

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 2017 Annual General Meeting ("AGM") of Bloomsbury Publishing Plc (the "Company") is to be held at 50 Bedford Square, London WC1B 3DP on Tuesday 18 July 2017 at 12 noon. The formal notice convening the AGM is set out 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 14 will be proposed as ordinary resolutions and resolutions 15, 16 and 17 will be proposed as special resolutions.

As at 12 noon on the date of this notice, the Company's issued share capital comprised 75,328,570 Ordinary shares of 1.25 pence each (subject to any changes that 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 75,328,570.

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 provided to you. Completing the Form of Proxy will not prohibit Shareholders from attending, and voting at, the AGM in person.

The Ordinary Business to be proposed at the 2017 Annual General Meeting

Resolution 1 (ordinary resolution) – Report and Accounts

To receive the report of the Directors and the financial statements for the year ended 28 February 2017, together with the report of the Auditor.

Resolution 2 (ordinary resolution) – Approval of Annual Statement by the Chairman of the Remuneration Committee and Annual Report on Directors' Remuneration

The remuneration committee of the Board (the "Remuneration Committee") is seeking Shareholders' approval of the directors' remuneration report (the "Directors' Remuneration Report") and the new Directors' remuneration policy (the "Directors' Remuneration Policy") in Resolutions 2 and 3 respectively, which will be proposed as ordinary resolutions.

The Directors are required to prepare the Directors' Remuneration Report, comprising an annual report detailing the remuneration of the Directors and an annual statement by the Chair of the Remuneration Committee. These are set out on pages 50 to 51 and 58 to 67 of the Annual Report and Accounts. The Company is required to seek Shareholders' approval in respect of the contents of this report on an annual basis (excluding the part containing the Directors' Remuneration Policy). The vote for Resolution 2 is an advisory one.



Resolution 3 (ordinary resolution) – Approval of the Directors’ Remuneration Policy

The Shareholders are separately asked to approve the Directors’ Remuneration Policy, which is set out on pages 52 to 57 of the Annual Report and Accounts. It is intended that this will take effect immediately after the AGM and will replace the existing policy that was approved by Shareholders in 2014 and which is due to expire on 22 July 2017.

It is anticipated that the Directors’ Remuneration Policy will be in force for three years although the Remuneration Committee will closely monitor regulatory changes and market trends and, if necessary, may present a revised policy within that three-year period.

The Directors’ Remuneration Policy has been developed taking into account the principles of the UK Corporate Governance Code and the views of our major shareholders.

Resolution 4 (ordinary resolution) – Final Dividend

The Board proposes a final dividend of 5.60p per share for the year ended 28 February 2017. If approved, the recommended final dividend will be paid on 20 September 2017 to all Shareholders who are on the register of members on 25 August 2017. 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 £4.2 million, making approximately £5.0 million for the interim and final dividend together for the year ended 28 February 2017.

Resolutions 5 to 11 (ordinary resolutions) – Re-election of Directors

In accordance with best practice for issuers listed on the Main Market of the London Stock Exchange and the Articles of Association of the Company (“Articles”), all the Directors will retire at the AGM and, being eligible, offer themselves for reappointment. The Board has considered the appraisal of the performance of each Director and recommends that each Director is reappointed.

Resolution 12 (ordinary resolution) – Reappointment of the Auditor

The Board recommends that the incumbent External Auditor, KPMG LLP, be reappointed for a further year so that they are able to audit the Company’s report and accounts for the year ending 28 February 2018.

Resolution 13 (ordinary resolution) – Remuneration of the Auditor

The Board proposes that it be authorised to determine the level of the Auditor’s remuneration for the year ending 28 February 2018.

The Special Business to be proposed at the 2017 Annual General Meeting.

Resolution 14 (ordinary resolution) – Authority to allot Ordinary shares

This is an ordinary resolution to replace the general authority, last given at the 2016 AGM, for the Directors to be authorised 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 25,107,012 Ordinary shares of 1.25 pence with a nominal value of £313,838, 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 AGM 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 the circumstances referred to below. The Board intends to seek its renewal at subsequent AGMs of the Company.

