

## Notice of Annual General Meeting

To be held at the Amba Hotel, Strand, London WC2N 5HX  
on Thursday, 23 April 2020 at 10.00 am

**This document is important and requires your immediate attention.**

If you are in any doubt as to what action you should take, you should consult immediately with your stockbroker, bank manager, solicitor, accountant or other appropriately authorised independent professional adviser. If you have sold or otherwise transferred all your shares in RELX PLC (the "Company"), please send this Notice of Annual General Meeting and accompanying documents to the stockbroker, or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

A Proxy Form for the Annual General Meeting is enclosed and should be completed and returned so as to reach the Company's Registrar no later than 10.00am on Tuesday 21 April 2020. Alternatively, you can register your proxy voting instructions electronically no later than 10.00am on Tuesday 21 April 2020, either online at [www.relx.com/vote](http://www.relx.com/vote), or by using the service provided by Euroclear UK & Ireland Limited. Further details are given in the notes to this Notice of Annual General Meeting. Appointing a proxy will not prevent you from attending and voting at the meeting in person.

### Contents

|                                  | Page |
|----------------------------------|------|
| Letter from the Chair            | 2    |
| Notice of Annual General Meeting | 3    |
| Explanation of business          | 5    |
| Biographical information         | 8    |
| Notes to the Notice of Meeting   | 10   |

# Letter from the Chair

## To the holders of RELX PLC ordinary shares

### Dear Shareholder,

I am pleased to invite you to the 2020 Annual General Meeting (the "AGM") of RELX PLC (the "Company"), which will be held on Thursday, 23 April 2020 at 10.00 am in the Ballroom at the Amba Hotel, Strand, London WC2N 5HX.

The Notice of AGM (the "Notice") on pages 3 to 4 sets out the business to be considered at the meeting. Explanatory notes on all of the business to be considered at this year's AGM appear on pages 5 to 7.

#### Remuneration

The current directors' remuneration policy was last approved by shareholders at the 2017 Annual General Meeting, and can be found on pages 84 to 90 of the 2016 Annual Report and Financial Statements. In accordance with applicable legislation, an updated remuneration policy is being proposed to shareholders for approval (by way of a binding vote) at the AGM and is set out on pages 90 to 96 of the 2019 Annual Report and Financial Statements ("2019 Annual Report"). Details of the principal changes under the proposed new policy can be found on page 5 of this document. If approved by shareholders, the new policy will take effect from the conclusion of the AGM, with the first awards under the new policy to be granted in 2021.

The implementation of the current remuneration policy during 2019 is described on pages 99 to 111 of the 2019 Annual Report. Shareholders will be invited to vote (by way of a non-binding advisory vote) on the 2019 Annual Remuneration Report at the AGM.

#### Dividend

Your Board has recommended a final dividend for 2019 of 32.1p per ordinary share. Subject to approval by shareholders, the dividend will be paid on 28 May 2020 to shareholders appearing on the Register of Members at the close of business on 27 April 2020. The Euro equivalent of the final dividend for 2019 will be announced on 18 May 2020.

Shareholders appearing on the Register of Members or holding their shares through CREST continue to receive their dividends in Pounds Sterling but have the option to elect to receive their dividends in Euro. Shareholders who hold RELX PLC shares through Euroclear Nederland (via banks and brokers) automatically receive their dividends in Euro, but have the option to elect to receive their dividends in Pounds Sterling. Details of how to make dividend currency elections are set out on page 188 of the 2019 Annual Report and on our website [www.relx.com](http://www.relx.com).

The Company will operate Dividend Reinvestment Plans for the 2019 final dividend. Further information concerning these appears on pages 186 and 188 of the 2019 Annual Report.

#### Election and Re-election of Directors

With the exception of Adrian Hennah, who is stepping down from the Board with effect from the conclusion of the AGM, all other Directors will retire from the Board at the AGM and, being eligible, offer themselves for election or re-election. Your Board recommends their election and re-election,

as put forward for shareholder approval by resolutions 7 to 16. The skills and experience that each Director brings to the Board can be found on pages 64 to 65 and page 81 of the 2019 Annual Report and on pages 8 and 9 of this Notice.

