

# Annual General Meeting 2016



**This document is important and requires your immediate attention.**

If you are in any doubt about what you should do, we recommend that you immediately obtain financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under Part VI of the UK Financial Services and Markets Act 2000 or, if you are in a territory outside the UK, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your Experian plc ordinary shares, please send this document, together with the accompanying documents, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other person through whom you sold or transferred the shares, so they can be passed on to the purchaser or transferee.

# Highlights

“We have made significant progress against our strategic objectives over the past year. We have returned Experian to organic revenue growth within our target range and driven greater efficiencies in our business, whilst rigorously applying our robust capital framework.

As we look forward, we’re investing in a range of initiatives which will help us deliver another year of good growth, within our target range of mid single-digit organic revenue growth, with stable margins and further progress in Benchmark earnings per share.”

**Brian Cassin**, Chief Executive Officer

## Revenue

**US\$  
4.5bn**

Total and organic revenue from continuing activities up 5% at constant exchange rates

## Total EBIT

**US\$  
1.2bn**

EBIT margin from continuing activities was 26.7%, unchanged before the impact of foreign exchange movements, down 60 basis points year-on-year

## Profit before tax

**US\$  
1.0bn**

Benchmark profit before tax of US\$1,136m, up 3% at constant exchange rates, down 8% at actual exchange rates

## Basic EPS

**78.6  
USc**

Benchmark EPS of 89.1 USc, up 5% at constant exchange rates, down 6% at actual exchange rates

## Full year dividend

**40.00  
USc**

Dividend per share up 2%

# Letter from the Chairman

10 June 2016

To holders of ordinary shares



## Dear Shareholder

### Annual General Meeting: 20 July 2016

I am writing with details of our Annual General Meeting ('AGM'), which will be held on Wednesday 20 July 2016 at 9.30am at The Merrion Hotel, Upper Merrion Street, Dublin 2, D02 KF79, Ireland.

We regard the AGM as an important forum for engaging with shareholders, particularly private shareholders, and we welcome your questions. If you cannot attend in person, you may submit questions about the AGM's business in advance, by email to [agmquestions@experianplc.com](mailto:agmquestions@experianplc.com) or on the reply paid question card attached to the proxy form. We will consider all questions and, if appropriate, address them at the AGM, via Experian's website ([www.experianplc.com](http://www.experianplc.com)) or individually.

The notice of meeting and notes are set out on pages 2 to 4 of this document. An explanation of the resolutions being proposed at the meeting is set out in Appendix 1. Voting will be taken on a poll, except for any procedural resolution which may be taken on a show of hands. I encourage you to use your vote by attending in person, voting electronically online or completing and returning a proxy form by post. You may place your proxy form in an envelope addressed to the Company's share registrars. A postage stamp is not needed if you post the form in the UK.

You should return your completed form as soon as possible but it must arrive **no later than 9.30am on Monday 18 July 2016.**

Returning a proxy form will not prevent you from attending the meeting in person. If you wish to vote electronically, you can do so by registering for the Capita Share Portal service, at [www.experianplc.com/shares](http://www.experianplc.com/shares).

Further details of how to vote are included in the 'Information for shareholders' section at the end of this document. Shareholders entitled to attend, speak and vote at the AGM may appoint a proxy to exercise their rights in their place. You may appoint more than one proxy, provided that you appoint each proxy to exercise the rights attached to different shares.

The directors have announced a second interim dividend of 27.50 US cents per ordinary share, to be paid on 22 July 2016 to holders of the Company's ordinary shares on 24 June 2016. To ensure that certain UK shareholders have the same tax treatment on their dividend as if the Company was based in the UK, we have put income access share arrangements in place. The mechanics of these arrangements make it impractical to submit a proposed dividend for approval at the AGM, but the Board has no plans to announce any additional dividend in respect of the year ended 31 March 2016.

The directors consider that all the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the directors unanimously recommend that you vote in favour of all resolutions, as they intend to do in respect of their own beneficial shareholdings.

Yours faithfully

**Don Robert**  
Chairman

# Notice of Meeting

Notice is hereby given that the 2016 Annual General Meeting of Experian plc (the 'Company') will be held at The Merrion Hotel, Upper Merrion Street, Dublin 2, D02 KF79, Ireland on Wednesday 20 July 2016 at 9.30am.

