

# EXPLANATION OF THE ANNUAL GENERAL MEETING

## **To Bloomsbury Shareholders and, for information only, to the holders of share options and awards under the Company's share incentive schemes**

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

1. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser authorised under the Financial Services and Markets Act 2000.
2. If you sell or have sold or otherwise transferred all of your shares, you should send this document together with the accompanying Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or the transferee.

Dear Shareholder

The 2012 Annual General Meeting ("AGM") of Bloomsbury Publishing PLC (the "**Company**") is to be held at 50 Bedford Square, London WC1B 3DP on Monday 23 July 2012 at 12 noon. The formal notice convening the AGM is set out on pages 141 to 144 below.

Information regarding the AGM, including the information required by section 311A of the Companies Act 2006 (the "**Act**"), is available from [www.bloomsbury-ir.co.uk](http://www.bloomsbury-ir.co.uk).

The AGM is an important opportunity for the Directors to listen to the Shareholders and respond to their questions. It is also when Shareholders are asked to vote in favour of various resolutions related to the running and management of the Company. Therefore below are explanatory notes relating to the resolutions that you will be asked to consider and vote on at the AGM. Resolutions 1 to 7 will be proposed as ordinary resolutions and resolutions 8 to 10 will be proposed as special resolutions.

As at 12 noon on the date of this notice, the Company's issued share capital comprised 73,844,724 Ordinary Shares of 1.25 pence each (subject to any changes which will be notified to you at the beginning of the AGM). Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 12 noon on the date of this notice is 73,844,724.

As a Shareholder, you are entitled to attend and vote but, if you are not able to attend, then you may appoint one or more proxies to attend, speak and vote on your behalf.

As your vote is important to us, whether or not you intend to come to the AGM, you are asked to return the form of proxy enclosed with this document. Completing the form of proxy will not prohibit Shareholders from attending, and voting at, the AGM in person.

### **The Ordinary Business to be proposed at the 2012 Annual General Meeting**

**Resolutions 1 to 3 (ordinary resolutions):** The audited report and accounts of Bloomsbury Publishing Plc and a final dividend of 4.31 pence per Ordinary Share for the year ended 29 February 2012 are recommended by the Board for approval.

The Directors' Remuneration Report, which includes details of the remuneration earned by, and paid to, the Directors in respect of the year ended 29 February 2012, is also recommended to the Shareholders for approval.

**Resolutions 4 and 5 (ordinary resolutions):** In accordance with Article 78.1 of the Articles of Association of the Company, one-third of the Directors who are subject to retirement by rotation are required to retire at the AGM. Richard Charkin (who was last re-appointed as a Director at the annual general meeting of the Company held in 2010) and Sarah Jane Thomason (who was last re-appointed as a Director at the annual general meeting of the Company held in 2011) will retire at the AGM and, being eligible, offer themselves for re-appointment. The Board has appraised the performance of each director falling due to retire by rotation and recommends the reappointment of Richard Charkin and Sarah Jane Thomason.

**Resolutions 6 (ordinary resolution):** The Board recommends that the incumbent external auditor, Baker Tilly UK Audit LLP, is re-appointed for a further year so that they are able to audit the Company's report and accounts for the year ending 28 February 2013 and the Board proposes that it be authorised to determine the level of the auditors' remuneration.

### **The Special Business to be proposed at the 2012 Annual General Meeting**

**Resolution 7 – authority to allot Ordinary Shares (ordinary resolution):** This replaces the general authority, last given at the Company's annual general meeting held on 11 August 2011, for the Directors to allot Ordinary Shares. This resolution, if passed, would give the Directors the authority to allot up to 24,614,880 Ordinary Shares of 1.25 pence with a nominal value of £307,686, representing approximately 33.33% of the issued ordinary share capital of the Company at the date of this notice.

This authority, if granted, will expire on the earlier of the conclusion of the Company's next annual general meeting and 15 months from the date of passing this resolution. The Board has no present intention of exercising this authority granted by this resolution and intends to seek its renewal at subsequent annual general meetings of the Company.

