

# Annual General Meeting 2023

**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 delivered very strong results in FY23, reflecting a combination of new business wins, new products and expansion into higher growth markets. We saw growth in every region, in many cases outperforming our underlying markets substantially. Total revenue growth from ongoing activities was 6% at actual exchange rates and 8% at constant exchange rates, and organic revenue growth was 7%. Benchmark EBIT margin expansion was at the top end of our expectations, helping us to deliver Benchmark earnings per share up 9%.

“For the year ahead, we anticipate another year of growth due to the breadth and the resilience of our portfolio, and significant structural growth opportunities. Despite the uncertain economic climate, we expect to deliver organic revenue growth in the range of 4% to 6% and modest margin accretion, all at constant exchange rates and on an ongoing basis.”

**Brian Cassin**  
Chief Executive Officer

### Financial highlights

Statutory	Growth % at actual FX rates	Benchmark	Growth % at actual FX rates	Growth % at constant FX rates
<b>Revenue</b>		<b>Revenue – ongoing activities</b>		
US\$ <b>6,619</b> m (2022: US\$6,288m)	+5%	US\$ <b>6,587</b> m (2022: US\$6,216m)	+6%	+8%
<b>Operating profit</b>		<b>Benchmark EBIT<sup>1</sup></b>		
US\$ <b>1,265</b> m (2022: US\$1,416m)	-11%	US\$ <b>1,802</b> m (2022: US\$1,653m)	+9%	+9%
<b>Profit before tax</b>		<b>Benchmark profit before tax</b>		
US\$ <b>1,174</b> m (2022: US\$1,447m)	-19%	US\$ <b>1,670</b> m (2022: US\$1,535m)	+9%	+9%
<b>Basic EPS</b>		<b>Benchmark EPS</b>		
USc <b>84.2</b> (2022: USc127.5)	-34%	USc <b>135.1</b> (2022: USc124.5)	+9%	+9%

<sup>1</sup> From ongoing activities.

The results for the year ended 31 March 2022 have been re-presented for the reclassification to exited business activities of certain Business-to-Business (B2B) businesses. See Note 10a(i) to the Group financial statements for Revenue – ongoing activities and Benchmark EBIT re-presentation.

# Letter from the Chair

9 June 2023

To holders of ordinary shares



## Dear Shareholder

### Annual General Meeting: 19 July 2023

I am writing with details of our Annual General Meeting (AGM), which will be held on Wednesday 19 July 2023 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 4 to 7 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 and, should shareholders wish, proxy forms may be placed in an envelope and addressed to the Company's registrars.** You should return your completed form as soon as possible but it must arrive **no later than 9.30am on Monday 17 July 2023**. Returning a proxy form or voting electronically will not prevent you from attending the meeting in person. If you wish to vote electronically, you can do so by registering for the Link Share Portal service, at [www.experianplc.com/shares](http://www.experianplc.com/shares), or as otherwise outlined in this notice of meeting.

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 37.75 US cents per ordinary share, to be paid on 21 July 2023 to holders of the Company's ordinary shares on 23 June 2023. 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 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 2023.

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

**Mike Rogers**

Chair

## Notice of Meeting

Notice is hereby given that the 2023 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 19 July 2023 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 financial statements of the Company for the year ended 31 March 2023, together with the report of the auditor.
2. To approve the Report on directors' remuneration (excluding the Directors' remuneration policy set out on pages 140 to 145 of the report) contained in the Annual Report and financial statements of the Company for the year ended 31 March 2023.
3. To approve the Directors' remuneration policy set out on pages 140 to 145 of the Report on director's remuneration contained in the Annual Report and financial statements of the Company for the year ended 31 March 2023.
4. To elect Craig Boundy as a director of the Company.
5. To elect Kathleen DeRose as a director of the Company.
6. To elect Esther Lee as a director of the Company.
7. To elect Louise Pentland as a director of the Company.
8. To re-elect Alison Brittain as a director of the Company.
9. To re-elect Brian Cassin as a director of the Company.
10. To re-elect Caroline Donahue as a director of the Company.
11. To re-elect Luiz Fleury as a director of the Company.
12. To re-elect Jonathan Howell as a director of the Company.
13. To re-elect Lloyd Pitchford as a director of the Company.
14. To re-elect Mike Rogers as a director of the Company.
15. To re-appoint KPMG LLP as auditor of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.
16. To authorise the directors to determine the remuneration of the auditor.
17. 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 directors be generally and unconditionally authorised to exercise all the powers of the Company to allot shares or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of US\$30,638,482 (being the Authorised Allotment Amount for the purposes of the articles of association of the Company), and the Allotment Period (as defined in the articles of association of the Company) shall be the period commencing on 19 July 2023 and ending on the conclusion of the Annual General Meeting to be held in 2024 or, if earlier, 18 October 2024, 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 shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot shares or grant rights to subscribe for or convert any security into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