Explanatory notes regarding the resolutions set out below are contained in Appendix 1.

You will be asked to consider and, if thought fit, pass the following resolutions.

## Ordinary resolutions

1. To receive the Annual Report and the financial statements of the Company for the year ended 31 March 2016, together with the report of the auditor.
2. To receive and consider the Report on directors' remuneration contained in the Annual Report (excluding the Directors' remuneration policy set out on pages 99 to 102 of the report) and financial statements of the Company for the year ended 31 March 2016.
3. To elect Luiz Fleury as a director of the Company.
4. To re-elect Brian Cassin as a director of the Company.
5. To re-elect Roger Davis as a director of the Company.
6. To re-elect Deirdre Mahlan as a director of the Company.
7. To re-elect Lloyd Pitchford as a director of the Company.
8. To re-elect Don Robert as a director of the Company.
9. To re-elect George Rose as a director of the Company.
10. To re-elect Paul Walker as a director of the Company.
11. To re-elect Kerry Williams as a director of the Company.
12. To appoint KPMG LLP as auditor of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.
13. To authorise the directors to determine the remuneration of the auditor.
14. That the authority conferred on the directors by article 10.2 of the Company's articles of association be renewed and for this purpose the Authorised Allotment Amount shall be US\$31,995,030 of relevant securities (as defined in the articles of association of the Company) and the Allotment Period shall be the period commencing on 20 July 2016 and ending on the conclusion of the Annual General Meeting to be held in 2017 or, if earlier, 19 October 2017, unless previously renewed, varied or revoked by the Company in general meeting except that the Company may before such expiry make an offer or agreement which would or might require relevant securities (as defined in the articles of association of the Company) to be allotted after such expiry and the directors may allot relevant securities (as defined in the articles of association of the Company) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

## Special resolutions

15. Subject to the passing of resolution 14, that the authority conferred on the directors by article 10.3 of the Company's articles of association shall be renewed and for this purpose the Non-pre-emptive Amount (as defined in the articles of association of the Company) shall be US\$4,799,254, such authority to expire at the end of the Allotment Period specified in resolution 14 except that the Company may before such expiry make an offer or agreement which would or might require equity securities (as defined in the articles of association of the Company) to be allotted (and treasury shares to be sold) after such expiry and the directors may allot equity securities (and sell treasury shares) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
16. Subject to the passing of resolution 14, that the directors be authorised, in addition to any authority granted under resolution 15, to allot equity securities (as defined in the articles of association of the Company) wholly for cash under the authority given by resolution 14 and/or to sell ordinary shares held by the Company as treasury shares for cash as if article 11 of the articles of association of the Company did not apply to any such allotment or sale, such authority to be:
  - (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of US\$4,799,254; and
  - (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the UK Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the Allotment Period specified in resolution 14 except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the directors may allot equity securities (and sell treasury shares) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

17. To authorise the Company, generally and unconditionally:

- (a) pursuant to Article 57 of the Companies (Jersey) Law 1991, to make market purchases of ordinary shares in the capital of the Company on the London Stock Exchange on behalf of the Company on such terms and in such manner as the directors may from time to time determine, provided that:
  - (i) the maximum number of ordinary shares which may be purchased under this authority is 95,985,092 ordinary shares of 10 US cents each;
  - (ii) the minimum price (not including expenses) which may be paid for each ordinary share is 10 US cents;
  - (iii) the maximum price (not including expenses) which may be paid for each ordinary share is an amount equal to the higher of: (a) 105% of the average market value of the Company's ordinary shares as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the relevant share is purchased; and (b) the price stipulated by Article 5 (1) of the Buy-back and Stabilisation Regulation (EC No. 2273/2003) or, from 3 July 2016, Commission-adopted Regulatory Technical Standards pursuant to Article 5(6) of the Market Abuse Regulation (EU No.596/2014);
  - (iv) the authority hereby conferred shall expire on the earlier of 19 October 2017 and the conclusion of the Annual General Meeting of the Company to be held in 2017 (except that the Company shall be entitled, at any time prior to the expiry of this authority, to make a contract to purchase which would or might be executed wholly or partly after such expiry and to purchase shares in accordance with such contract as if the authority conferred had not expired) unless such authority is renewed prior to such time; and
- (b) pursuant to Article 58A of the Companies (Jersey) Law 1991, and if approved by the directors, to hold as treasury shares any ordinary shares purchased pursuant to the authority conferred by paragraph (a) of this resolution.