As at the date of signing the Directors Report for the 2012 Annual Report, the Directors have beneficial holdings of Ordinary Shares in the Company which in aggregate amount to approximately 2.0% of the Ordinary Shares in issue. The Directors have been granted conditional share awards under the Bloomsbury Publishing Plc Performance Share Plan 2005 and options granted under the Bloomsbury Sharesave Plan 2005 that if they were to fully vest would entitle the Directors to further Ordinary Shares which in aggregate would amount to approximately 2.1% of the Ordinary Shares in issue.

**Resolution 8 – disapplication of statutory pre-emption provisions (special resolution):** This resolution, which will be proposed as a special resolution, authorises the Directors to allot Ordinary Shares for cash without first offering them, pro rata, to existing Shareholders.

The maximum nominal value of new Ordinary Shares which may be so allotted under this authority is £46,152 or 3,692,160 Shares of 1.25 pence being equivalent to approximately 5% of the entire issued ordinary share capital of the Company at date of this notice. This authority would expire on the earlier of the conclusion of the Company's next annual general meeting and 15 months from the date of passing this resolution.

**Resolution 9 – authority for the Company to purchase Ordinary Shares (special resolution):** With the authority of Shareholders in general meeting, the Company is empowered by the Articles of Association to purchase Ordinary Shares subject to the provisions of the Act. The Directors believe it is prudent to seek general authority from Shareholders to be able to act if circumstances arose in which they considered such purchases to be desirable. The Directors have no current intention to exercise the authority granted by this resolution and it will only be exercised if and when, in the light of market conditions prevailing at that time, the Directors believe that such purchases would increase earnings per share and would be for the benefit of Shareholders generally.

This resolution, which will be proposed as a special resolution, authorises the Company to purchase its own Ordinary Shares and either, depending on the circumstances at the time and subject to the provisions of the Act, to hold these as treasury shares or to cancel them. This authority would, if granted, expire on the earlier of the conclusion of the Company's next annual general meeting and 15 months from the date of passing this resolution.

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The Company would be authorised to make market purchases of up to 7,384,472 Ordinary Shares of 1.25 pence with a nominal value of £923,059, being equivalent to approximately 10% of the issued ordinary share capital (excluding treasury shares) of the Company at the date of this notice. The maximum price (exclusive of expenses) shall be not more than 5% above the average market value of the Company's equity shares for the 5 business days prior to the day the purchase is made. The minimum price (exclusive of expenses) that may be paid shall be the nominal value of an Ordinary Share (1.25 pence).

**Resolution 10 – Approval that a general meeting may be called on not less than 14 clear days notice (special resolution):** In terms of the Act, the notice period for general meetings (other than an AGM) is 21 clear days' notice unless the Company (i) has gained shareholder approval for the holding of general meetings on 14 clear days' notice by passing a special resolution at the most recent AGM; and (ii) offers the facility for all shareholders to vote by electronic means. The Company would like to preserve its ability to call general meetings (other than an AGM) on less than 21 clear days' notice. The shorter notice period would not be used as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. Resolution 10 seeks such approval. Should this resolution be approved it will be valid until the end of the next AGM. This is the same authority that was sought and granted at last year's AGM.

### Action to be taken

As outlined above, information regarding the AGM is available from [www.bloomsbury-ir.co.uk](http://www.bloomsbury-ir.co.uk)

Enclosed with this Notice, you will find a reply-paid form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are advised to complete and return the form of proxy in accordance with the instructions printed on it.

If you wish to attend the AGM in person then the proxy appointment will not preclude you from doing so.

The form of proxy should be completed and returned as soon as possible to Capita Registrars, Proxy Department, PO Box 25, Beckenham, Kent, BR3 4BR and, in any event, so as to reach such address no later than 48 hours before the appointed commencement time of the AGM (for which a prepaid business reply service has been provided). You may also deliver it by hand to Capita Registrars at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU during usual business hours, by such time.