#### Your Board

There have been a number of changes to the Board during 2019. Having served on the Board for nine years, Ben van der Veer stepped down as a Non-Executive Director at the conclusion of the Company's Annual General Meeting in April 2019. Carol Mills also stepped down at that time. Last April, we welcomed Andrew Sukawaty to the Board, with Charlotte Hogg also becoming a Non-Executive Director in December. These two appointments have continued the progressive evolution of the Board.

As announced by the Company on 13 February, having served as Chair for over ten years, I have decided to retire from the Board when a successor has been appointed. The search process is being led by the Senior Independent Director, Wolfhart Hauser, and overseen by the Nominations Committee.

In addition, Adrian Hennah, having served on the Board for nine years, will not be seeking re-election to the Board at this year's AGM. On behalf of the Board, I would like to thank Adrian for his considerable contribution to the Board and he leaves RELX with our very best wishes for the future.

#### Recommendation

Your Board considers that all the proposed resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of all the resolutions set out on pages 3 and 4, as each of the Directors intends to do in respect of their own shareholdings.

#### Voting Procedures

If you would like to vote on the resolutions in the Notice, but cannot attend the AGM, please refer to the information concerning the appointment of a proxy as set out on pages 10 to 12. All resolutions proposed at the meeting will be decided by poll in accordance with current recommended best practice.

Yours faithfully

**Sir Anthony Habgood**  
Chair

19 February 2020

# Notice of Annual General Meeting

To be held on Thursday, 23 April 2020 at 10.00 am

Notice is hereby given that the Annual General Meeting of RELX PLC (the "Company") will be held in the Ballroom at the Amba Hotel, Strand, London WC2N 5HX on Thursday, 23 April 2020 commencing at 10.00 am for the purpose of considering and, if thought fit, passing the resolutions set out below.

**All of the resolutions will be proposed as ordinary resolutions, other than resolutions 18 to 21 which will be proposed as special resolutions.**

A description of each resolution is set out in the 'Explanation of business' accompanying this Notice of Annual General Meeting on pages 5 to 7.

1. To receive the Company's Annual Report and Financial Statements for the year ended 31 December 2019 (the "2019 Annual Report"), together with the reports of the Directors and auditors thereon.
2. To approve the Directors' Remuneration Policy Report set out on pages 90 to 96 of the Directors' Remuneration Report contained within the 2019 Annual Report.
3. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy Report referred to in resolution 2 above) contained within the 2019 Annual Report (the "Annual Remuneration Report").
4. To declare a final dividend for 2019 of 32.1p per share on the Company's ordinary shares.
5. To re-appoint Ernst & Young LLP as auditors of the Company until the next general meeting of the Company at which accounts are laid.
6. To authorise the Audit Committee on behalf of the Board to determine the remuneration of the auditors.
7. To elect Charlotte Hogg as a Director of the Company.
8. To re-elect Erik Engstrom as a Director of the Company.
9. To re-elect Sir Anthony Habgood as a Director of the Company.
10. To re-elect Wolfhart Hauser as a Director of the Company.
11. To re-elect Marike van Lier Lels as a Director of the Company.
12. To re-elect Nick Luff as a Director of the Company.
13. To re-elect Robert MacLeod as a Director of the Company.
14. To re-elect Linda Sanford as a Director of the Company.
15. To re-elect Andrew Sukawaty as a Director of the Company.
16. To re-elect Suzanne Wood as a Director of the Company.
17. That:
  - (a) the Directors are 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 £92.5 million; and
      - (B) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £185.0 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 23 July 2021); 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 shares and to grant rights to subscribe for or to convert any security into shares by way of the ordinary resolution of the Company passed on 25 April 2019 are 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.