### **By order of the Board**

Charles Brown  
Company Secretary

10 June 2016

### **Corporate headquarters**

Newenham House  
Northern Cross  
Malahide Road  
Dublin 17  
D17 AY61  
Ireland

### **Registered office**

22 Grenville Street  
St Helier  
Jersey  
JE4 8PX  
Channel Islands

# Notes

1. The Company, pursuant to the Companies (Uncertificated Securities) (Jersey) Order 1999, specifies that only those persons entered on the register of members of the Company as at 6.00pm on 18 July 2016 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 6.00pm on 18 July 2016 shall be disregarded in determining the rights of any person to attend or vote at the meeting. If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If, however, the meeting is adjourned for a longer period then, to be so entitled, members must be entered on the Company's register of members at 6.00pm on the day two days prior to the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice. Changes to entries in the register of members after 6.00pm on the relevant date shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. The following documents will be available for inspection at the Company's registered office (22 Grenville Street, St Helier, Jersey, JE4 8PX, Channel Islands) and at the offices of Linklaters (One Silk Street, London, EC2Y 8HQ, United Kingdom) during normal business hours on weekdays (Saturdays and public holidays excluded) up to and including the date of the Annual General Meeting and at the place of the Annual General Meeting from 9.15am on the day of the meeting until its conclusion:
  - (i) copies of the service contracts of the executive directors; and
  - (ii) copies of the letters of appointment of the directors.
3. A member entitled to attend and vote at the meeting may appoint a proxy or proxies to attend and, on a poll, to vote in his/her place. A proxy need not be a member of the Company. If a shareholder wants their proxy to speak on their behalf, they must appoint someone other than the Chairman as their proxy. A shareholder may appoint more than one proxy, provided that the total number of such proxies shall not exceed the total number of shares carrying an entitlement to attend such meeting held by such member. The appointment of a proxy will not preclude members entitled to attend and vote at the meeting (or at any adjournment(s) of the meeting) from doing so in person if they so wish.
4. A shareholder which is a corporation and which wishes to be represented at the meeting by a person with authority to speak and vote (a **'corporate representative'**) must appoint such a person by resolution of its directors or other governing body. A corporate representative has the same powers on behalf of the corporation he/she represents as that corporation could exercise if it was an individual member of the Company.
5. Any person to whom this notice is sent who is a person nominated to enjoy information rights (a **'nominated person'**) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. Alternatively, if a nominated person has no such right, or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the relevant shareholder as to the exercise of voting rights.
6. The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 3 above does not apply to nominated persons. The rights described in that paragraph can only be exercised by shareholders of the Company.
7. To be valid, an appointment of proxy must be returned using one of the following methods:
  - (i) by sending a proxy form (together, if appropriate, with the power of attorney or other written authority under which it is signed or a certified copy of such power or authority) to Capita Registrars (Jersey) Limited, c/o Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom; or
  - (ii) in the case of members who have registered for the Capita Share Portal service with the Company's registrars, by logging onto their portfolio at [www.experianplc.com/shares](http://www.experianplc.com/shares), and following the voting instructions, shareholders will be able to register their proxy online. If requested, the Company's registrars will send an acknowledgement that the online proxy appointment has been lodged with them; or
  - (iii) in the case of CREST members, by utilising the CREST electronic proxy appointment service,
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual available at [www.euroclear.com](http://www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **'CREST Proxy Instruction'**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual available at [www.euroclear.com](http://www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in this notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee by other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.
10. When two or more valid but differing proxy appointments are received in respect of the same share for use at the same meeting or poll, the one which is last received (regardless of its date or of the date of its signature) shall be treated as replacing and revoking the others as regards that share. If the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share.
11. As at 1 June 2016 (being the last practical day prior to publication of the notice of meeting), the Company's issued share capital consisted of 1,023,015,247 ordinary shares of 10 US cents each with voting rights and 20 deferred shares of 10 US cents each which have no voting rights. As at 1 June 2016, the Company held 63,164,322 shares in treasury. Therefore, the total voting rights in the Company as at 1 June 2016 was 959,850,925.
12. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
13. A copy of this notice and other relevant shareholder information can be found at [www.experianplc.com](http://www.experianplc.com).

and in each case the appointment of proxy (together with any relevant power/ authority) must be received (or, in the case of the appointment of a proxy through CREST, retrieved by enquiry to CREST in the manner prescribed by CREST) by the Company's registrars not later than 48 hours before the time appointed for holding the meeting.