### Recommendations

The Board considers that the passing of Resolutions 1 to 10 is in the best interests of the Company and of the Shareholders as a whole, and are most likely to promote the success of the Company. The Board unanimously recommends that you vote in favour of all the resolutions, as each of the Directors intends to do in respect of his or her own beneficial holdings of shares in the Company.

Yours faithfully

**Michael Daykin**  
Company Secretary  
Bloomsbury Publishing Plc  
15 June 2012

# NOTICE OF ANNUAL GENERAL MEETING BLOOMSBURY PUBLISHING PLC

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at 50 Bedford Square, London, WC1B 3DP on 23 July 2012 at 12.00 noon for the following purposes:-

## Ordinary Business

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:-

1. To receive the audited accounts of the Company for the year ended 29 February 2012, together with the Report of the Directors and the Report of the Auditors thereon.
2. To approve the Directors' Remuneration Report for the year ended 29 February 2012.
3. A final dividend for the year ended 29 February 2012 of 4.31 pence per ordinary share in the capital of the Company, be declared payable on 25 September 2012 to shareholders registered at the close of business on 31 August 2012.
4. To re-elect Sarah Jane Thomson as a Director of the Company.
5. To re-elect Richard Charkin as a Director of the Company.
6. To resolve that Baker Tilly UK Audit LLP be and are hereby reappointed auditors of the Company to hold office until the conclusion of the next Annual General Meeting at which financial statements for the Company are laid before the Company and to authorise the Directors to determine the remuneration of the auditors on behalf of the Company.

## Special Business

To consider and, if thought fit, to pass the following resolutions of which resolution 7 will be proposed as an ordinary resolution and resolutions 8, 9 and 10 will be proposed as special resolutions.

7. TO RESOLVE THAT:
  - (a) the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ("the Act") to exercise all the powers of the Company to allot any shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company to such persons and on such terms as they think proper up to a maximum aggregate nominal amount of £307,686 provided that:
    - (i) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, 15 months from the date of passing of this resolution, unless previously varied, revoked or renewed by the Company in general meeting; and
    - (ii) the Company shall be entitled to make, before the expiry of such authority, any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert any security into shares in the Company to be granted after the expiry of such authority and the Directors may allot any shares pursuant to such offer or agreement as if such authority had not expired; and
  - (b) all prior authorities to allot any shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company given to the Directors by resolution of the Company be revoked but without prejudice to the allotment of any shares already made or to be made pursuant to such authorities.
8. THAT, subject to the passing of resolution 7 referred to in the notice of the Annual General Meeting ("the Notice") at which this resolution is being proposed:-
  - (a) the Directors be granted power pursuant to section 570 and section 571 of the Companies Act 2006 ("the Act") to allot equity securities (within the meaning of section 560 of the Act) wholly for cash pursuant to the authority conferred on them by resolution 7 in the Notice as if section 561 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities:-

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- (i) in connection with a rights issue, open offer or other pre-emptive offer in favour of holders of Ordinary Shares in the Company ("Ordinary Shares") where the equity securities respectively attributable to the interests of all such holders of Ordinary Shares are proportionate (as nearly as may be) to the respective numbers of and/or rights attaching to Ordinary Shares held by them, subject to such exceptions, exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the requirements of any regulatory body or any stock exchange or otherwise in any territory;
- (ii) pursuant to the terms of the Company's existing employees' share or share option schemes or any other employees' share scheme approved by the members of the Company in general meeting;
- (iii) (other than pursuant to paragraphs (i) or (ii) above) up to a nominal value not exceeding in aggregate £46,152;

and shall expire at the conclusion of the next Annual General Meeting of the Company after passing this resolution or, if earlier, 15 months from the date of passing of this resolution, unless previously varied, revoked or renewed by the Company in general meeting, and provided that the Company may, before such expiry, make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if the power hereby conferred had not expired; and

