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 2014 Annual General Meeting ("AGM") of Bloomsbury Publishing Plc (the "Company") is to be held at 50 Bedford Square, London WC1B 3DP on Tuesday 22 July 2014 at 12 noon. The formal notice convening the AGM is set out on pages 154 to 165 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.

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 12, 16, 17 and 18 will be proposed as ordinary resolutions and resolutions 13, 14 and 15 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.

Ordinary Business to be proposed at the 2014 Annual General Meeting
Resolutions 1 (ordinary resolution) – Report and Accounts

To receive the report of the Directors and the financial statements for the year ended 28 February 2014, together with the report of the auditors.

Resolutions 2 and 3 (ordinary resolutions) – Approval of (i) Annual Statement by the Chairman of the Remuneration Committee and Annual Report on Directors' Remuneration and (ii) the Directors' Remuneration Policy Report.

Under new legislation that came into force in the UK on 1 October 2013, the Company is required to offer an advisory vote on the implementation of the Company's existing Remuneration Policy in terms of the payments and share awards made to Directors during the year (the Annual Statement by the Chairman of the Remuneration Committee and the Annual Report on Remuneration) and a separate binding vote on the Company's forward looking Remuneration Policy (the Directors' Remuneration Policy Report).

Resolution 2 seeks Shareholder approval for the Annual Statement by the Chairman of the Remuneration Committee and the Annual Report on Directors' Remuneration as set out on pages 65 to 66 and 72 to 81 respectively of the 2014 Annual Report and Accounts (for the year ended 28 February 2014).

Resolution 3 seeks Shareholder approval for the Directors' Remuneration Policy Report, which is set out in the first part of the Directors' Remuneration Report, on pages 66 to 72 of the 2014 Annual Report and Accounts.

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Subject to such approval, the proposed effective date of the Directors' Remuneration Policy Report is 22 July 2014, being the date of the AGM of the Company.

Resolutions 4 (ordinary resolution) – Final Dividend

The Board proposes a final dividend of 4.84p per share for the year ended 28 February 2014. If approved, the recommended final dividend will be paid on 24 September 2014 to all Shareholders who are on the register of members on 29 August 2014. Payments will be made by cheque or BACS (where there is an existing dividend mandate). The final dividend equates to an aggregate distribution to Shareholders of approximately £3.53m making approximately £4.25m for the interim and final dividend together.

Resolutions 5 to 10 (ordinary resolutions) – Re-election and election of Directors

In accordance with article 86.2 of the Articles of Association, any Director appointed after the 2013 AGM (held on 23 July 2013) has to retire and may stand for election at the 2014 AGM. Sir Anthony Salz (appointed on 29 August 2013), Jill Jones (appointed on 23 July 2013) and Stephen Page (appointed on 20 August 2013) will retire at the AGM and, being eligible, offer themselves for reappointment. The Board has considered the appraisal of the performance of each Director falling due to retire and recommends the reappointment of such Directors.

In accordance with article 78.1 of the Articles of Association, one-third of the Directors who are subject to retirement by rotation are required to retire at the AGM. Richard Charkin (who was last reappointed as a Director at the Annual General Meeting of the Company held in 2012) will retire at the AGM and, being eligible, offers himself for reappointment. The Board has considered the appraisal of the performance of Richard Charkin and recommends he is reappointed.

In accordance with article 78.2 of the Articles of Association, each Director who has not stood for re-election at each of the preceding two AGMs is subject to retirement by rotation and is required to retire at the AGM. Nigel Newton and Ian Cormack will retire at the AGM and, being eligible, offer themselves for reappointment. The Board has considered the appraisal of the performance of each Director falling due to retire by rotation and recommends the reappointment of both Directors.

Resolutions 11 (ordinary resolution) – Reappointment of the auditors and authority for the Board to determine their remuneration

As explained below, the external audit has been put out to tender following which, on the recommendation of the Audit Committee, the Board appointed KPMG LLP as the auditor.