# Appendix 1

## Explanatory notes in relation to the resolutions to be proposed at the Annual General Meeting.

Resolutions 1 to 14 will each be proposed as an ordinary resolution that will be passed if more than 50% of the votes cast are in favour of the resolution. Resolutions 15, 16 and 17 will each be proposed as a special resolution that will be passed if not less than two-thirds of the votes cast are in favour of the particular resolution.

### Resolution 1

The directors are required to present to the meeting the Annual Report and the financial statements of the Company for the year ended 31 March 2016 together with the report of the auditor.

### Resolution 2

Resolution 2 is an advisory shareholder vote on the Report on directors' remuneration contained in the Annual Report (excluding the Directors' remuneration policy set out on pages 99 to 102 of the report) and financial statements of the Company for the year ended 31 March 2016, to provide shareholder feedback to the Board.

### Resolutions 3 to 11

In accordance with the Company's articles of association, any director appointed by the Board since the date of the last Annual General Meeting shall retire at the next Annual General Meeting following their appointment. Accordingly, at this year's Annual General Meeting, Luiz Fleury will retire and, being eligible, will offer himself for election.

Judith Spriesser will not be seeking re-election, as the Company announced, on 4 May 2016, that she intends to step down as director of the Company with effect from the conclusion of the Annual General Meeting. In accordance with the UK Corporate Governance Code, all remaining members of the Board will retire at this year's Annual General Meeting and, being eligible, will offer themselves for re-election.

As more fully described in the Corporate governance report in the Annual report and financial statements of the Company for the year ended 31 March 2016, an internal evaluation of the Board was carried out during the year. It was the third year of our three-year evaluation cycle and it involved a series of questions for directors using an online tool. The questions covered a number of areas, including Board composition and expertise, Board dynamics, strategic oversight, competition, risk management and internal control, remuneration and technical development needs. There were also separate meetings between each director and the Chairman in relation to their individual performance. The Deputy Chairman and Senior Independent Director evaluated the Chairman, taking account of input from the Chief Executive Officer and the other directors. Each principal Board committee also evaluated its performance.

The Board concluded that it was operating effectively and that each director was contributing to the overall effectiveness and success of the Group. Accordingly, the Board recommends the election/re-election of the directors set out in resolutions 3 to 11.

Biographical details of all the directors being recommended for election/re-election, including details of their skills and experience, are set out in Appendix 2.

### Resolution 12

An auditor has to be appointed at each Annual General Meeting. As more fully described in the Annual Report, the Company's Audit Committee undertook a tender process during the year ended 31 March 2016, in line with the recommendations of the UK Corporate Governance Code. The result of the tender was that the Audit Committee made a recommendation to the Board that KPMG LLP be appointed as the new external auditor in place of PricewaterhouseCoopers LLP, subject to shareholder approval and with effect for the financial year ending 31 March 2017. Accordingly, the Board recommends to shareholders that KPMG LLP be appointed as the Company's auditor to serve until the next Annual General Meeting.

### Resolution 13

The remuneration of the auditor may be fixed by the directors or the Company in general meeting. The usual practice is for shareholders to resolve at the Annual General Meeting that the directors decide on such remuneration.

### Resolution 14

The purpose of resolution 14 is to renew the directors' authority to allot new shares and other relevant securities, this year up to an aggregate nominal value of US\$31,995,030, which is equivalent to approximately one-third of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 1 June 2016.

At 1 June 2016, the Company held 63,164,322 ordinary shares in treasury.

The authority sought in resolution 14 is in substitution for all existing authorities, granted in the Company's articles of association or otherwise, and without prejudice to previous allotments made under such existing authorities. The authority will expire at the conclusion of the Annual General Meeting to be held in 2017 or, if earlier, 19 October 2017.

### Resolutions 15 and 16

The UK Pre-Emption Group's Statement of Principles, as updated in March 2015, supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities, and sales of treasury shares for cash, representing no more than 5% of issued ordinary share capital (exclusive of treasury shares), without restriction as to the use of proceeds of those allotments.

