

Note: This agenda is a convenience document for English speaking shareholders. The official agenda has been drawn up in the Dutch language and shall be governed and construed in accordance with the laws of the Netherlands. This English translation has been made with due care but the translation of certain Dutch terms and notions may not be fully or adequately understood in translation. For that reason in case of differences the official Dutch language document shall prevail and will determine the legal position of the Company.



**RELX N.V.**

Agenda

Extraordinary General Meeting

Tuesday 26 September 2017 at 11.00 am CET

At the offices of RELX N.V.  
Radarweg 29  
1043 NX Amsterdam  
The Netherlands

## To the shareholders of RELX N.V.

Amsterdam, 11 August 2017

### Extraordinary General Meeting 26 September 2017

Dear shareholder,

I am pleased to invite you to an Extraordinary General Meeting (**EGM**) of RELX N.V. (the **Company**). The EGM will be held on Tuesday 26 September 2017 at 11.00 am CET at the offices of the Company, H. Kamerlingh Onnes Room, Radarweg 29 in Amsterdam.

During 2017, we continued the process of progressively refreshing the non-executive talents of the Board as part of RELX's ongoing succession process. On 27 July 2017, we announced that Suzanne Wood would be appointed as non-executive director of the Company subject to approval by the General Meeting. Suzanne Wood will also be appointed as non-executive director of RELX PLC and RELX Group plc. In accordance with the recommendation of the Nominations Committee, the Board recommends the appointment of Suzanne Wood as non-executive director.

Subject to the approval of shareholders, I am delighted to welcome Suzanne Wood to RELX. Since 2012, Suzanne Wood has been the Group Finance Director of Ashtead Group plc, a FTSE 100 company. Suzanne Wood, who is a US citizen, is a Chartered Accountant and trained with PricewaterhouseCoopers LLP, where she started her career. Suzanne Wood is an experienced finance professional with a strong understanding of corporate governance. With more than 30 years' experience in senior finance roles in the US and UK, and financial experience at board level in publicly-listed companies, Suzanne will be a valuable addition to the Board.

The Company welcomes active participation of shareholders at the EGM, both through questions and through voting. If you wish to attend the EGM, you can register in the manner described in the explanatory notes to the agenda or on the website of the Company ([www.relx.com](http://www.relx.com)). A proxy form has been sent to those shareholders that are registered in the shareholders' register of the Company.

Proxy holders representing different shareholders who have received voting instructions such that they cannot vote all the shares which they are representing in the same manner (for, against, abstention) for each individual agenda item, will need to contact the Secretariat of the Company (see contact details at the end of this letter) no later than **Tuesday 19 September 2017, 5.00 pm CET**, to enable appropriate processing of those instructions.

I look forward to meeting you on 26 September 2017.

Yours sincerely,

**Anthony Habgood**

Chairman of the Board

Company Secretariat RELX N.V.  
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## **AGENDA**

**Extraordinary General Meeting of RELX N.V. (the *Company*)  
to be held on Tuesday 26 September 2017 at 11.00 am CET  
at the offices of the Company, H. Kamerlingh Onnes Room,  
Radarweg 29, 1043 NX Amsterdam, the Netherlands**

- 1. Opening**
- 2. Appointment of Ms Suzanne Wood as non-executive director (resolution)**
- 3. Close of meeting**

## **Explanatory notes to the agenda**

### **Item 2: Appointment of Ms Suzanne Wood as non-executive director (resolution)**

It is the intention of the Board to have Ms Suzanne Wood appointed as non-executive director of the Board. This was announced by RELX on 27 July 2017. To facilitate the appointment, it is necessary that the EGM appoints Ms Suzanne Wood as non-executive director of the Board of the Company with effect from the closing of this EGM.

A recruitment search has been conducted for suitable candidates to be appointed as non-executive directors as part of RELX's ongoing succession process. This has resulted in the Nominations Committee recommending to the Board the appointment of Suzanne Wood as non-executive director of the Company, RELX PLC and RELX Group plc.

Since 2012, Suzanne Wood has been an executive director and the Group Finance Director of Ashtead Group plc, a FTSE 100 company which specialises in renting construction and industrial equipment. From 2003 until her appointment as Finance Director in 2012, she was Chief Financial Officer of Ashtead Group's largest subsidiary, Sunbelt Rentals Inc in the US. Previously, she also served as Chief Financial Officer of two US publicly-listed companies, Oakwood Homes Corporation and Tultex Corporation. Suzanne Wood, who is a US citizen, is a Chartered Accountant and trained with PricewaterhouseCoopers LLP, where she started her career. Suzanne Wood is an experienced finance professional with a strong understanding of corporate governance. She holds a BSc in Accounting from the University of Virginia.

With more than 30 years' experience in senior finance roles in the US and UK, and financial experience at board level in publicly-listed companies, Suzanne will be a valuable addition to the Board. It is proposed that the appointment will be effective from the conclusion of the EGM.

The Nominations Committee recommends the appointment of Suzanne Wood as non-executive director and the appointment is in accordance with the profile for the Board which is available on the RELX Group website ([www.relx.com](http://www.relx.com)). In accordance with the recommendation of the Nominations Committee and article 15 sub 3 of the Company's articles of association, the Board recommends the appointment of Suzanne Wood as non-executive director.

Biographical information as referred to in article 15 sub 5 of the Company's articles of association is included in these explanatory notes to the agenda.