### Special resolutions

18. Subject to the passing of resolution 17, and for the period referred to in resolution 17, that:
  - (a) 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\$9,191,544; and
  - (b) in addition to the authority conferred on the directors by article 10.3 of the Company's articles of association, the directors be authorised to allot equity securities (as defined in the articles of association of the Company) and/or to sell ordinary shares held by the Company as treasury shares wholly for cash pursuant to the authority conferred by resolution 17 as if article 11 of the articles of association of the Company did not apply to any such allotment or sale, provided that such allotments or sales are: (i) made otherwise than pursuant to article 10.3 of the Company's articles of association; and (ii) limited to an aggregate nominal amount equal to 20% of any allotment of equity securities (or sale of treasury shares) made from time to time under article 10.3(b) of the Company's articles of association, such authority to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of section 2B of 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 17 except that the Company may, in each case, before such expiry, make offers and enter into agreements 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 any such offer or agreement as if the authority conferred hereby had not expired.
19. Subject to the passing of resolution 17, that the directors be authorised, in addition to any authority granted under resolution 18, to allot equity securities (as defined in the articles of association of the Company) wholly for cash pursuant to the authority conferred by resolution 17 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 limited to allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of US\$9,191,544 such authority to be:

- (a) used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the directors determine to be either an acquisition or a specified 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; and
- (b) otherwise than under paragraph (a) of this resolution 19, allotments of up to an aggregate nominal amount equal to 20% of any allotment (or sale of treasury shares) made from time to time under paragraph (a) of this resolution 19, such authority to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of section 2B of 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 17 except that the Company may, in each case, before such expiry, make offers and enter into agreements 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 any such offer or agreement as if the authority conferred hereby had not expired.

20. 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 91,915,447 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 higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the exchange on which the purchase is to be carried out; and
  - (iv) the authority hereby conferred shall expire on the earlier of 18 October 2024 and the conclusion of the Annual General Meeting of the Company to be held in 2024 (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  
9 June 2023

**Corporate headquarters:**

2 Cumberland Place  
Fenian Street  
Dublin 2  
D02 HY05  
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 close of business on 17 July 2023 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 close of business on 17 July 2023 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 close of business 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 close of business 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 LLP (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 all 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 their place. A proxy need not be a member of the Company. If shareholders want their proxy to speak on their behalf, they must appoint someone other than the Chair 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 they represent 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 themselves and the shareholder by whom they were 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, they 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 Link Market Services (Jersey) Limited, c/o Link Group, FREEPOST PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom; or
  - (ii) in the case of members who have registered for the Link 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) electronically via the Company registrar's app LinkVote+. The app is free to download via the Apple App Store or Google Play, and is compatible with smartphones and tablets. Via LinkVote+, shareholders can submit proxy votes as the LinkVote+ app is integrated with the Link Share Portal service, or
  - (iv) in the case of CREST members, by utilising the CREST electronic proxy appointment service, or
  - (v) institutional investors may be able to appoint a proxy electronically via the Proximity platform, a process which has been approved by the registrars. For further information regarding proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 9.30am on 17 July 2023 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy,

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.