Accordingly, the purpose of resolution 15, which is conditional on the passing of resolution 14 and will be proposed as a special resolution, is to put in place a new authority for the directors to allot equity securities (as defined in the Company's articles of association) wholly for cash, or sell treasury shares for cash, without offering those equity securities or treasury shares pro rata to existing shareholders, up to an aggregate nominal amount of US\$4,799,254, representing approximately 5% of the Company's issued ordinary share capital, exclusive of treasury shares (and 4.69% of the Company's issued ordinary share capital, inclusive of treasury shares), as at 1 June 2016, the latest practical date before publication of this notice.

# Appendix 1 continued

## Resolutions 15 and 16 continued

The UK Pre-Emption Group's Statement of Principles also supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities, and sales of treasury shares for cash, representing no more than an additional 5% of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment. The UK Pre-Emption Group's Statement of Principles defines "specified capital investment" as meaning one or more specific capital investment related uses for the proceeds of an issue of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them, is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, and taking into account the template resolutions published by the UK Pre-Emption Group in May 2016, the purpose of resolution 16 is to authorise the directors to allot equity securities (as defined in the Company's articles of association) wholly for cash, or sell treasury shares for cash, without offering those equity securities pro rata to existing shareholders, up to a further nominal amount of US\$4,799,254, representing approximately 5% of the Company's issued ordinary share capital, exclusive of treasury shares (and 4.69% of the Company's issued ordinary share capital, inclusive of treasury shares), as at 1 June 2016, the latest practical date before publication of this notice, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or sale, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. If the authority given in resolution 16 is used, the Company will publish details of the placing in its next Annual Report.

In accordance with the UK Pre-Emption Group's Statement of Principles, the Board confirms its intention that no more than 7.5% of the issued ordinary share capital of the Company (exclusive of treasury shares) will be issued for cash on a non-pre-emptive basis pursuant to the authority in resolution 15 during any rolling three-year period other than with prior consultation with shareholders or in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

If granted, the authorities in resolutions 15 and 16 will expire on the earlier of 19 October 2017 and the conclusion of the Annual General Meeting to be held in 2017.

The Board considers that it is in the best interests of the Company and its shareholders generally that the Company should have the flexibility conferred by resolutions 15 and 16 to make small issues of shares for cash, as suitable opportunities arise.

It should be noted that the articles of association of the Company empower the directors to allot equity securities (as defined in the articles of association of the Company) wholly for cash in connection with a rights issue (as defined in the articles of association of the Company).

## Resolution 17

The purpose of resolution 17, which will be proposed as a special resolution, is to put in place a new authority to enable the Company to make market purchases of up to 95,985,092 ordinary shares, being approximately 10% of the issued ordinary share capital, exclusive of treasury shares, as at 1 June 2016. The Company's exercise of this authority is subject to the stated upper and lower limits on the price payable which reflect the requirements of the UK Listing Rules and the provisions of Article 57 of the Companies (Jersey) Law 1991. The Company will only exercise the power of purchase after careful consideration and in circumstances where, in the light of market conditions prevailing at the time, it is satisfied that it is in the best interests of the Company and of its shareholders generally to do so and where there would be a resulting increase in earnings per share.

The Companies (Jersey) Law 1991 permits the Company to hold any shares purchased by it as treasury shares, as an alternative to immediately cancelling them. If the Company purchases any of its ordinary shares and holds them as treasury shares, the Company may sell these shares (or any of them) for cash, transfer these shares (or any of them) for the purposes of or pursuant to an employee share plan, cancel these shares (or any of them) or continue to hold them as treasury shares. Holding such shares as treasury shares allows the Company to reissue them quickly and cost effectively and provides additional flexibility in managing the Company's capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, shares held as treasury shares.

As at 1 June 2016, the Company held 63,164,322 ordinary shares in treasury. If any ordinary shares are purchased by the Company, the directors intend to decide whether to cancel shares purchased pursuant to this authority or hold them as treasury shares based on the interests of the Company and its shareholders as a whole at the relevant time.

If granted, this authority will expire on the earlier of 19 October 2017 and the conclusion of the Annual General Meeting to be held in 2017.