## **Biographical information**

As referred to in article 15 sub clause 5 of the articles of association, biographical information for Ms Suzanne Wood recommended for appointment as a non-executive member of the Board at the EGM

### **Suzanne Wood (57)**

**Other appointments:** Executive Director and Group Finance Director, Ashtead Group plc, the FTSE 100 international equipment rental company in London, since 2012.

**Past appointments:** Executive Vice President and Chief Financial Officer, Sunbelt Rentals Inc., from 2003 until 2012; Chief Financial Officer of Oakwood Homes Corporation from 2000-2003, and from 1998-2000 Vice President, Investor Relations and Financial Risk Management at the same company. She was at Tultex Corporation from 1993-1998 serving as Chief Financial Officer from 1996-1998 and Corporate Controller from 1993-1996. She was at PricewaterhouseCoopers LLP from 1983-1993. Ms Wood is a chartered accountant and has a BSc in Accounting from the University of Virginia.

**Nationality:** American

Number of securities held in the Company: none

## RELX N.V. Extraordinary General Meeting 26 September 2017

### Record date and notification

The Board has determined that for the EGM the persons who will be considered as entitled to vote and/or attend the EGM, are those persons who are registered as such in a (sub)register designated by the Board on **Tuesday 29 August 2017 (Record Date)**, after processing of all settlements on that date and who have made a notification in the manner set out below. The (sub)registers which have been designated as such are the records as at the Record Date of intermediaries within the meaning of the Dutch Giro Act (*Wet giraal effectenverkeer*). For holders of shares which are not administered via an intermediary, the designated (sub)register is the Company's register of shareholders.

Holders of shares and holders of a right of pledge or a right of usufruct on such shares with voting rights administered via an intermediary who wish to attend the EGM in person or appoint a representative, must notify ABN Amro Bank N.V. (**ABN AMRO**) via the intermediary in which administration their relevant shares are registered. Intermediaries must submit to ABN AMRO by **Tuesday 19 September 2017 at 5.00 pm CET** at the latest, for each shareholder concerned (or person entitled to vote) a statement that it wishes to attend the EGM including the number of shares notified for registration and held by the relevant shareholder at the Record Date. The shareholder will receive a confirmation of its notification for the EGM, including the number of shares registered for the EGM. This will serve as an admission certificate and upon submission thereof prior to the EGM on 26 September 2017, the shareholder or respectively, its representative, will be given access to the EGM.

Holders of registered shares and holders of a right of pledge or a right of usufruct on such shares with voting rights who are registered in person in the register of shareholders of the Company at 5pm CET as of the Record Date who wish to attend the EGM in person or appoint a representative, will be entitled to attend the EGM if they have notified the Board of the Company by **Tuesday 19 September 2017 at 5.00 pm CET** in writing or electronically (see contact details below) of their attendance. They will receive confirmation of their notification from the Company. This will serve as an admission certificate and upon submission thereof prior to the EGM on 26 September 2017, the shareholder or respectively its representative, will be given access to the EGM.

### Representation by proxy

Subject to compliance with the above provisions, shareholders can attend and vote at the EGM in person or by proxy. Proxies need to be in writing (form available free of charge on [www.relx.com](http://www.relx.com)) and should at the discretion of the Company sufficiently identify the shareholder and the proxy holder and the number of shares for which the proxy holder will represent the shareholder at the EGM. In order to give proxy and voting instructions, the shareholder (a) must have registered its shares as set out above and (b) must ensure that the proxy will be received by the Company (see contact details below) no later than **Tuesday 19 September 2017 at 5.00 pm CET**.

Proxy holders representing multiple shareholders whose voting instructions require that they cannot vote individual agenda items similarly for all shares which they represent (for, against, abstain), shall need to contact the Company Secretariat (see contact details below) no later than **Tuesday 19 September 2017 at 5.00 pm CET**, in order to procure appropriate processing of their instructions at the EGM. Holders of shares who will not be attending the EGM in person may also give their proxy to the Company Secretary or cast their votes on-line via the ABN AMRO e-voting system up until **Tuesday 19 September 2017 at 5.00 pm CET**. For further information, please visit [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

**Persons without a valid admission certificate will not be given access to the EGM. Attendees may be asked for identification prior to being admitted.**

Amsterdam, 11 August 2017

the Board

*Communication with the Company regarding the above information through:*

Company Secretariat RELX N.V.  
P.O. Box 470, 1000 AL Amsterdam, the Netherlands  
T: +31 (0)20 485 2906  
F: +31 (0)20 485 2032  
E: [NV.secretariat@relx.com](mailto:NV.secretariat@relx.com)

## **Travel directions to RELX N.V., Millennium Tower, Radarweg 29, 1043 NX Amsterdam**

### **By car**

From the A10 (Amsterdam Ring Road), take exit S102 / IJmuiden

#### **From the south:**

Turn left onto Basisweg (direction IJmuiden)

#### **From the north:**

Turn right onto Basisweg (direction IJmuiden)

After about 600 meters on the Basisweg, turn right at the 2nd traffic lights onto Radarweg. Turn right at the first opportunity (opposite the Telegraaf building) into the parking garage.

<p>There is limited parking availability in the garage of the Millennium Tower. For reservations, please contact the Secretariat well in advance at +31 (0)20 485 2906.</p>
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### **By train**

From the front of the Amsterdam Sloterdijk Station walk 300 meters to the right along Radarweg and cross the Basisweg. The Millennium Tower is the first building on your right hand. The walk takes about 10 minutes.