Under Resolution 11, the Board recommends to the Shareholders that KPMG LLP be reappointed for a further year so that they are able to audit the Company's report and accounts for the year ended 28 February 2015 and the Board be authorised to determine the level of the auditors' remuneration.

Change of External Auditor

The 2013 Annual Report noted that the Audit Committee anticipated tendering the appointment of the external auditor following the 2013 AGM. This tender has been completed and, on the recommendation of the Audit Committee, the Board has appointed KPMG LLP as external auditor for the Group and for the Company.

Reasons for tendering

Code provision C.3.7 requires FTSE 350 companies to put the external audit contract out to tender at least every ten years. Whilst Bloomsbury is not a FTSE 350 company the Audit Committee considers it appropriate that provision C.3.7 should apply. This adopts best practice including the Financial Reporting Council's Guidance on Audit Committees published September 2012. The incumbent external auditor prior to the tender, Baker Tilly UK Audit LLP, was contracted for more than 10 years without tender, having first been approved by the Shareholders at the 2002 AGM on 27 June 2002.

Conduct of the tender

The tender was conducted as follows

- The Audit Committee considered the reasons for tendering and approved putting the external audit out to tender.
- The tender process was run by the Finance Director overseen by the Audit Committee
  - A list of 8 firms was selected, including the Big Four and some medium sized firms.
  - Based on the resources, infrastructure, geographical coverage, expertise in the fields of Bloomsbury's business and

general knowledge of each firm a short list of three firms was proposed by the Finance Director and approved by the Committee. This included Baker Tilly, KPMG and Grant Thornton.

— The shortlisted firms agreed to the tender and provided responses to detailed Request For Information (RFIs). The firms were given wide access to the information of the business and its employees. Interviews with Board members and key staff were held as request by the firms.

— During July and August 2013 the Audit Committee interviewed each firm and considered written proposals submitted by each firm supplemented by information gathered by Bloomsbury. The Audit Committee evaluated each firm against criteria agreed by the Audit Committee.

— Based on these evaluations, the Audit Committee recommended KPMG be appointed as the external auditor. The Board approved the recommendation.

Criteria for evaluating the firms

The Audit Committee evaluated the firms shortlisted for the appointment as external auditor against the following criteria:

- Understanding of Bloomsbury's business and level of publishing industry experience
- Audit staff and the firm
- Relationships
- Organisational and cultural fit
- Commitment and conflicts
- Audit approach
- Pro-activity, ideas and strategies
- Access to other specialists
- Fee
- Value the firm contributes eg the level of assurance provided

Recommendation of appointment of external auditor

Whilst KPMG, Baker Tilly and Grant Thornton each have strengths, the Audit Committee believes that KPMG best meets the criteria and, in particular, would provide a fresh pair of eyes to the benefit of the Company and its Shareholders.

Special Business to be proposed at the Annual General Meeting

Resolution 12 (ordinary resolution) – Authority to allot Ordinary Shares

This replaces the general authority, last given at the 2013 AGM, for the Directors to allot Ordinary Shares pursuant to Section 551 of the Act. 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 the authority granted by this resolution save in connection with the new share schemes referred to below. The Board intends to seek its renewal at subsequent Annual General Meetings of the Company.

As at the date of signing the Directors Report for the 2014 Annual Report, the Directors have beneficial holdings of Ordinary Shares in the Company which in aggregate amount to approximately 2.1% 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 2.3% of the Ordinary Shares in issue. As referred to below it is intended that the Directors be granted share awards or options under the replacement share schemes.

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Resolution 13 (special resolution) – Disapplication of statutory pre-emption provisions

This resolution authorises the Directors to allot Ordinary Shares for cash without first offering them, pro rata, to existing Shareholders pursuant to Section 571 of the Act.

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 14 (special resolution) – Authority for the Company to purchase Ordinary Shares

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 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.

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 £92,306, 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 15 (special resolution) – Approval that a General Meeting may be called on not less than 14 clear days notice.

Under 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. This resolution 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.

Resolutions 16 (ordinary resolution) – Replacement of existing share incentive plan

This resolution seeks authority from Shareholders for the implementation of a replacement long-term incentive arrangement currently intended to be used for the Company's Executive Directors and senior management.