As at 1 June 2016, there were options outstanding over 16,018,404 ordinary shares representing 1.67% of the issued ordinary share capital of the Company, exclusive of treasury shares, at that date. If the full authority being sought under resolution 17 was utilised, so reducing the issued ordinary share capital by an equivalent amount, the figure of 16,018,404 would represent 1.85% of the issued ordinary share capital of the Company, exclusive of treasury shares, at that date.

# Appendix 2

## Biographies of directors proposed for election/re-election

### Don Robert, Chairman (56)

**Appointed to the Board:** 6 July 2006

**Appointed as Chairman:** 16 July 2014

**Other current roles:** Member of Court – Bank of England. Non-executive director (and Senior Independent Director) – Compass Group PLC.

**Previous roles:** Chief Executive Officer – Experian. Chief Executive Officer – Experian North America. Various senior roles – The First American Corporation. President – Credco, Inc. Various – US Bancorp. Director – former GUS plc. Past chairman – Consumer Data Industry Association. Trustee – Sage Hill School, California. Director and trustee – National Education and Employer Partnership Taskforce.

**Key skills and experience:** Record of performance and of increasing shareholder value and highly regarded by stakeholders. Has the right balance of competencies and the necessary experience to provide Experian with the leadership it requires for our continued growth and development.

### Brian Cassin, Chief Executive Officer (48)

**Appointed to the Board:** 30 April 2012

**Appointed as Chief Executive Officer:** 16 July 2014

**Other current roles:** Non-executive director – J Sainsbury plc.

**Previous roles:** Chief Financial Officer – Experian. Managing Director – Greenhill & Co. Senior roles – Baring Brothers International, London Stock Exchange.

**Key skills and experience:** Exemplary operational performance and contribution to the Board. A broad range of operational competencies, including clear leadership and strong, decisive management skills, coupled with deep commercial acumen and a firm grasp of strategic objectives.

### Lloyd Pitchford, Chief Financial Officer (44)

**Appointed to the Board:** 1 October 2014

**Other current roles:** None.

**Previous roles:** Chief Financial Officer – Intertek Group plc. Senior finance positions (including Group Financial Controller) – BG Group plc. Financial and commercial roles – Mobil Oil.

**Key skills and experience:** A qualified accountant holding an MBA, with deep financial knowledge and considerable experience, built up through a career working in complex, multinational organisations. Has held a wide portfolio of finance and operational responsibilities during his career, helping to deliver significant growth in financial performance.

### Kerry Williams, Chief Operating Officer (54)

**Appointed to the Board:** 16 July 2014

**Other current roles:** Board member – Institute for Intergovernmental Research.

**Previous roles:** Deputy Chief Operating Officer – Experian. President – Experian Latin America. Group President – Credit Services and Decision Analytics, Experian North America. President – ERisk Holdings Incorporated. Senior Vice President/General Manager – Bank of America. Senior management positions – Wells Fargo Bank.

**Key skills and experience:** With a broad background in the financial services industry, and holding an MBA qualification, has immense experience and deep knowledge of Experian's business across the world.

### Roger Davis, Non-executive director (59)

**Appointed to the Board:** 1 January 2007

**Other current roles:** Chairman – Experian plc Remuneration Committee. Non-executive Chairman – Experian Limited, Gem Diamonds Limited, Sainsbury's Bank. Non-executive director – Bupa.

**Previous roles:** Chairman – Cabot Credit Management. Chief Executive Officer – Barclays UK banking operation. Board member – Barclays PLC. Various roles – Flemings and BZW.

**Key skills and experience:** Over 20 years' experience leading and managing change at large global businesses. Understands what is required to effectively manage a large organisation, as a result of extensive executive and non-executive experience.

### Luiz Fleury, Non-executive director (59)

**Appointed to the Board:** 8 September 2015

**Other current roles:** Board Member – FHMV Holdings, Sequóia Logistics Group.

**Previous roles:** Chief Executive Officer and Member of Executive Board – Cetip S.A., Banco Ibi S.A., Redecard S.A. Board Member – Credicard Group, Eneva S.A., Premium Outlet Malls.

**Key skills and experience:** Has spent the majority of his career in financial services, and has extensive insight and deep local knowledge of the Brazilian financial market. Considerable boardroom experience adds to the strength, depth and effectiveness of the Board.

