

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 the offices of UBS, 5 Broadgate, London EC2M 2QS, on 29 December 2016 at 11 00 am, the following resolutions were passed as ordinary resolutions

- 1 **THAT** subject to and conditional upon the passing of Resolution 2, the proposed transaction by the Company (a "related party transaction" under the Listing Rules) pursuant to the Buyback Agreement (as defined in the circular to shareholders dated 13 December 2016), in the manner and on the terms and conditions of the Buyback Agreement, be and is hereby approved and that the Directors of the Company (or a duly constituted committee thereof) be and are hereby authorised to take all such steps as may be necessary or desirable in relation thereto and to carry the same into effect with such modifications, variations, revisions or amendments (providing such modifications, variations or amendment are not of a material nature) as they shall deem necessary or desirable
- 2 **THAT** subject to and conditional upon the passing of Resolution 1, the terms of the Buyback Agreement (a copy of which has been produced to the meeting and made available at the Company's registered office for not less than 15 days ending with the date of this meeting) pursuant to which the Company may make an off-market purchase (as defined by section 693(2) of the Companies Act 2006) of up to 19,247,173 of its ordinary shares of 0.25 pence each from DMG Charles Limited, a wholly-owned subsidiary of Daily Mail and General Trust plc, be and are hereby approved and authorised for the purposes of section 694 of the Companies Act 2006 and Listing Rule 12.4.2A and that
  - (a) the Company be and is hereby authorised to make such an off-market purchase from DMG Charles Limited, provided that this authority shall expire on the date which is 1 year after the date this resolution is passed, or, if earlier, when the Company has repurchased 19,247,173 of its ordinary shares of 0.25 pence each from DMG Charles Limited pursuant to this authority, and
  - (b) the Company may, before expiry of the authority granted by this resolution enter into a contract to purchase ordinary shares which will be executed wholly or partly after the expiry of such authority

Dated 29 December 2016



Tim Bratton  
General Counsel & Company Secretary

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