The proposed Bloomsbury Publishing Plc 2014 Performance Share Plan (the "2014 PSP") would replace the Company's existing performance share plan (the Bloomsbury Performance Share Plan 2005 approved by the Shareholders on 27 September 2005 ("2005 PSP")) which was otherwise due to expire in 2015.

The design of the 2014 PSP has been developed by the Remuneration Committee and, as with the 2005 PSP, will provide for discretionary annual share-based awards in the case of senior employees ordinarily vesting three years from grant, subject to continued service and to the extent to which objective performance criteria are met over a three-year measurement period.

A summary of the principal terms of the 2014 PSP together with details of the performance conditions proposed for the first awards under the 2014 PSP to the Company's Executive Directors, is set out in the Appendix to the Notice of Annual General Meeting.

Resolutions 17 (ordinary resolution) – New share option plan

This resolution seeks authority from Shareholders for the implementation of a new discretionary share option plan.

The proposed Bloomsbury Publishing Plc 2014 Company Share Option Plan (the "2014 CSOP") will provide scope for the grant of market value options to selected employees.

Options under the 2014 CSOP will ordinarily become exercisable three years from grant subject to the participant's continued service and to the extent to which any applicable performance conditions are satisfied. The 2014 CSOP will have the facility to grant both HMRC tax-favoured options and non tax-favoured options.

Whilst the 2014 PSP may be operated for Executive Directors and selected senior executives, it is intended that the 2014 CSOP will be operated only for below Board level employees (not Executive Directors of the Company) at the Remuneration Committee's discretion.

A summary of the principal terms of the 2014 CSOP is set out in the Appendix to the Notice of Annual General Meeting .

Resolutions 18 (ordinary resolution) – Renewal of Sharesave plan

This resolution seeks authority from Shareholders to update the terms of the existing Bloomsbury Sharesave Plan 2005 approved by the Shareholders on 27 September 2005 (the "2005 Sharesave") due to expire in 2015 to become the Bloomsbury Publishing Plc 2014 Sharesave Plan (the "2014 Sharesave").

Sharesave schemes are "all-employee" savings-related share option plans under which UK-based employees may sign up to savings contracts to save, from 6 April 2014, up to £500 per month over a three or five year savings term. On the maturity of the contracts, participants can elect to use their savings (and any interest) to exercise a linked discounted share option to acquire shares on HMRC tax-favoured terms or ask for the return of the savings (and any interest).

A summary of the principal terms of the 2014 Sharesave is set out in the Appendix to the Notice of Annual General Meeting .

The Remuneration Committee believes that the new and updated plans will result in strategically-focused-equity-based long-term incentive arrangements that will improve the alignment of interests between employees and Shareholders.

Action to be taken

As outlined above, information regarding the AGM is available from www.bloomsbury-ir.co.uk

Enclosed with this Notice of Meeting, 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 FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU 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 Asset Services, PXS, 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 18 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
11 June 2014

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 22 July 2014 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 28 February 2014, together with the Report of the Directors and the Report of the Auditors thereon.
2. To approve the Annual Statement by the Chairman of the Remuneration Committee and the Annual Report on Directors' Remuneration for the financial year ended 28 February 2014, as set out on pages 65 to 66 and 72 to 81 respectively of the Company's Annual Report and Accounts for the year ended 28 February 2014.
3. To approve the Directors' Remuneration Policy Report as set out on pages 66 to 72 of the Company's Annual Report and Accounts for the year ended 28 February 2014.
4. To declare a final dividend of 4.84p per ordinary share.
5. To elect Sir Anthony Salz as a Director of the Company.
6. To elect Jill Jones as a Director of the Company.
7. To elect Stephen Page as a Director of the Company.
8. To re-elect Ian Cormack as a Director of the Company.
9. To re-elect Richard Charkin as a Director of the Company.
10. To re-elect Nigel Newton as a Director of the Company.
11. To resolve that KPMG LLP be and are hereby reappointed auditors of the Company to hold office until the conclusion of the next Annual General Meeting at which the 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 resolutions 12, 16, 17 and 18 will be proposed as ordinary resolutions and resolutions 13, 14 and 15 will be proposed as special resolutions.