### Deirdre Mahlan, Non-executive director (53)

**Appointed to the Board:** 1 September 2012

**Other current roles:** Chairman – Experian plc Audit Committee. President – Diageo North America.

**Previous roles:** Chief Financial Officer – Diageo plc. Deputy Chief Financial Officer, Head of Tax and Treasury – Diageo plc. Senior Vice President, Chief Financial Officer – Diageo North America. Vice President of Finance – Diageo Guinness USA. Various senior finance roles – Joseph Seagram and Sons, Inc., PricewaterhouseCoopers.

**Key skills and experience:** A qualified accountant with an MBA, with many years' experience in senior finance roles. Spent time as a board member, and as Chief Financial Officer, at Diageo plc, so understands the operational challenges of a global public company, and has the right financial expertise to lead the Audit Committee.

### George Rose, Deputy Chairman and Senior Independent Director (64)

**Appointed to the Board:** 1 September 2012

**Appointed as Deputy Chairman and Senior Independent Director:** 16 July 2014

**Other current roles:** Chairman – Experian plc Nomination and Corporate Governance Committee. Senior independent director (and Audit Committee Chairman) – Genel Energy plc. Non-executive director – EXPO 2020 LLC.

**Previous roles:** Group Finance Director, Director of Finance and Treasury – BAE Systems plc. Senior finance positions – Leyland DAF plc, Rover Group (and finance graduate trainee at Ford). Non-executive director – National Grid plc, SAAB AB, Orange plc. Non-executive director (and Audit Committee Chairman) – Laing O'Rourke plc. Member – Industrial Development Advisory Board.

**Key skills and experience:** A qualified accountant, whose career has included high-level finance positions, including at board level with BAE Systems plc. Has held numerous non-executive positions with leading companies, adding to the collective strength of the Board in this regard.

### Paul Walker, Non-executive director (58)

**Appointed to the Board:** 1 June 2010

**Other current roles:** Non-executive Chairman – Halma plc, WANdisco plc. Chair – Newcastle Science City Partnership. Director – Sophos Ltd.

**Previous roles:** Chief Executive Officer, Finance Director, Financial Controller – The Sage Group plc. Non-executive director – Diageo plc, MyTravel Group plc. Ernst & Young.

**Key skills and experience:** Spent 16 years as chief executive officer of a FTSE company, giving a great understanding of the challenges of running a global business. An economics graduate and qualified accountant, with a strong financial background and high-level non-executive experience.

# Information for shareholders

## Time and location of the meeting

Registration will begin at 9.00am on Wednesday 20 July 2016 at The Merrion Hotel and the Annual General Meeting will start promptly at 9.30am. Tea, coffee and pastries will be available prior to the meeting.

If you are planning to attend the Annual General Meeting, The Merrion Hotel is in the centre of Dublin city. A map showing the location is on the back of your attendance card.

## Attendance at the meeting

Please bring the attendance card attached to the proxy form with you if you attend the meeting. It will authenticate your right to attend, speak and vote and will speed up your admission to the meeting.

## Shareholders with disabilities

There will be facilities for shareholders who are in a wheelchair. Anyone accompanying a shareholder in need of assistance will be admitted to the meeting as a guest of that shareholder.

## Questions

If you are unable to attend the Annual General Meeting, but would like to ask a question, you can do so by using the shareholder question card attached to the proxy form or by submitting a question via email to [agmquestions@experianplc.com](mailto:agmquestions@experianplc.com).

## Voting arrangements

Except for any procedural resolution, which may be taken on a show of hands, each of the resolutions to be put to the Annual General Meeting will be taken on a poll rather than on a show of hands. The results of the poll will be announced via a regulatory information service as soon as practicable following the conclusion of the meeting and will also be published on the Company's website at [www.experianplc.com](http://www.experianplc.com).

The Company has included on the proxy form a 'Vote Withheld' option, so shareholders can abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in calculating the proportion of votes 'For' or 'Against' the particular resolution.

## Information rights

A shareholder who holds shares on behalf of another person may nominate that person (a '**nominated person**') to have information rights to receive all communications sent by the Company to its shareholders. Any shareholder wishing to make such a nomination should apply to the Company's registrars, Capita Registrars (Jersey) Limited, at the address below giving details of the nominated person including their relationship with them.

