



# Five Year Summary

	2012 £m	2011 £m	2010 £m	2009 £m	2008 £m
<b>Results</b>					
Revenue	1,232.5	1,275.3	1,226.5	1,221.7	1,278.0
Adjusted operating profit	349.7	336.2	313.2	309.5	305.8
Statutory operating profit	124.4	130.3	164.0	145.7	164.6
Statutory profit before tax	67.0	88.6	125.0	96.5	109.0
Profit attributable to equity holders of Informa plc	90.7	75.4	98.9	105.6	84.9
<b>Assets employed</b>					
Non-current assets	2,640.9	2,755.6	2,820.9	2,859.1	3,123.5
Current assets	293.2	320.1	299.5	279.6	337.7
Non-current liabilities	(1,016.4)	(1,003.0)	(867.8)	(1,152.6)	(1,592.9)
Current liabilities	(594.1)	(692.3)	(851.7)	(656.6)	(795.3)
Net assets	1,323.6	1,380.4	1,400.9	1,329.5	1,073.0
<b>Financed by</b>					
Equity	1,323.6	1,382.1	1,400.9	1,328.6	1,071.8
Non-controlling interest	–	(1.7)	–	0.9	1.2
	1,323.6	1,380.4	1,400.9	1,329.5	1,073.0
<b>Key statistics (in pence)</b>					
Earnings per share	15.1	12.5	16.5	18.8	16.8
Diluted earnings per share	15.0	12.5	16.5	18.8	16.8
Adjusted earnings per share	40.8	37.9	34.8	34.3	33.9
Adjusted diluted earnings per share	40.7	37.8	34.8	34.3	33.9



# Legal Notices

## **NOTICE CONCERNING FORWARD-LOOKING STATEMENTS**

This Annual Report contains forward looking statements. Although the Group believes that the expectations reflected in such forward looking statements are reasonable, these statements are not guarantees of future performance and are subject to a number of risks and uncertainties and actual results and events could differ materially from those currently being anticipated as reflected in such forward looking statements. The terms “expect”, “should be”, “will be” and similar expressions identify forward looking statements. Factors which may cause future outcomes to differ from those foreseen in forward looking statements include, but are not limited to: general economic conditions and business conditions in Informa’s markets; exchange rate fluctuations, customers’ acceptance of its products and services; the actions of competitors; legislative, fiscal and regulatory developments; changes in law and legal interpretation affecting Informa’s intellectual property rights and internet communications; and the impact of technological change. These forward looking statements speak only as of the date of publication of this Annual Report. Except as required by any applicable law or regulation, the Group expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward looking statements contained in this document to reflect any change in the Group’s expectations or any change in events, conditions or circumstances on which any such statement is based.

The Group warns investors that a number of important factors, including those in this Annual Report, could cause actual results to differ materially from those contained in any forward-looking statements. Such factors include, but are not limited to, those discussed under “Risks and Uncertainties” on pages 28 to 31 of this Annual Report.

## **WEBSITE**

Informa’s website [www.informa.com](http://www.informa.com) gives additional information on the Group. Information made available on the website does not constitute part of this Annual Report.

# Shareholder Information

## REGISTRARS

Informa's registrars are Computershare Investor Services (Jersey) Limited ("Computershare"). The Shareholder Helpline run by Computershare is available between Monday and Friday, 8.30 am to 5.30 pm. The number to call is 0870 707 4040, if you are calling from outside the UK please call: +44 870 707 4040. This helpline deals with various share related queries.

They also offer a free online service which enables you to:

- view and manage all of your shareholdings;
- register for electronic communications;
- buy and sell shares instantly online with the dealing service; and
- deal with other matters such as a change of address, transfer shares or replace a lost certificate.

You can register for the online service quickly and easily by going to [www.investorcentre.co.uk/je](http://www.investorcentre.co.uk/je) and clicking on the 'Register' button. You will be asked for various information including the following:

- the company in which you hold shares or loan notes managed by Computershare;
- shareholder reference;
- your postcode; and
- your current email address.

## GLOBAL PAYMENTS SERVICE

This service provided by Informa's Registrar enables shareholders to have dividend payments paid directly into their bank account in their chosen local currency. To view terms and register for this service, please visit [www.investorcentre.co.uk/je](http://www.investorcentre.co.uk/je).