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(s) 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 provider(s) 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 their CREST sponsor(s) 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 provider(s) 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 29 May 2023 (being the last practical day prior to publication of the notice of meeting), the Company's issued share capital consisted of 971,376,829 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 29 May 2023, the Company held 52,222,358 shares in treasury. Therefore, the total voting rights in the Company as at 29 May 2023 was 919,154,471.
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. Any member 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.
13. A copy of this notice and other relevant shareholder information can be found at [www.experianplc.com](http://www.experianplc.com).

## Appendix 1

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

Resolutions 1 to 17 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 18, 19 and 20 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 financial statements of the Company for the year ended 31 March 2023 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 140 to 145 of the Annual Report) and financial statements of the Company for the year ended 31 March 2023, to provide shareholder feedback to the Board.

#### Resolution 3

Experian plc is a Jersey-incorporated company and is therefore not subject to the UK company law requirement to submit its directors' remuneration policy report to a binding shareholder vote. However, the Company has voluntarily adopted the remuneration reporting format in the UK Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Schedule 8, and is therefore submitting the Directors' remuneration policy (set out on pages 140 to 145 of the Report on directors' remuneration contained within the Annual Report) to shareholders for consideration, as an advisory shareholder vote. In line with the Company's commitment to good corporate governance, the Board will take due notice of shareholder feedback on the policy vote (including engagement with major shareholders, in the event of the vote not being successful) and the Board intends to operate in line with the approved policy. The Company would seek a further advisory vote from its shareholders should the current policy change or, if earlier, in three years' time.

#### Resolutions 4 to 14

In accordance with the UK Corporate Governance Code, and having been appointed as directors since the 2022 Annual General Meeting, Craig Boundy, Kathleen DeRose, Esther Lee and Louise Pentland will put themselves forward for election at the Annual General Meeting. All remaining members of the Board will retire 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 2023, an external evaluation of the Board was carried out during the year ended 31 March 2023. The evaluation provided the Board with greater insights into its performance and allowed the Board to identify opportunities to further increase and improve its overall effectiveness. There were also separate meetings between each director and the Chair in relation to their individual performance. The Senior Independent Director evaluated the Chair, taking account of input from other directors.

The Board concluded that Board performance is strong and is considered among best in class by the directors but that there is also no complacency. Accordingly, the Board recommends the election and re-election of each director who is standing for election and re-election, as applicable, as set out in resolutions 4 to 14.

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

#### Resolution 15

An auditor has to be appointed at each Annual General Meeting. KPMG LLP has advised of its willingness to stand for re-appointment as the auditor of the Company.

#### Resolution 16

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 17

The purpose of resolution 17 is to renew the directors' authority to allot new shares and other relevant securities, this year up to an aggregate nominal value of US\$30,638,482, which is equivalent to approximately one-third of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 29 May 2023.

At 29 May 2023, the Company held 52,222,358 ordinary shares in treasury.

The authority sought in resolution 17 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 2024 or, if earlier, 18 October 2024.

#### Resolutions 18 and 19

The UK Pre-Emption Group's Statement of Principles, as updated in November 2022, 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 10% of issued ordinary share capital (exclusive of treasury shares), without restriction as to the use of proceeds of those allotments.

Accordingly, the purpose of limb (a) of resolution 18, which is conditional on the passing of resolution 17 and will be proposed as a special resolution, 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 first offering those equity securities or treasury shares pro rata to existing shareholders, up to an aggregate nominal amount of US\$9,191,544, representing approximately 10% of the Company's issued ordinary share capital, exclusive of treasury shares (and 9.46% of the Company's issued ordinary share capital, inclusive of treasury shares), as at 29 May 2023, the latest practical date before publication of this notice.



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 10% 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(s) 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, the purpose of limb (a) of resolution 19, which is conditional on the passing of resolution 17 and will be proposed as a special resolution, 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 first offering those equity securities pro rata to existing shareholders, up to a further nominal amount of US\$9,191,544, representing approximately 10% of the Company's issued ordinary share capital, exclusive of treasury shares (and 9.46% of the Company's issued ordinary share capital, inclusive of treasury shares), as at 29 May 2023, 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 twelve-month period and is disclosed in the announcement of the issue. If the authority given in resolution 19 is used, the Company will publish details of the placing in its next Annual Report.