18. That, subject to the passing of resolution 17 in the Notice of Annual General Meeting of the Company convened for 23 April 2020 and in place of all existing powers, the Directors are 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 17 in the Notice of Annual General Meeting of the Company convened for 23 April 2020 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 23 July 2021), 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) 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 17(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 17(a)(i)(A), shall be limited to the allotment (otherwise than pursuant to paragraph (b)) of equity securities for cash up to an aggregate nominal amount of £13.9 million.

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 17 in the Notice of Annual General Meeting of the Company convened for 23 April 2020" were omitted.

19. That, subject to the passing of resolution 17 in the Notice of Annual General Meeting of the Company convened for 23 April 2020 and in addition to any power given to them pursuant to resolution 18 in the Notice of Annual General Meeting of the Company convened for 23 April 2020, the Directors are 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 17 in the Notice of Annual General Meeting of the Company convened for 23 April 2020 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 23 July 2021), 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 17(a)(i)(A) shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £13.9 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 23 April 2020.

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 17 in the Notice of Annual General Meeting of the Company convened for 23 April 2020" were omitted.

20. That the Company is 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 145<sup>1</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 23 July 2021) 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 198.0 million;
- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is its nominal value; 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.

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

By order of the Board

**Henry Udow**

Company Secretary  
19 February 2020

Registered Office: 1-3 Strand, London WC2N 5JR

# Explanation of business

To be proposed at the 2020 Annual General Meeting

## Resolution 1 – Annual Report and Financial Statements

The Directors must present the accounts, together with the reports of the Directors and the Company's auditors for the year ended 31 December 2019, to shareholders at the AGM. These are contained within the 2019 Annual Report, hard copies of which have been sent to those shareholders who have elected to receive it, and which is available online at [www.relx.com](http://www.relx.com).

## Resolution 2 – Directors' Remuneration Policy Report

The current remuneration policy was approved by shareholders at the 2017 Annual General Meeting. As a result, and in accordance with the applicable legislation, an updated remuneration policy is being proposed to shareholders for approval (by way of a binding vote) at the 2020 AGM. If approved by shareholders, the new policy will take effect from the conclusion of the Annual General Meeting, with the first awards under the new policy to be granted in the first quarter of 2021.

The Remuneration Committee reviewed the current Directors' remuneration policy during 2019. In doing so, it took into account the Company's desire to retain and attract top executive talent, promote the continued strong strategic and financial performance of the business and maintain executive alignment with long-term shareholder interests. The Committee considered feedback received from shareholders since the adoption of the current policy in 2017, as well as developments in UK corporate governance and trends in market practice. The Committee also undertook a review of workforce remuneration and related policies and the alignment of incentives and rewards with culture and took this into account when considering the proposed new remuneration policy for Executive Directors. The Committee was also mindful to ensure that the proposed new remuneration policy is transparent, easy to understand, consistent with the Company's purpose, values and strategy and provides an appropriate link to long-term performance.

Following consultation with shareholders representing a total of approximately 60% of the Company's issued share capital and shareholder representative bodies, the Company proposes to maintain the same overall incentive structure and propose the following changes:

- Pension alignment with the workforce: Newly appointed Executive Directors will receive pension benefits up to the value equivalent to the maximum level of pension benefits provided under the Company's regular defined contribution pension plans as may be in effect or amended from time to time (currently capped at 11% of base salary in the UK). The existing Executive Directors will transition from their current arrangements over the period 2020 to 2022 and will be subject to this new appointment Executive Director pension policy and hence be aligned with the wider workforce after 31 December 2022.
- Annual Incentive Plan (AIP): The Company's current practice will be reflected in the new policy with the minimum weighting of financial measures increased from 70% to 85%. Any non-financial measures will be focused on sustainability metrics thereby increasing their weighting compared with current practice. AIP payout at target performance will be

reduced from 150% to 135% of base salary. The maximum remains at 200% of base salary. The proportion of the AIP payout which is deferred into shares (for three years) will be increased from one third to 50% of the AIP payout.

