

Profile for non-executive directors of RELX N.V.

From 21 April 2016

The purpose of this profile is to provide a guide to the membership and work of the non-executive directors of RELX N.V. The role of the non-executive director is to supervise the policies of the executive directors and the general affairs of RELX Group and its operations, as well as to assist the executive directors by providing advice. In discharging its role, the non-executive directors shall be guided by the interests of RELX Group and its operations, and shall take into account the relevant interests of its shareholders. The non-executive directors shall also have due regard for corporate responsibility issues that are relevant to the company. The non-executive directors are responsible for the quality of their own performance.

Non-executive membership of the Board should reflect the requirements needed to engage in relevant, informed, expert and efficient discussion and decision making at board level regarding all aspects of RELX Group's activities and the management of its operations, having regard for:

- (i) the nature, size and the markets of RELX Group's activities;
- (ii) applicable rules of corporate governance which govern Reed Elsevier's activities and corporate organisation in applicable constituencies, taking into account the nature of RELX NV and RELX PLC as listed companies, including but not limited to the provisions of the Governing Agreement between RELX NV and RELX PLC, applicable since 1 January 1993 as amended from time to time;
- (iii) the specific organisational structure of RELX Group ;
- (iv) the duties and responsibilities allocated to the non-executive directors as per the corporate governance arrangements within RELX Group .

Expertise and membership

On that basis the following specific elements shall need to be sufficiently represented as regards the knowledge, experience and background of the non-executive directors, separately or in combination:

- Executive management experience at main board level with a company comparable in size and international spread of activities with those of RELX Group and with a stock exchange listing in Amsterdam, London or New York;
- Knowledge of corporate governance issues applicable to companies with a primary listing on the Amsterdam, London or New York stock exchanges;
- Understanding of the specific markets (product and geographical) where RELX Group is active;
- Experience with and understanding of telecommunications and computer technology, electronic commerce and techniques for electronic collection, processing and dissemination of information;
- Relevant practical legal experience, particularly but not limited to corporate legal, securities law and mergers & acquisitions work;
- Understanding of the management of human resources in a large creative international company and with the selection and remuneration of main board members and senior executives;
- Awareness of corporate responsibility issues including global issues as sustainability, environment, communities, values;
- Experience with financial organisations, audit and relevant developments, including internal control and risk management, particularly in the UK, The Netherlands and the USA;
- International banking, tax and corporate finance.

Most of these elements are represented by the current non-executive directors as set out in the attached survey. The attachment indicates the more specific experience and qualities of the non-executive directors, but it is emphasized that the absence of a director in any of the mentioned categories does not imply that the individuals would fail to have any experience or qualifications in that specific area.

Each non-executive director is capable of assessing the broad outline of the overall policy of RELX Group. The Board of RELX Group ensures that when making nominations for appointments for non-executive directors, the nominee shall have the specific expertise required for the fulfilment of duties assigned to the nominee within the framework of the profile for the non-executive directors.

RELX Group is keen to aim for a diverse composition in terms of such factors as inter alia gender. In recommending appointments to the boards, the Nominations Committee considers the knowledge, experience and background of individual directors and has regard to diversity. The Board currently comprises a balance of executive and non-executive directors who bring a wide range of skills and experience to the deliberations of the Board. Appointments of the non-executive directors shall be made without regard to gender, national, religious or ethnical background. It is the intention of the Nominations Committee when it makes recommendations for the appointment of new non-executive directors to also consider the composition of the company's work force and their residency.

The provisions of the Dutch Corporate Governance Code 2008 regarding appointments to and the constitution of the Board shall be taken into account when (recommendations for) appointments of the non-executive directors are made.

Specific expertise and know-how of individual non-executive directors*

	Anthony Habgood	Wolfhart Hauser	Adrian Hennah	Marika van Lier Lels	Robert MacLeod	Carol Mills	Linda Sanford	Ben van der Veer
Executive management experience in a large international listed company at main board level	X	X	X	X	X	X		
Knowledge of corporate governance issues for companies listed on the stock exchanges of Amsterdam, London or New York	X	X	X	X	X	X	X	X
Operational experience in RELX Group's <i>product</i> markets	X					X	X	
Operational experience in RELX Group's main <i>geographical</i> markets	UK, US, NL, EU**	NL, UK, EU**	UK, US	NL, Asia	UK, US	US	US	NL, UK, EU**
Marketing, customer relations	X	X	X			X	X	X
Knowledge of and operational experience with telecommunication/ computer technology, electronic publishing	X	X	X	X		X	X	
Management of human resources, selection and remuneration of executives and senior management	X	X	X	X	X	X	X	X
Corporate Responsibility	X	X	X	X	X	X	X	X
Legal matters	X	X	X	X				X
Banking, tax and corporate finance	X		X		X			X
Fin. and organisational audit	X	X	X	X	X			X
Corporate strategy and organisation	X	X	X	X	X	X	X	X

* The above table only provides an indication of more specific qualities and experience. The absence of the individual directors in any category does not imply that he/she does not have relevant expertise or know how.

** EU = Europe, excluding the UK and/or the Netherlands.

The Audit Committee financial experts as referred to in III.5.7 are Ben van der Veer and Adrian Hennah