The UK Pre-Emption Group's Statement of Principles published in November 2022 introduces the concept of "follow-on" offers to help existing and retail investors to participate in equity issues. This is in line with the recommendations for improving capital raising processes which were made by the UK Secondary Capital Raising Review in July 2022.

The purpose of limb (b) of Resolution 18 and limb (b) of Resolution 19 is to give the directors the flexibility to make a follow-on offer.

The features of follow-on offers which are set out in the Statement of Principles (in section 2B, paragraph 3) include an individual monetary cap of not more than £30,000 per ultimate beneficial owner, limits on the number of equity securities allotted (or treasury shares sold) in any follow-on offer (not more than 20% of the number of equity securities allotted (or treasury shares sold) in the original offer), and limits on the price (equal to, or less than, the offer price in the original offer). The directors intend to adhere to the provisions in the UK Pre-emption Group's Statement of Principles for any follow-on offers made, as far as practicable.

The maximum nominal amount of equity securities which can be allotted (or treasury shares sold) in a follow-on offer is US\$3,676,617. This amount is in addition to the amounts authorised for the general use authority and the authority for acquisitions and specified capital investments described above, and, in total, is equivalent to 4% of the total issued ordinary share capital of the Company excluding treasury shares and approximately 3.78% of the total issued ordinary share capital of the Company including treasury shares, as at 29 May 2023.

The Board confirms that it intends to follow the shareholder protections set out in section 2B of the UK Pre-Emption Group's Statement of Principles and, for any follow-on offer made, the expected features set out in paragraph 3 of section 2B of the UK Pre-Emption Group's Statement of Principles.

If granted, the authorities in resolutions 18 and 19 will expire on the earlier of 18 October 2024 and the conclusion of the Annual General Meeting to be held in 2024.

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 18 and 19 to make small issues of shares for cash, as suitable opportunities arise. Resolutions 18 and 19 have been drafted in line with the template resolutions published by the UK Pre-Emption Group in November 2022.

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 pre-emptive issue (as defined in the articles of association of the Company).

## Resolution 20

The purpose of resolution 20, 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 91,915,447 ordinary shares, being approximately 10% of the issued ordinary share capital of the Company, exclusive of treasury shares, as at 29 May 2023. 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 29 May 2023, the Company held 52,222,358 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 18 October 2024 and the conclusion of the Annual General Meeting to be held in 2024.

As at 29 May 2023, there were options outstanding over 15,228,637 ordinary shares, representing 1.66% of the issued ordinary share capital of the Company, exclusive of treasury shares, at that date. If the full authority being sought under resolution 20 was utilised, so reducing the issued ordinary share capital by an equivalent amount, the figure of 15,228,637 would represent 1.84% of the issued ordinary share capital of the Company, exclusive of treasury shares, at that date.

## Appendix 2

Biographical details of directors proposed for election or re-election at the Annual General Meeting.

### Mike Rogers (58) Chair

Appointed to the Board on 1 July 2017, and as Chair (and Chair of the Nomination and Corporate Governance Committee) on 24 July 2019.

**Other current roles:** Mike is the non-executive Chair of Admiral Group PLC and Aegon UK.

**Skills and contribution:** Mike brings over 30 years of banking and financial services experience, with a reputation for strategic insight and focused execution. His current and previous board-level experience, both executive and non-executive, is of huge value to the Experian Board.

**Experience:** Mike was Group Chief Executive Officer of LV= Group from 2006 until 2016, during which time he grew the organisation into a significant player in the life and general insurance market. Before that, Mike was with Barclays plc for more than 20 years, holding a number of senior roles, most recently as Managing Director, UK Retail Banking. He was previously a non-executive director of the Association of British Insurers and NatWest Group plc.

### Brian Cassin (55) Chief Executive Officer

Appointed to the Board as Chief Financial Officer on 30 April 2012, and as Chief Executive Officer on 16 July 2014.