12. 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.

13. THAT, subject to the passing of resolution 12 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 12 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:

(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.

14. 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.

15. THAT a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

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16. THAT the rules of the Bloomsbury Publishing Plc 2014 Performance Share Plan (the "2014 PSP") produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved and the Directors be authorised to:

(a) make such modifications to the 2014 PSP as they may consider appropriate to take account of the requirements of best practice and for the implementation of the 2014 PSP and to adopt the 2014 PSP as so modified and to do all such other acts and things as they may consider appropriate to implement the 2014 PSP; and

(b) establish further plans based on the 2014 PSP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the 2014 PSP.

17. THAT the rules of the Bloomsbury Publishing Plc 2014 Company Share Option Plan (the "2014 CSOP") produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved and the Directors be authorised to:

(a) make such modifications to the 2014 CSOP as they may consider appropriate to take account of the requirements of HMRC and best practice, and for the implementation of the 2014 CSOP and to adopt the 2014 CSOP as so modified and to do all such other acts and things as they may consider appropriate to implement the 2014 CSOP; and

(b) establish further plans based on the 2014 CSOP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the 2014 CSOP.

18. THAT the proposed updated form of the rules of the Bloomsbury Sharesave Plan 2005 produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved to become the Bloomsbury Publishing Plc 2014 Sharesave Plan (the "2014 Sharesave") and the Directors be authorised to:

(a) make such modifications to the 2014 Sharesave as they may consider appropriate to take account of the requirements of HMRC and best practice, and for the implementation of the 2014 Sharesave and to adopt the 2014 Sharesave as so modified and to do all such other acts and things as they may consider appropriate to implement the 2014 Sharesave; and

(b) establish further plans based on the 2014 Sharesave but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the 2014 Sharesave.

Dated 11 June 2014

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.
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 Annual General Meeting without having to be present at the Annual General Meeting, but will not preclude him or her from attending the Annual 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 Asset Services, 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 18 July 2014 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 Act 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.
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 Act, 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 Report and Accounts were laid in accordance with section 437 of the Act. 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 Act. Where the Company is required to place a statement on a website under section 527 of the Act, 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 Act 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 Nomination Committee of the Board; and
    * the draft scheme rules for the Bloomsbury Publishing Plc 2014 Performance Share Plan, Bloomsbury Publishing Plc 2014 Company Share Option Plan and the Bloomsbury Publishing Plc 2014 Sharesave Plan.

NOTICE OF ANNUAL GENERAL MEETING BLOOMSBURY PUBLISHING PLC

APPENDIX

Summary of the principal terms of the Bloomsbury Publishing Plc 2014 Performance Share Plan (the "2014 PSP"), the Bloomsbury Publishing Plc 2014 Company Share Option Plan (the "2014 CSOP") and the proposed updated form of the Bloomsbury Sharesave Plan 2005 to become the Bloomsbury Publishing Plc 2014 Sharesave Plan (the "2014 Sharesave")

(each a "Plan" and together, the "Plans")

This Appendix first describes the unique main features of each Plan and then describes those features which are common to all of the Plans.

Main principal terms of the 2014 PSP

Operation

The Remuneration Committee of the Board of Directors of the Company (the "**Committee**") will supervise the operation of the 2014 PSP.

Eligibility

Any employee (including an Executive Director) of the Company and its subsidiaries will be eligible to participate in the 2014 PSP at the discretion of the Committee.

Grant of awards

The Committee may grant awards to acquire Ordinary Shares in the Company ("**Shares**") within six weeks following the Company's announcement of its results for any period. The Committee may also grant awards within six weeks of Shareholder approval of the 2014 PSP or at any other time when the Committee considers there are exceptional circumstances which justify the granting of awards. Subject to Shareholder approval of the 2014 PSP, it is intended that the first awards under the 2014 PSP will be made during the 2014/15 Financial Year.