## DIVIDEND

Informa usually pays a dividend to all shareholders twice each year. Informa operates a Dividend Access Plan which is open to all its shareholders. Those shareholders who hold fewer than 100,000 shares are deemed to consent to receive their dividends from a UK resident Informa company. However if a shareholder holding over 100,000 shares wishes to do so may elect to join the Dividend Access Plan by completing an Election Form. This form is available from Informa's Registrars by calling 0870 707 4040, if you are calling from outside the UK please call: +44 870 707 4040. If you hold over 100,000 shares and do not elect to join the Dividend Access Plan you will receive your dividends from Informa plc which is domiciled in Switzerland.

Alternatively, shareholders can elect to receive shares instead of cash from their dividend allocation through the Dividend Reinvestment Plan ("DRIP").

Shareholders can also arrange for dividends to be paid by mandate directly to a UK bank or building society account through the BACSTEL-IP (Bankers' Automated Clearing Services) system. For the benefit of shareholders resident in any of the eurozone countries, the Company offers the option to receive dividends in euros.

## SHARE DEALING

If shareholders wish to buy or sell any Informa shares, they can do so by calling the Company's stockbrokers, Equiniti Financial Services Limited on 0808 208 4433. Instructions on how to deal will be provided over the phone. The helpline is open 8.00 am to 4.30 pm UK time, Monday to Friday, except Bank Holidays.



## Shareholder Information CONTINUED

**CREST ELECTRONIC PROXY VOTING**

The Company will be accepting proxy votes through the CREST Electronic Proxy Voting system.

**SHAREGIFT**

ShareGift (Registered Charity no. 1052686) is an independent charity which specialises in accepting donations of small numbers of shares which are uneconomic to sell on their own. ShareGift is particularly designed to accept unwanted shares and uses the ultimate proceeds to support a wide range of UK charities. Over £14m has been given by ShareGift so far to over 1,700 different UK charities. Further information about ShareGift can be found on their website, [www.ShareGift.org](http://www.ShareGift.org) or by calling 020 7930 3737.

**ELECTRONIC SHAREHOLDER COMMUNICATION**

As part of Informa's Corporate Social Responsibility programme and in particular our ongoing commitment to reduce our environmental impact, we offer all shareholders the opportunity to elect to register for electronic communications. For further information please visit [www.informa.com/Investor-relations/](http://www.informa.com/Investor-relations/).

**PROTECTING YOUR INVESTMENT FROM SHARE REGISTER FRAUD**

Over the last few years a number of companies have become aware that their shareholders have received unsolicited phone calls or correspondence concerning investment matters. These are typically from brokers who target existing shareholders offering to sell what often turn out to be worthless or high risk shares in US or UK investments. They can be extremely persuasive and very persistent. Shareholders are advised to be very wary of any unsolicited advice, offers to buy shares at a discount or offers of free company reports.

If you receive any unsolicited investment advice:

- Make sure you get the correct name of the person and organisation
- Check that they are properly authorised by the FSA before getting involved. You can check at [www.fsa.gov.uk/registerReport](http://www.fsa.gov.uk/registerReport) the matter to the FSA either by calling 0845 606 1234
- Inform our Registrar on 0870 707 4040

**TIPS ON PROTECTING YOUR SHAREHOLDING**

- Ensure all your certificates are kept in a safe place or hold your shares electronically in CREST via a nominee.
- Keep all correspondence from the Registrars in a safe place, or destroy correspondence by shredding it.
- If you change address inform the Registrars. If you receive a letter from the Registrars regarding a change of address and you have not recently moved, contact them immediately.
- Know when the dividends are paid and consider having your dividend paid directly into your bank (contact the Registrars). If you change your bank account, inform the Registrars of the details of your new account. Respond to any letters the Registrars send to you about this.
- If you are buying or selling shares, only deal with brokers registered in the UK or in your country of residence.



Produced by Informa Group in partnership with Fulton Design  
Designed by Fulton Design [www.fulton-design.co.uk](http://www.fulton-design.co.uk)  
Printed by Geoff Neal Litho Ltd  
This report is printed on Core Silk paper. Both papers contain material sourced from well-managed forests, certified in accordance with the FSC (Forest Stewardship Council)

**informa**

Gubelstrasse 11  
CH-6300 Zug  
Switzerland  
Telephone: 00 41 41 444 1344  
Fax: 00 41 41 444 1355

---

For more information  
[www.informa.com](http://www.informa.com)