**Other current roles:** Brian is a non-executive director (and the Senior Independent Director) of J Sainsbury plc. He also sits on its Audit and Nomination Committees.

**Skills and contribution:** Brian brings strong leadership, a clear view of strategic objectives and decisive management skills to this role. He has strong financial and commercial acumen and a broad range of operational competencies. His non-executive role augments his strong board-level experience.

**Experience:** Brian was previously the Chief Financial Officer of Experian and, before that, Managing Director at Greenhill & Co. He has also held various senior roles at Baring Brothers International and the London Stock Exchange.

### Lloyd Pitchford (51) Chief Financial Officer

Appointed to the Board on 1 October 2014.

**Other current roles:** Lloyd is a non-executive director (and chairs the Audit Committee) of Bunzl plc.

**Skills and contribution:** Lloyd is a qualified accountant and holds an MBA. He has deep financial, operational and strategic skills, built through a career working in a diverse range of globally complex, growth-oriented organisations. He brings additional perspectives to Experian from his non-executive role with Bunzl plc. Lloyd sponsors Experian's Environmental, Social and Governance (ESG) and employee mental health programmes.

**Experience:** Lloyd has over two decades of experience in financial and commercial leadership positions across a range of dynamic industries; including 13 years as Group Chief Financial Officer. Before joining Experian, Lloyd held a wide portfolio of finance, technology and operational responsibilities: as Chief Financial Officer of Intertek Group plc; in senior finance roles (including Group Financial Controller) at BG Group plc; and in financial and commercial roles at Mobil Oil.

### Craig Boundy (48) Chief Operating Officer

Appointed to the Board on 21 July 2022.

**Skills and contribution:** Craig has excellent commercial and operational expertise, and will continue to progress Experian's journey of innovation-led growth. He has a strong commitment to fostering diversity, equity and inclusion within Experian, and is the global lead for race and ethnicity.

**Experience:** Craig's roles at Experian have included Chief Executive Officer (CEO) of Experian North America, and Managing Director of Experian UK and Ireland. Previously, he was CEO of Global Operations at Logica UK, Chief Operating Officer (COO) at Cable & Wireless' businesses in Europe, US and Asia, and Sales Director and COO at Energis. His early career was with BT.

**Alison Brittain (58)** Senior Independent Director

Appointed to the Board on 1 September 2020, and as Senior Independent Director and Chair of the Remuneration Committee on 21 July 2022.

**Other current roles:** Alison is Chair of English football's Premier League and Dunelm Group plc (where she chairs the Nominations Committee), a non-executive director of British Airways plc, and Chair and a Trustee of the Prince's Trust Group.

**Skills and contribution:** Alison is a highly versatile business leader and general manager, who holds an MBA and brings considerable experience of operating in consumer-facing service environments. She has over 25 years' senior management experience in major financial institutions and consumer businesses. The Board benefits from her significant board-level experience.

**Experience:** Alison was previously CEO of Whitbread PLC, group director with Lloyds Banking Group and a board director of Santander UK PLC. She held senior roles at Barclays Bank, and was a non-executive director of Marks & Spencer Group PLC. She has been a member of the UK Prime Minister's Advisory Councils, under several administrations and was awarded a CBE in the 2019 UK New Year Honours list.

**Kathleen DeRose (62)** Non-executive director

Appointed to the Board on 1 November 2022.

**Other current roles:** Kathleen is a Professor at the New York University (NYU) Stern School of Business, the Director of the NYU Stern Fubon Center for Technology, Business, and Innovation and the Director of its FinTech Initiative. She is a non-executive director of London Stock Exchange Group plc, Voya Financial, Inc. and Enfusion, Inc.

**Skills and contribution:** As well as bringing significant FinTech experience to the Experian Board, Kathleen brings financial services expertise with a focus on investment management. She also has considerable non-executive listed boardroom experience.

**Experience:** Prior to her current roles, Kathleen had an extensive career in global financial services, including at Credit Suisse, Hagin Investment Management, Bessemer Trust, Deutsche Asset Management, and Chase Manhattan Bank.