The Committee may grant awards as conditional shares or as nil (or nominal) cost options. The Committee may also decide to grant cash-based awards of an equivalent value to share-based awards or to satisfy share-based awards in cash, although it does not currently intend to do so.

Individual limit

An employee may not receive awards in any financial year over Shares having a market value in excess of 100 per cent. of his or her annual base salary in that financial year. In exceptional circumstances, such as recruitment or retention, this limit may be increased at the discretion of the Committee to 150 per cent. of an employee's annual base salary.

Performance conditions

The vesting of awards granted to the Company's Executive Directors will be subject to such performance conditions as the Committee determines.

The Committee may also determine that the vesting of awards granted to others shall be subject to such performance conditions (if any) as the Committee determines.

Awards made to Executive Directors in the 2014/15 Financial Year would be subject to two independent performance conditions measured over a performance period comprising three financial years of the Company, being the period from 1 March 2014 to 28 February 2017 (the "**Performance Period**").

One half of such awards will be subject to a performance condition based on the Company's earnings per share ("**EPS**") performance over the Performance Period. The following vesting schedule will apply:

Compound annual growth rate in EPS over the Performance Period in excess of annualised RPI	Percentage of the half of the award subject to the EPS measure that vests
3% or less	0%
3%	25%
Between 3% and 8%	Between 25% and 100% pro-rata on a straight-line basis
8% or greater	100%

The other half of the awards granted to the Company's Executive Directors in 2014 will be subject to a performance condition based on the Company's total shareholder return ("**TSR**") performance over the Performance Period relative to the TSR performance over the same period of a comparator group of companies comprising the constituents of FTSE SmallCap Index (including the Company but excluding investment trusts) as at the start of the Performance Period. Subject to the satisfaction of the underpin condition referred to below, the following vesting schedule will apply:

Rank of the Company's TSR performance relative to the TSRs of the comparator group companies over the Performance Period	Percentage of the half of the award subject to the TSR measure that vests
Below median	0%
Median	25%
Between median and top quartile	On a straight-line basis between 25% and 100%
Top quartile or above	100%

The relevant TSR figures will normally be averaged over a three month period at the beginning and end of the Performance Period.

Irrespective of the extent to which the TSR performance condition has been achieved, the Committee may, in its discretion, scale back the level of vesting of the TSR element of such awards to such extent as it considers appropriate (including to nil) in the event that the Committee determines that the Company's TSR performance is not reflective of the Company's underlying financial performance for the period.

The Committee can set different performance conditions for Executive Directors from those described above for future awards.

Different or no performance conditions may apply in the case of other grants.

The Committee may vary any performance conditions applying to existing awards if an event has occurred which causes the Committee to consider that it would be appropriate to amend the performance conditions, provided the Committee considers the varied conditions are fair and reasonable and not materially less challenging than the original conditions would have been but for the event in question.

Vesting of awards

Awards granted to Executive Directors shall normally vest no earlier than three years after grant. The Committee may specify such normal vesting date as it considers appropriate in the case of awards to others.

Awards will ordinarily vest to the extent that any applicable performance conditions have been satisfied and provided the participant is still employed in the Company's group. Once vested, awards in the form of nil (or nominal) options will normally be exercisable up to the tenth anniversary of grant unless they lapse earlier.

Dividend equivalents

The Committee may decide that participants will receive a payment (in cash and/or Shares) on or shortly following the settlement of their awards, of an amount equivalent to the dividends that would have been paid on those Shares between the time when the awards were granted and the time when they vest (or, in the case of awards structured as nil (or nominal) cost options, until the expiry of any post-vesting holding period that may apply). This amount may assume the reinvestment of dividends.

Leaving employment

As a general rule, an award will lapse upon a participant ceasing to hold employment or be a Director within the Company's group. However, if a participant ceases to be an employee or a Director because of his death, ill-health, injury, disability, retirement, redundancy, his employing company or the business for which he works being sold out of the Company's group or in other circumstances at the discretion of the Committee, then his award will vest on the date when it would have vested if he had not ceased such employment or office.

