

**Non-routine resolutions**

Pursuant to listing rule 9.6.2, the following non-routine resolutions were passed at the RELX PLC 2017 Annual General Meeting, duly convened and held on Thursday 20 April 2017:

**18 – Authority to allot shares**

It was Resolved as an ordinary resolution:

18. That:

- (a) the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to:
  - (i) allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company:
    - (A) up to an aggregate nominal amount of £52.0 million; and
    - (B) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £104.0 million (including within such limit any shares issued or rights granted under paragraph (A) above) in connection with an offer by way of a rights issue:
      - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
      - (ii) to people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 20 July 2018); and

- (ii) make an offer or agreement, before this authority expires, which would or might require shares to be allotted, or rights to subscribe

for or convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired;

- (b) subject to paragraph (c) below all existing authorities given to the Directors pursuant to section 551 of the Act to allot relevant securities (as defined by the Act) by way of the ordinary resolution of the Company passed on 23 April 2015 be revoked by this resolution; and
- (c) paragraph (b) above shall be without prejudice to the continuing authority of the Directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

### **19 – Disapplication of pre-emption rights**

It was Resolved as a special resolution:

That subject to the passing of resolution 18 as set out in the Notice of Annual General Meeting of the Company convened for 20 April 2017 and in place of all existing powers, the Directors be generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in the Act) for cash, pursuant to the authority conferred by resolution 18 as set out in the Notice of Annual General Meeting of the Company convened for 20 April 2017 as if section 561(1) of the Act did not apply to the allotment. This power:

- (a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 20 July 2018), but the Company may make an offer or agreement, before this power expires, which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- (b) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 18(a)(i)(B), by way of a rights issue only):
  - (i) to the ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to people who hold other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal

with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (c) in the case of the authority granted under resolution 18(a) (i)(A) shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (b):
  - (i) up to an aggregate nominal amount of £8.2 million; and
  - (ii) (otherwise than pursuant to sub-paragraph (c)(i) above) pursuant to the terms of the RELX Group plc employee share plans approved by the Company.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words “pursuant to the authority conferred by resolution 18 as set out in the Notice of Annual General Meeting of the Company convened for 20 April 2017” were omitted.

## **20 – Additional disapplication of pre-emption rights**

It was Resolved as a special resolution:

THAT, subject to the passing of resolution 18 in the Notice of Annual General Meeting of the Company convened for 20 April 2017 and in addition to any power given to them pursuant to resolution 19 in the Notice of Annual General Meeting of the Company convened for 20 April 2017, the Directors be generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 (the “Act”) to allot equity securities (as defined in the Act) for cash, pursuant to the authority conferred by resolution 18 in the Notice of Annual General Meeting of the Company convened for 20 April 2017 as if section 561(1) of the Act did not apply to the allotment. This power:

- (a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 20 July 2018), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- (b) in the case of the authority granted under resolution 18 (a) (i)(A) shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £8.2 million and provided that the allotment is for the purposes of financing (or refinancing, if the power is used within six months of 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 Annual General Meeting of the Company convened for 20 April 2017.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 18 in the Notice of Annual General Meeting of the Company convened for 20 April 2017" were omitted.

## **21 – Authority to purchase own shares**

It was Resolved as a special resolution:

That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of its ordinary shares of 14 <sup>51</sup>/<sub>116</sub>p nominal value each in the capital of the Company, such authority to apply until the conclusion of the next Annual General Meeting of the Company (or, if earlier, until the close of business on 20 July 2018) except in relation to the purchase of ordinary shares the contract for which was concluded before such date and which is executed wholly or partly after such date, unless such authority is renewed prior to such time provided that this authority shall be limited so that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 114.4 million;
- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 14 <sup>51</sup>/<sub>116</sub>p; and
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
  - (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share of the Company, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
  - (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the current highest independent bid for an ordinary share as derived from the London Stock Exchange Trading System.

## **22 – Notice period for general meetings**

It was Resolved as a special resolution:

That a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.