**Caroline Donahue (62)** Non-executive director

Appointed to the Board on 1 January 2017.

**Other current roles:** Caroline is on the Board of GoDaddy Inc., Versapay and Emerge America.

**Skills and contribution:** Caroline brings extensive experience of international markets and technology as well as knowledge of consumer sales and marketing, innovation and consumer-centricity. The Board also benefits from her insight and extensive experience in mass-market, digital, multi-channel and Business-to-Consumer (B2C) distribution, marketing, and brand and sales management.

**Experience:** Caroline previously held roles at Intuit where she was Executive Vice President, Chief Marketing and Sales Officer; Senior Vice President, Sales and Channel Marketing; and Vice President and Director of Sales. She also held sales and channel management roles at Knowledge Adventure, NeXT Computer and Apple, Inc. Caroline was previously on the Executive Committee of Northwestern C100, the Board of the Computer History Museum, and a mentor for She-Can.

**Luiz Fleury (66)** Non-executive director

Appointed to the Board on 8 September 2015.

**Other current roles:** Luiz is a Board member of DOTZ S.A.

**Skills and contribution:** Luiz has spent most of his career in financial services and has extensive insight and deep local knowledge of the Brazilian financial market. His considerable boardroom experience adds to the strength, depth and effectiveness of our Board.

**Experience:** Luiz has held Chief Executive roles at Cetip S.A., Banco Ibi and Redecard, together with senior finance and investment positions at Banco Citibank S.A., Banco Marka S.A. and C&A Brenninkmeyer Brasil. Luiz was President and a member of the Executive Board at Cetip S.A., and a Board member of Grupo Sequóia de Logística, Eneva S.A., Discount Malls do Brasil, Banco Ibi, FHV Holdings Ltda., Magnopus, Inc. and Carrefour Brazil (the trading name of Atacadão S.A.).

## Appendix 2 continued

### **Jonathan Howell (60)** Non-executive director

Appointed to the Board on 1 May 2021, and as Chair of the Audit Committee on 1 July 2022.

**Other current roles:** Jonathan is the Chief Financial Officer of The Sage Group plc.

**Skills and contribution:** Jonathan has a wealth of financial, strategic, technology and regulatory expertise, encompassing both B2B and B2C, which is of huge benefit to Experian. He is a highly regarded FTSE 100 Chief Financial Officer, and also brings considerable executive and non-executive UK-listed boardroom experience. Jonathan's financial expertise and experience ensure effective leadership of our Audit Committee.

**Experience:** Jonathan was previously an independent non-executive director and Chair of the Audit and Risk Committee of The Sage Group plc., for five years while serving as Group Finance Director of Close Brothers Group plc for ten years until November 2018. Before that he was Group Finance Director at London Stock Exchange Group plc for nine years and has also been a non-executive director of EMAP plc and Chair of FTSE International. The early part of Jonathan's career was at Price Waterhouse where he qualified as a chartered accountant.

### **Esther Lee (64)** Non-executive director

Appointed to the Board on 31 March 2023.

**Other current roles:** Esther is a non-executive director (and Chair of the Nomination and Governance Committee) of The Clorox Company and a non-executive director of Pearson plc.

**Skills and contribution:** Esther brings strong brand development, and consumer engagement and communication perspectives to the Experian Board, as well as extensive knowledge in consumer and trends. The Board benefits from her significant executive and marketing expertise in developing consumer and customer strategies to enable growth, drive customer-centric innovation and business transformation, and enhance global marketing and branding.

**Experience:** Esther previously held several corporate executive roles. At MetLife, she was Executive Vice President and Global Chief Marketing Officer. She has also held senior leadership roles at AT&T and The Coca Cola Company. Prior to her corporate career, Esther spent several years in leadership roles in the advertising industry at global agency networks such as WPP and Havas.

### **Louise Pentland (51)** Non-executive director

Appointed to the Board on 1 November 2022.