The extent to which an award will vest in these circumstances will depend upon two factors:

(i) the extent to which any performance conditions have been satisfied over the normal measurement period; and

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(ii) the pro-rating of the award to reflect the reduced period of time between its grant and vesting, although the Committee can decide not to pro-rate an award if it regards it as inappropriate to do so in the particular circumstances.

Alternatively, if a participant ceases to be an employee or Director in the Company's group for one of the "good leaver" reasons specified above, the Committee can, instead, decide that his award will vest on the date of cessation, subject to: (i) any applicable performance conditions measured at that time; and (ii) pro-rating by reference to the time of cessation as described above.

Corporate events

In the event of a takeover or winding up of the Company (not being an internal corporate reorganisation) all awards will vest early subject to: (i) the extent that any performance conditions have been satisfied at that time; and (ii) the pro-rating of the awards to reflect the reduced period of time between their grant and vesting, although the Committee can decide not to pro-rate an award if it regards it as inappropriate to do so in the particular circumstances.

In the event of an internal corporate reorganisation, awards will be replaced by equivalent new awards over shares in a new holding company unless the Committee decides that awards should vest on the basis which would apply in the case of a takeover.

If a demerger, special dividend or other similar event is proposed which, in the opinion of the Committee, would affect the market price of Shares to a material extent, then the Committee may decide that awards will vest on the basis which would apply in the case of a takeover as described above.

Variation of capital

In the event of any variation of the Company's share capital or in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the Shares, the Committee may make such adjustment as it considers appropriate to the number of Shares subject to an award and/or the exercise price payable (if any).

Overall Plan limits

Awards may be satisfied using new issue Shares, treasury Shares or Shares purchased in the market.

In any ten calendar year period, the Company may not issue (or grant rights to issue) more than:

(a) 10 per cent. of the issued ordinary share capital of the Company under the 2014 PSP and any other employee share plan adopted by the Company; and

(b) 5 per cent. of the issued ordinary share capital of the Company under the 2014 PSP and any other executive share plan adopted by the Company.

Treasury Shares will count as new issue Shares for the purposes of these limits unless institutional investors decide that they need not count.

Main principal terms of the 2014 CSOP

Operation

The Committee will supervise the operation of the 2014 CSOP.

Eligibility

Any employee (including an Executive Director) of the Company and its subsidiaries will be eligible to participate in the 2014 CSOP at the discretion of the Committee.

General

The 2014 CSOP is divided into two parts, both of which are identical in all material respects unless otherwise indicated in this summary. Part A is intended to be approved by HM Revenue & Customs ("**HMRC**") so that options granted under it may qualify for beneficial tax treatment in the UK. Part B will be used to grant non-tax favoured options.

Grant of options

The Committee may grant options to acquire Shares within six weeks following the Company's announcement of its results for any period. The Committee may also grant options within six weeks of Shareholder approval of the 2014 CSOP or at any other time if the Committee considers there are exceptional circumstances which justify the granting of options.

Individual participation

An employee may not receive options in any financial year over Shares with a market value exceeding 100 per cent. of his annual base salary in that financial year. In exceptional circumstances, such as recruitment or retention, this limit may be increased at the discretion of the Committee to 150 per cent. of an employee's annual base salary.

Under Part A of the 2014 CSOP, the aggregate market value of Shares at the date of grant subject to unexercised HMRC approved options granted by the Company shall not exceed £30,000 (or such other limit as may from time to time apply under the relevant legislation) per employee.

Option price

The price per Share payable upon exercise of an option will not be less than:

(a) the middle-market price of a Share on the London Stock Exchange on the dealing day immediately before the date of grant (or such other dealing day(s) as the Committee may decide); and

(b) if the option relates only to new issue Shares, the nominal value of a Share.

Performance conditions

There is currently no intention to grant options under the 2014 CSOP to Executive Directors of the Company. In the event options are granted to any such individuals however, appropriately challenging performance conditions would apply.

