

### **Non-routine resolutions**

Pursuant to listing rule 9.6.2, the following non-routine resolutions were passed at the RELX PLC (the “Company”) Court and General Meetings, duly convened and held on Wednesday 27 June 2018:

#### **Court Meeting**

**THAT** the cross-border merger between the Company and RELX N.V. as set out in the common draft terms of merger circulated to the shareholders of the Company be and is hereby approved.

#### **General Meeting**

1. **THAT**, having noted the following:

- (i) the Company and RELX N.V. (together, the **Merging Companies**) intend to merge pursuant to Council Directive 2005/56/EC on Cross Border Mergers of Limited Liability Companies (the **Directive**) as implemented in the United Kingdom by the Companies (Cross-Border Mergers) Regulations 2007 (the **UK Cross-Border Mergers Regulations**) and in the Netherlands by Part 7 of Book 2 of the Dutch Civil Code (the **Dutch Civil Code**), as a result of which: (i) all the assets and liabilities of RELX N.V. will be transferred under universal succession of title to RELX PLC; and (ii) RELX N.V. will be dissolved without going into liquidation and cease to exist (the **Merger**);
- (ii) the directors of the Merging Companies have each adopted common draft terms of the Merger (the **Common Draft Terms of Merger**), a copy of which has been produced to this meeting and initialled for the purposes of identification by the Chairman;
- (iii) under the Common Draft Terms of Merger, shareholders in RELX N.V. are to receive one new ordinary share of 14 <sup>51/116</sup>pence in the Company (**New RELX PLC Share**) in exchange for each existing ordinary share of €0.07 held by them in RELX N.V. (the **Exchange Ratio**);
- (iv) each of BDO LLP and Mazars Paardekooper Hoffman N.V. has issued a report in which, *inter alia*, as required by regulation 9(5)(c)(iii) of the UK Cross-Border Mergers Regulations and section 2:328 of subsection 1 of the Dutch Civil Code, it gives its opinion that the Exchange Ratio is reasonable;
- (a) the Common Draft Terms of Merger be and are hereby approved in their original form or with or subject to any modification, addition or condition approved or imposed by the Court and consented to by the directors of both the Company and RELX N.V.; and
- (b) in addition to all existing authorities, the Directors be unconditionally authorised pursuant to section 551 of the Companies Act 2006 to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the

Company, in connection with the Merger up to an aggregate nominal amount of £136.3 million for a period expiring at the close of business on the conclusion of RELX PLC's next annual general meeting to be held in respect of the current financial year or, if earlier, at the close of business on 19 July 2019 (unless previously renewed, varied or revoked by the Company in general meeting), save that the Directors may 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.

2. **THAT**, for the purposes of article 142 of the Company's articles of association, the maximum aggregate amount of ordinary remuneration payable to directors of the Company who do not hold executive office for their services (excluding any other amounts payable to such directors under any other relevant provisions of the articles of association of the Company) be increased from £500,000 per annum to £2,000,000 per annum.