**Other current roles:** Louise is a non-executive director of Hitachi, Ltd and Pacific Mutual Holding Company.

**Skills and contribution:** Louise brings significant legal and regulatory experience from FinTech, technology and digital industries, and also has listed non-executive boardroom experience. Having spent many years as a senior executive at leading global technology companies, Louise has a deep understanding of business, law, human resources (including remuneration committee management), leadership, innovation and culture.

**Experience:** Louise was most recently Executive Vice President and Senior Adviser to the CEO at PayPal Holdings, Inc. Responsibilities included leading its legal and regulatory requirements across all markets working with international regulators, overseeing PayPal's ESG strategy and impact, running the Human Resources function and leading intellectual property and innovation activities. Prior to PayPal, she held a wide range of senior roles at Nokia Corporation, and had also spent time at Avon Cosmetics following qualification as a solicitor.

# Information for shareholders

## Time and location of the meeting

Registration will begin at 9.00am on Wednesday 19 July 2023 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, Link Market Services (Jersey) Limited, at the address below giving details of the nominated person including their relationship to 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 a proxy form(s) and return it to the Company's registrars, Link Market Services (Jersey) Limited, at the address shown on the proxy form, to be received by no later than 9.30am on Monday 17 July 2023. **A postage stamp is not required for the proxy form if 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 Link Share Portal service, at [www.experianplc.com/shares](http://www.experianplc.com/shares). Full details of the procedures are set out on this website. Alternatively, you can use LinkVote+. Shareholders can submit proxy votes as the LinkVote+ app is integrated with the Link Share Portal service.

Institutional investors may be able to appoint a proxy electronically via the Proximity platform, a process which has been approved by the registrars. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io).

The proxy appointment and/or voting instructions must be received by Link Market Services (Jersey) Limited by no later than 9.30am on Monday 17 July 2023.

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.

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

Link Market Services (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 outside the UK will be charged at the applicable international rate. Lines are open between 8.30am and 5.30pm (UK time) 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 Link Market Services (Jersey) Limited at the following address:

Link Market Services (Jersey) Limited  
12 Castle Street  
St Helier  
Jersey  
JE2 3RT  
Channel Islands

## Information for shareholders continued

### 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). Remember to 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

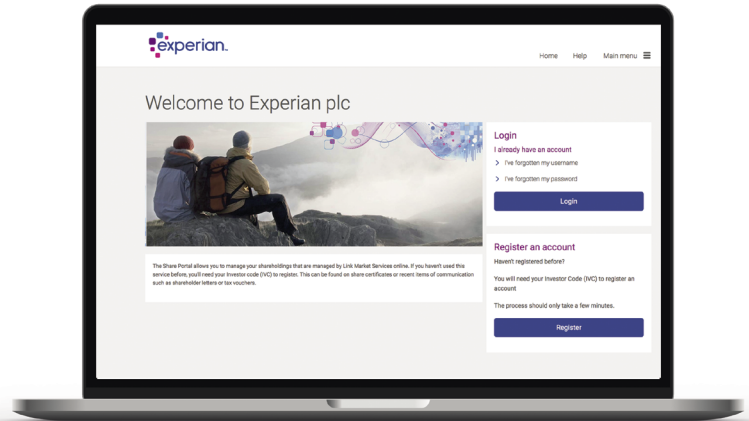
[experian@linkregistrars.com](mailto:experian@linkregistrars.com)

By post

Experian Shareholder Services  
Link Market Services (Jersey) Limited,  
12 Castle Street, St Helier, Jersey,  
JE2 3RT, 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 will be charged at the applicable international rate. Lines are open between 8.30am and 5.30pm (UK time) Monday to Friday excluding public holidays in England and Wales.





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Annual Report 2023

[www.experianplc.com/Experian-Annual-Report-2023](http://www.experianplc.com/Experian-Annual-Report-2023)

Improving Financial Health Report 2023

[www.experianplc.com/Experian-Improving-Financial-Health-Report-2023](http://www.experianplc.com/Experian-Improving-Financial-Health-Report-2023)

Experian plc website

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