## Action to be taken

If you are unable to attend the meeting or wish to register your proxy votes now in relation to the resolutions proposed, you should complete the enclosed proxy form(s) and return it to the Company's registrars, Capita Registrars (Jersey) Limited, at the address shown on the proxy form, to be received no later than 9.30am on Monday 18 July 2016. **A postage stamp is not required for the proxy form if it is posted in the UK and, should shareholders wish, proxy forms may be placed in an envelope and addressed to the Company's registrars.** Returning a completed form of proxy will not prevent you from subsequently attending in person and voting at the meeting.

## Electronic proxy voting

You may, if you wish, register the appointment of a proxy and/or voting instructions for this meeting online by registering for the Capita Share Portal service, at [www.experianplc.com/shares](http://www.experianplc.com/shares). Full details of the procedures are set out on this website. The proxy appointment and/or voting instructions must be received by Capita Registrars (Jersey) Limited by no later than 9.30am on Monday 18 July 2016.

Please note that any electronic communication sent to the Company or the Company's registrars that is found to contain a computer virus will not be accepted.

You will need to have your form of proxy to hand when you log on as it contains information which is required during the process.

CREST members who wish to appoint or instruct a proxy or proxies via the CREST electronic proxy appointment service should refer to the notes to this notice of Annual General Meeting where there is information on how to proceed.

## Completing the form of proxy

Notes on completing the form of proxy can be found on the form and in the notice of meeting and should be read carefully before the form is completed.

## General enquiries

Capita Registrars (Jersey) Limited maintains the Company's register of members. They provide a telephone helpline service (telephone number + 44 800 141 2952 or 0371 664 9245 for calls within the UK). Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open between 9:00am and 5:30pm, Monday to Friday excluding public holidays in England and Wales. If you have any queries about the Annual General Meeting or about your shareholding, please contact Capita Registrars (Jersey) Limited at the following address:

Capita Registrars (Jersey) Limited  
PO Box 532  
St Helier  
Jersey  
JE4 5UW  
Channel Islands

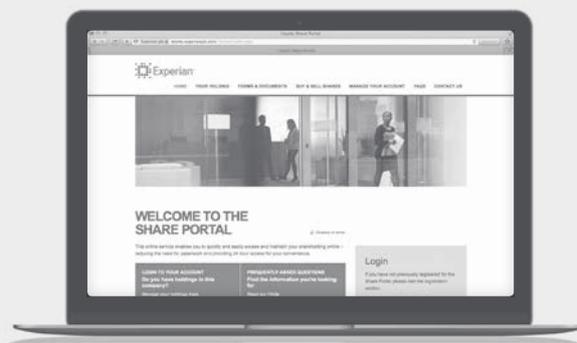
## ➔ Experian Share Portal

Manage your shareholding wherever, whenever, on the Experian Share Portal

**The Experian Share Portal is a secure online site where you can**

- **Sign up** for electronic communications
- **View** your holdings and get an indicative value
- **View** your dividend payment history
- **Get** copies of your dividend tax vouchers
- **Choose** to receive your dividend direct to your bank account
- **Update** your address details
- **Buy** and sell shares
- **Register** your AGM proxy votes.

It only takes a few minutes to register, just visit [www.experianplc.com/shares](http://www.experianplc.com/shares) and have your 11-digit Investor Code to hand.



### Contact details

#### Visit the Experian Share Portal

[www.experianplc.com/shares](http://www.experianplc.com/shares)

#### By email

[experian@capitaregistrars.com](mailto:experian@capitaregistrars.com)

#### By post

Experian Shareholder Services  
Capita Registrars (Jersey) Limited  
PO Box 532  
St Helier  
Jersey  
JE4 5UW  
Channel Islands

#### By telephone

Call + 44 800 141 2952 (or 0371 664 9245 for calls within the UK). Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK are charged at the applicable international rate. Lines are open between 9.00am and 5.30pm, Monday to Friday excluding public holidays in England and Wales.



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ISO 14001 – A pattern of control for an environmental management system against which an organisation can be credited by a third party.

ISO 9001 – A pattern of control for quality management against which an organisation can be credited by a third party.

Carbon Balancing by the World Land Trust tackles climate change through projects that both offset carbon dioxide (CO<sub>2</sub>) emissions and conserve biodiversity.

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## Experian, what we do

With 17,000 employees in 37 countries, we are the world's leading information services provider, helping millions of people and organisations every day to protect, manage and make the most of their data.