

Company No. 00954730

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS

OF

EUROMONEY INSTITUTIONAL INVESTOR PLC

At the general meeting of Euromoney Institutional Investor PLC (the "Company") duly convened and held at Euromoney Institutional Investor PLC, 69 Carter Lane, London EC4V 5EQ, on January 30 2014 at 9 30 am, the following special resolutions were passed

- 1 That the Euromoney Institutional Investor PLC 2014 Capital Appreciation Plan ("2014 CAP"), a summary of the principal provisions of which is set out in Appendix II to the Letter from the Chairman of the Company dated December 20 2013 enclosed with the Notice of the Annual General Meeting ("Notice"), be and is hereby approved and that the directors of the Company be and are hereby authorised to
 - a adopt the 2014 CAP and do all other acts and things necessary or desirable to establish and carry the 2014 CAP into effect,
 - b establish further schemes based on the 2014 CAP but modified to take account of local tax, exchange control or securities laws in overseas territories ("CAP Overseas Schemes") Any such Overseas CAP Scheme will be treated as counting against the limit on overall participation in the 2014 CAP, and
 - c do all other acts and things necessary or desirable to establish and carry into effect any CAP Overseas Scheme
- 2 That, subject to the passing of Resolution 1 above, the Euromoney Institutional Investor PLC 2014 Company Share Option Plan ("2014 CSOP"), a summary of the principal provisions of which is set out in Appendix III to the Letter from the Chairman of the Company dated December 20 2013 enclosed with the Notice, be and is hereby approved and that the directors of the Company be and are hereby authorised to
 - a adopt the 2014 CSOP and do all other acts and things necessary or desirable to establish and carry the 2014 CSOP into effect,
 - b seek the written approval of HM Revenue & Customs under Schedule 4 to the Income Tax (Earnings and Pensions) Act 2003 ("CSOP Approval") and, in their absolute discretion, to amend waive or replace such of the rules of the CSOP or introduce such new rules as may be necessary for the 2014 CSOP to obtain and/or maintain the CSOP Approval,



- c establish further schemes based on the 2014 CSOP but modified to take account of local tax, exchange control or securities laws in overseas territories ("Overseas Schemes") Any shares made available under such Overseas Schemes will be treated as counting against the limit on overall participation in the 2014 CSOP, and
 - d do all other acts and things necessary or desirable to establish and carry into effect any Overseas Schemes
- 3 That the Company be and is hereby authorised to purchase its own fully paid Ordinary Shares by way of market purchase in accordance with section 701 of the Companies Act 2006 ("2006 Act") upon and subject to the following conditions
 - a the maximum number of shares which may be purchased is 12,646,690 Ordinary Shares, being 10% of the issued ordinary share capital on December 13 2013,
 - b the maximum price (exclusive of expenses payable by the Company) at which an Ordinary Share may be purchased cannot be more than the higher of
 - i 105% of the average of the middle market quotations derived from the Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased, and
 - ii the value of the Ordinary Share calculated on the basis of the higher of the last independent trade of, or the highest current independent bid for, any number of Ordinary Shares on the trading venue where the market purchase by the Company will be carried out,
 - c the minimum price at which Ordinary Shares may be purchased is 0.25 pence per Ordinary Share (exclusive of expenses payable by the Company),

provided that the authority to purchase conferred by this Resolution shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2015 or any adjournment thereof, provided that any contract for the purchase of any Ordinary Shares as aforesaid which has been concluded before the expiry of the said authority may be executed wholly or partly after the said authority expires
- 4 That the directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the 2006 Act
 - a to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company (together, "Relevant Securities") or otherwise deal with or dispose of Relevant Securities up to a nominal value of £94,850, and
 - b to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the 2006 Act) up to a further nominal amount of £94,850 provided that this authority may only be used in connection with a rights issue in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of all those persons at such record dates

as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or any other matter whatsoever, save that proceeds (net of expenses) of £3 or less due to any such shareholder may be retained for the benefit of the Company,

provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or any adjournment thereof or April 30 2015, whichever is the sooner, unless renewed or extended prior to or at such meeting, save that the Company may, before the expiry of such period, make any offer or agreement which would or might require Relevant Securities or equity securities as the case may be to be allotted after the expiry of such period and the directors may allot Relevant Securities or equity securities in pursuance of any such offer or agreement as if the authority hereby conferred had not expired

- 5 That, subject to the passing of Resolution 4 above, the directors be and are hereby empowered pursuant to section 570 and 573 of the 2006 Act to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash pursuant to the authority given by Resolution 4 above or by way of a sale of treasury shares as if section 561(i) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to
- a the allotment of equity securities in connection with a rights issue or other pro rata offer (but in the case of the authority conferred by Resolution 4(b), by way of a rights issue only) in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of all those persons at such record dates as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject in each case to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or any other matter whatsoever, save that proceeds (net of expenses) of £3 or less due to any such shareholder may be retained for the benefit of the Company, and
 - b the allotment (otherwise than pursuant to Resolution 5(a) above) of equity securities up to an aggregate nominal amount of £15,808,

provided that such authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or any adjournment thereof or April 30 2015, whichever is the earlier, unless renewed or extended prior to or at such meeting except that the Company may, before the expiry of any power contained in this Resolution, make any offer or agreement which would or might require equity securities to be allotted or treasury shares that are equity securities to be sold, in pursuance of any such offer or agreement as if the power conferred hereby had not expired

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

Dated

A handwritten signature in black ink, appearing to read 'Richard Ensor', written in a cursive style.

Richard Ensor, Chairman