- b) all prior powers granted under section 571 of the Act be revoked provided that such revocation shall not have retrospective effect.
9. THAT the Company is authorised, pursuant to section 701 of the Companies Act 2006 ("the Act"), to make market purchases (as defined in section 693 (4) of the Act) of any of its Ordinary Shares of 1.25p each ("Ordinary Shares") in such manner and on such terms as the Directors may from time to time determine provided that:-
- (a) the maximum number of Ordinary Shares authorised to be purchased is 7,384,472 shares being approximately 10% of the issued Ordinary Shares of the Company;
  - (b) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is an amount equal to 105 per cent of the average of the middle market quotations for an Ordinary Share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such share is contracted to be purchased and the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is 1.25 pence;
  - (c) the authority hereby conferred shall, unless previously varied, revoked or renewed, expire at the conclusion of the next Annual General Meeting of the Company to be held after passing this resolution or 15 months from the date of passing of this resolution, whichever shall be the earlier; and
  - (d) the Company shall be entitled under such authority to make at any time before its expiry or termination any contract to purchase its own shares which will or might be concluded wholly or partly after the expiry or termination of such authority and may purchase its own shares pursuant to such contract.
10. THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days notice.

Dated 15 June 2012

By order of the Board

**Michael Daykin**  
Company Secretary  
Bloomsbury Publishing Plc

Registered Office:  
50 Bedford Square  
London  
WC1B 3DP

**Notes:**

1. Only the holders of ordinary shares are entitled to attend the meeting and vote. A member entitled to attend and vote may appoint one or more proxies to attend, speak and vote on his behalf. A proxy need not be a member of the Company. A form of proxy is enclosed for your use. Further copies of the form of proxy may be obtained from the registered office of the Company or from [www.bloomsbury-ir.co.uk](http://www.bloomsbury-ir.co.uk).
2. If a member wishes his proxy to speak on his behalf at the Meeting, he or she will need to appoint his own choice of proxy (who is not the Chairman) and give instructions directly to the proxy. The completion and return of a form of proxy will enable a shareholder to vote at the General Meeting without having to be present at the General Meeting, but will not preclude him or her from attending the General Meeting and voting in person if he or she should subsequently decide to do so.
3. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please sign and date the form of proxy and attach a schedule listing the names and addresses (in block letters) of all your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the Chairman as one of your multiple proxies, insert "Chairman of the Meeting" in the box which is used to identify the name of the proxy on the relevant proxy card.
4. To be valid, the enclosed form of proxy must be lodged with the Company's Registrars, Capita Registrars, not later than 48 hours before the time appointed for the holding of the Annual General Meeting.
5. Shareholders included on the register of members (in relation to ordinary shares held in CREST, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001) at 6 pm on 19 July 2012 will be entitled to attend and vote at the Annual General Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
6. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated ("Relevant Member"), have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she, under any such agreement, may have a right to give instructions to the Relevant Member as to the exercise of voting rights. Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.
7. The statement of the rights of shareholders in relation to the appointment of proxies does not apply to Nominated Persons. The rights described in this regard can only be exercised by shareholders of the Company.

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8. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 to 531 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
9. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
10. In the case of joint registered holders, the signature of one holder will be accepted and the vote of the senior who tenders a vote, whether in person or proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the register of members in respect of the relevant joint holding.
11. Copies of the following documents will be available for inspection at the Company's registered office, 50 Bedford Square, London WC1B 3DP, during usual business hours on any weekday, Saturdays and public holidays excepted, from the date of this notice until the date of the Annual General Meeting and at the place of the Annual General Meeting for 15 minutes prior to and during the meeting:
  - \* Copies of the service agreements under which Directors of the Company are employed by the Company or its subsidiaries
  - \* Copies of letters of appointment of the Non-Executive Directors
  - \* A copy of the Articles of Association of the Company.
  - \* The terms of reference of the Audit Committee, the Remuneration Committee and Nominations Committee of the Board.