Options granted to other individuals will be subject to performance conditions (if any) as the Committee considers appropriate.

The Committee may vary any performance conditions applying to existing options if an event has occurred which causes the Committee to consider that it would be appropriate to amend the performance conditions, provided the Committee considers the varied conditions are fair and reasonable and not materially less challenging than the original conditions would have been but for the event in question.

Exercise of options

Options will ordinarily become capable of exercise after three years in the case of Part A options or at such other time (other than in the case of any grants to the Company's Executive Directors) as the Committee specifies in the case of Part B options.

Options will become exercisable to the extent that any performance conditions have been satisfied and provided the participant remains employed in the Company's group. Options will lapse on the day before the tenth anniversary of the date of grant or after such shorter period as determined by the Committee at the time of grant.

Shares will be allotted or transferred to participants within 30 days of exercise.

The Committee can decide to satisfy Part B options by the payment of a cash amount or by delivering Shares equal in value to the gain made on the exercise of the option (which may include net settlement).

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Leaving employment

As a general rule, an option will lapse upon a participant ceasing to hold employment or be a Director within the Company's group. However, if a participant ceases to be an employee or Director in the Company's group by reason of his death, injury, disability, redundancy, retirement, TUPE transfer, his employing company or the business for which he works being sold out of the Company's group or in other circumstances at the discretion of the Committee, then his option will become exercisable on the date of cessation and remain exercisable for a limited period thereafter.

The extent to which an option will become exercisable in these circumstances will depend upon the extent to which any performance conditions have been satisfied by reference to the date of cessation. The Committee may also, if it sees fit, pro-rate the option to reflect the reduced period of time between its grant and vesting.

Corporate events

In the event of a takeover or winding up of the Company (not being an internal corporate reorganisation) all options will become exercisable early and remain exercisable for a limited period.

The extent to which options will become exercisable in these situations will depend upon the extent to which any performance conditions have been satisfied by reference to the date of the corporate event. The Committee may also, if it sees fit, pro-rate the option to reflect the reduced period of time between its grant and vesting.

In the event of an internal corporate reorganisation, options will be replaced by equivalent new options over shares in a new holding company unless the Committee decides that options should become exercisable on the basis which would apply in the case of a takeover as described above.

If a demerger, special dividend or other similar event is proposed which, in the opinion of the Committee, would affect the market price of Shares to a material extent, then the Committee may decide that options will vest on the basis which would apply in the case of a takeover as described above.

Variation of capital

In the event of any variation in the Company's share capital, the Committee may make such adjustment as it considers appropriate to the number of Shares under option and the price payable on the exercise of an option.

Options granted under Part B of the 2014 CSOP which are not tax-advantaged may also be adjusted in the event of a demerger, special dividend or other similar event which materially affects the market price of Shares.

Overall Plan limits

Options may be satisfied using new issue Shares, treasury Shares or Shares purchased in the market.

In any ten calendar year period, the Company may not issue (or grant rights to issue) more than:

(a) 10 per cent. of the issued ordinary share capital of the Company under the 2014 CSOP and any other employee share plan adopted by the Company; and

(b) 5 per cent. of the issued ordinary share capital of the Company under the 2014 CSOP and any other executive share plan adopted by the Company.

Treasury Shares will count as new issue Shares for the purposes of these limits unless institutional investors decide that they need not count.

Main principal terms of the 2014 Sharesave

General

The operation of the 2014 Sharesave will be supervised by the Board of Directors of the Company (the "**Board**").

Eligibility

Employees and full-time Directors of the Company and any designated participating subsidiary who are UK resident tax payers are eligible to participate. The Board may require employees to have completed a qualifying period of employment of up to five years before the grant of options. The Board may also allow other employees to participate.

Grant of options

Options can only be granted to employees who enter into HMRC approved savings contracts, under which monthly savings are normally made over a period of three or five years. Options must be granted within 30 days (or 42 days if applications are scaled back) of the first day by reference to which the option price is set. The number of Shares over which an option is granted will be such that the total option price payable for those Shares will correspond to the proceeds on maturity of the related savings contract.