As at the date of signing the Directors’ Remuneration Report for the 2017 Annual Report, the Directors had beneficial holdings of Ordinary shares in the Company which, in aggregate, amounted to approximately 2.3% of the Ordinary shares in issue. The Directors have been granted awards under the Company’s share award schemes that, if they were to fully vest, would entitle the Directors to further Ordinary shares which in aggregate would amount to approximately a further 2.8% of the Ordinary shares in issue.

Resolutions 15 and 16 (special resolutions) – Disapplication of statutory pre-emption provisions

If the Directors wish to allot new shares and other equity securities, or to sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing shareholdings.

The Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice 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 5% of issued ordinary share capital of the Company (exclusive of treasury shares), without restriction as to the use of proceeds of those allotments.

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Accordingly, the purpose of Resolution 15 is to authorise the Directors to allot new Ordinary shares pursuant to the allotment authority given to them by Resolution 14, or to sell treasury shares, for cash (i) pursuant to the terms of the Company's employees' share schemes, (ii) in connection with a pre-emptive offer or rights issue or (iii) otherwise up to a nominal value equivalent to 5% of the issued ordinary share capital (exclusive of treasury shares) without the shares first being offered to existing shareholders in proportion to their existing shareholdings.

The Board also intends to adhere to the provisions in the Pre-Emption Group's Statement of Principles and not to allot shares or other equity securities or to sell treasury shares for cash on a non pre-emptive basis pursuant to the authority in Resolution 15 in excess of an amount equal to 7.5 per cent of the issued ordinary share capital (excluding treasury shares), within a rolling three-year period, other than:

- i. with prior consultation with shareholders; or
- ii. in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The 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 5% of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment in respect of which sufficient information is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, and in line with the template resolutions published by the Pre-Emption Group, the purpose of Resolution 16 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 14, or sell treasury shares, for cash up to a further nominal amount equivalent to 5% of issued ordinary share capital (exclusive of treasury shares) only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. If the authority given in Resolution 16 is used, the Company will publish details of the placing in its next annual report.

If Resolutions 15 and 16 are passed, the authority will expire on the earlier of the conclusion of the Company's next AGM and 15 months from the date of passing the resolutions.

The Board considers the authorities in Resolutions 15 and 16 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions. The Directors have no current intention to exercise the authorities granted by Resolutions 15 and 16. The Company has not allotted Ordinary shares or sold treasury shares for cash on a non-pre-emptive basis in the previous five years.

Resolution 17 (special resolution) – Authority for the Company to purchase Ordinary shares

This is a resolution to replace the general authority, last given at the 2016 AGM, for the Company to purchase its own Ordinary shares and either to cancel them or to hold them as Treasury shares. The Company would be authorised to make market purchases of up to 7,532,857 Ordinary shares with a nominal value of £94,161, being equivalent to 10% of the issued Ordinary share capital (excluding treasury shares) at the date of this notice.

Treasury shares are not taken into account in calculations of earnings per share and may only be transferred pursuant to an employee share scheme, cancelled or sold for cash. Shares would only be purchased if the Directors consider such purchases are in the best interests of Shareholders generally and can be expected to result in an increase in earnings per share. The authority will only be used after considering the prevailing market conditions, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. Any purchases would be market purchases through the London Stock Exchange. The upper and lower limits on the price which may be paid for those shares are set out in the resolution itself.

This authority would, if granted, expire on the earlier of the conclusion of the Company's next AGM and 15 months from the date of passing this resolution.

The Directors believe it is prudent to seek this general authority to be able to act if circumstances arise in which they consider such purchases to be in the best interests of Shareholders generally. The Directors have no current intention to exercise the authority granted by this resolution. The Company has not purchased its own Ordinary shares in the previous five years and holds no shares in treasury as at the date of this notice.