Individual participation

Monthly savings by an employee under all savings contracts linked to options granted under any sharesave scheme may not exceed the statutory maximum (currently £500). The Board may set a lower limit in relation to any particular grant.

Option price

The price per Share payable upon the exercise of an option will not be less than the higher of: (i) 80 per cent. of the average middle-market quotation of a Share on the London Stock Exchange on the five days preceding a date specified in an invitation to participate in the 2014 Sharesave (or such other day or days as may be agreed with HMRC); and (ii) if the option relates only to new issue Shares, the nominal value of a Share.

The option price will be determined by reference to dealing days which fall within six weeks of the announcement by the Company of its results for any period or at any other time when the Board considers there to be exceptional circumstances which justify offering options under the 2014 Sharesave.

Exercise of options

Options will normally be exercisable for a six-month period from the third or fifth anniversary of the commencement of the related savings contracts. Earlier exercise is permitted, however, in the following circumstances:

* following cessation of employment by reason of death, injury, disability, redundancy, retirement, a relevant transfer under the Transfer of Undertakings (Protection of Employment) Regulations 2006 or the business or company that the employee works for ceasing to be part of the Company's group;
* where employment ceases more than three years from grant for any reason other than dismissal for misconduct; and
* in the event of a takeover, scheme of arrangement or winding-up of the Company, except in the case of an internal corporate re-organisation when the Board may decide to exchange existing options for equivalent new options over shares in a new holding company.

Except where stated above, options will lapse on cessation of employment or directorship with the Company's group.

Shares will be allotted or transferred to participants within 30 days of exercise.

Variation of capital

If there is a variation in the Company's share capital then the Board may, subject to HMRC approval where relevant, make such adjustment as it considers appropriate to the number of Shares under option and the option price.

Overall Plan limit

Awards may be satisfied using new issue Shares, treasury Shares or Shares purchased in the market.

In any ten calendar year period, the Company may not issue (or grant rights to issue) more than 10 per cent. of the issued ordinary share capital of the Company under the 2014 Sharesave and any other employee share plan adopted by the Company.

Treasury Shares will count as new issue Shares for the purposes of these limits unless institutional investors decide that they need not count.

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Other principal terms common to all of the Plans

Life of Plans

Awards and/or options (as relevant, hereinafter referred to collectively as "awards") may not be granted more than 10 years after Shareholder approval of the Plans.

No payment is required for the grant of an award.

Awards are not transferable, except on death. Awards are not pensionable.

Participants' rights

Awards will not confer any Shareholder rights until the awards have vested or the options have been exercised and the participants have received their Shares.

Rights attaching to Shares

Any Shares allotted when an award vests or is exercised under the Plans will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Alterations to the Plans

The Committee may, at any time, amend the provisions of the Plans in any respect, provided that the prior approval of Shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of Shares or the transfer of treasury Shares, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash to be acquired and the adjustment of awards/options.

The requirement to obtain the prior approval of Shareholders will not, however, apply to any minor alteration made to benefit the administration of the Plans, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group.

Prior Shareholder approval will also not be required for any amendment to performance conditions applying to an award provided that the amendments are within the parameters of the adjustment powers of the relevant Plan relating to the amendment of performance conditions.

Overseas Plans

The Shareholder resolutions to approve the Plans will allow the Board of Directors, without further Shareholder approval, to establish further plans for overseas territories, any such plan to be similar to the relevant Plan, but modified to take account of local tax, exchange control or securities laws, provided that any Shares made available under such further plans are treated as counting against the limits on individual and overall participation in the relevant Plan.

Clawback under the 2014 PSP and 2014 CSOP

The Committee may decide within three years of the vesting of an award under the 2014 PSP and/or a Part B non-tax favoured option under the 2014 CSOP (as relevant) that it may be subject to clawback if the Committee determines that there has been: (i) a material misstatement of the Company's financial results; or (ii) an error in assessing any applicable performance conditions or (iii) in the event of termination of service for misconduct.