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 Capita Asset Services, 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 17 is in the best interests of the Company and of the Shareholders as a whole and is 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

Group Company Secretary
Bloomsbury Publishing Plc
18 May 2017

Notice of the 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 18 July 2017 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 2017, together with the Report of the Directors and the report of the Auditor thereon.
2. To approve the Annual Statement by the Chairman of the Remuneration Committee and the Annual Report on Directors' Remuneration for the year ended 28 February 2017, as set out on pages 50 to 51 and 58 to 67 respectively of the Company's Annual Report and Accounts for the year ended 28 February 2017.
3. To approve the Directors' Remuneration Policy Report as set out on pages 52 to 57 of the Company's Annual Report and Accounts for the year ended 28 February 2017.
4. To declare a final dividend of 5.60p per Ordinary share.
5. To re-elect John Warren as a Director of the Company.
6. To re-elect Jill Jones as a Director of the Company.
7. To re-elect Steven Hall as a Director of the Company.
8. To re-elect Nigel Newton as a Director of the Company.
9. To re-elect Richard Charkin as a Director of the Company.
10. To re-elect Wendy Pallot as a Director of the Company.
11. To re-elect Jonathan Glasspool as a Director of the Company.
12. To reappoint KPMG LLP as Auditor of the Company to hold office until the conclusion of the next Annual General Meeting at which financial statements for the Company are laid before the Company.
13. To authorise the Directors to determine the remuneration of the Auditor on behalf of the Company.

Special Business

To consider and, if thought fit, to pass the following resolutions of which Resolution 14 will be proposed as an ordinary resolution and resolutions 15, 16 and 17 will be proposed as special resolutions.

14. THAT:

- a) the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 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 £313,838 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.

15. THAT, if resolution 14 is passed, the Directors be authorised to allot equity securities (as defined in the Companies Act 2006 ("the Act")) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale such authority to be limited:

- i) to the allotment of equity securities in connection with a rights issue, open offer or other pre-emptive offer in favour of holders of Ordinary shares in the Company 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) to the allotment of equity securities 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; and

iii) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) and (ii) above) up to a nominal value not exceeding in aggregate £47,080;

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 or ordinary shares held by the Company as treasury shares to be sold after such expiry and the Directors may allot equity securities or sell treasury shares pursuant to any such offer or agreement as if the power hereby conferred had not expired; and all prior powers granted under section 571 of the Act be revoked provided that such revocation shall not have retrospective effect.

16. THAT, if resolution 14 is passed, the Directors be authorised, in addition to any authority granted under resolution 15, to allot equity securities (as defined in the Companies Act 2006 ("the Act")) for cash under the authority given by resolution 14 and/or to sell ordinary shares held by the Company as treasury shares for cash, as if section 561 of the Act did not apply to any such allotment or sale, such further authority to be:

- a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £47,080; and
- b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice of this resolution;

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 or ordinary shares held by the Company as treasury shares to be sold after such expiry and the Directors may allot equity securities or sell treasury shares pursuant to any such offer or agreement as if the power hereby conferred had not expired; and all prior powers granted under section 571 of the Act be revoked provided that such revocation shall not have retrospective effect.

17. THAT the Company be 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 7,532,857 Ordinary shares being 10% of the issued Ordinary shares of the Company at the date of the notice of this resolution;
- 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.

By order of the Board

Michael Daykin
Group Company Secretary
Bloomsbury Publishing Plc
18 May 2017

Registered Office
50 Bedford Square
London
WC1B 3DP

Notice of the Annual General Meeting

Bloomsbury Publishing Plc

Notes:

1. You may vote your shares electronically at www.signalshares.com
2. 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.
3. If a member wishes his proxy to speak on his behalf at the meeting, he or she will need to appoint his/her 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/her from attending the Annual General Meeting and voting in person if he/she should subsequently decide to do so.
4. 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.
5. 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.
6. 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 close of business on 16 July 2017 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.
7. 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.
8. 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.
9. Shareholders should note that it is possible that, pursuant to requests made by Shareholders of the Company under sections 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 accounts and reports 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.
10. 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.
11. 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.
12. 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 the Executive 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; and
 - * the terms of reference of the Audit Committee, the Remuneration Committee and Nomination Committee of the Board.