- Shareholding requirements: The shareholding requirement for the CEO will be increased from 400% of salary to 450% of salary and Executive Directors will remain subject to their full shareholding requirement for two years after leaving the Company.

In summary, the Committee believes that the Company's remuneration policy has contributed to RELX's strong and consistent financial performance and significant value creation for shareholders over the past eight years, and that the proposed changes to pension, AIP and shareholding requirements reflect evolving shareholder preferences and current UK corporate governance principles.

## Resolution 3 – Annual Remuneration Report

In compliance with the legislation, shareholders will be invited to approve the Annual Remuneration Report. The vote on the Annual Remuneration Report is advisory.

The Annual Remuneration Report is contained in the 2019 Annual Report on pages 99 to 111. It gives details of the Directors' remuneration for the year ended 31 December 2019 and how the applicable Policy will be implemented in 2020.

The Company's auditors, Ernst & Young LLP, have audited those parts of the Annual Remuneration Report which are required to be audited.

## Resolution 4 – Declaration of 2019 Final Dividend

A final dividend can only be paid after the shareholders at a general meeting have approved it. If approved, the final dividend of 32.1p per ordinary share will be paid on 28 May 2020 to shareholders on the register of members at the close of business on 27 April 2020.

## Resolutions 5 and 6 – Re-Appointment of Auditors and Auditors' Remuneration

The auditors of the Company must be re-appointed at each general meeting at which accounts are laid. On the recommendation of the Audit Committee, the Board proposes the re-appointment of the Company's existing auditors, Ernst & Young LLP. If resolution 5 is approved, Ernst & Young LLP will be re-appointed until the conclusion of the next general meeting of the Company at which accounts are laid. Resolution 6 seeks authority for the Audit Committee, on behalf of the Board, to determine the auditors' remuneration.

## Resolution 7 – Election of Director

Charlotte Hogg was appointed to the Board as a Director on 16 December 2019. In accordance with the Company's Articles of Association, Ms Hogg shall retire from office at the Annual General Meeting (being the first annual general meeting following her appointment), and intends to stand for election by shareholders for the first time. The Nominations Committee, having conducted a robust independence assessment prior to her appointment, considers Ms Hogg to be independent in character and judgement, and that there are no relationships or

circumstances likely to affect her independence or judgement. Accordingly, the Board recommends her election as a Director of the Company. Ms Hogg's biography can be found on page 8 of this document.

#### **Resolutions 8 to 16 – Re-election of Directors**

Resolutions 8 to 16 relate to those Directors who are seeking re-election in accordance with the Company's Articles of Association and the annual re-election provisions of the UK Corporate Governance Code. Other than Charlotte Hogg, who is retiring from office and seeking election under resolution 7, all other serving Directors will retire from office at the Annual General Meeting and, with the exception of Adrian Hennah, each of them will stand for re-election by shareholders. This includes Sir Anthony Habgood notwithstanding that, as announced on 13 February 2020, he intends to step down from the Board when a successor as Chair has been appointed.

Based on the results of an internally facilitated Board evaluation carried out during 2019, the Nominations Committee believes that the contribution and performance of each Director seeking re-election at the AGM continues to be effective, and that they each demonstrate commitment to their respective roles. As Charlotte Hogg was appointed to the Board on 16 December 2019, and therefore did not attend any Board or Committee meetings during the year, she did not participate in the Board evaluation in respect of the year ended 31 December 2019.

The Nominations Committee believes that all of the Non-Executive Directors (other than the Chair) seeking re-election are independent in character and judgement and there are no relationships or circumstances likely to affect their independence or judgement. Accordingly, the Board recommends the re-election of each Director seeking re-election by resolutions 8 to 16. Biographies for each of the Directors seeking re-election can be found on pages 8 and 9 of this document.

#### **Resolution 17 – Authority to allot shares**

Resolution 17 seeks to renew a similar authority approved by shareholders at the 2019 Annual General Meeting. The Company's Directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by shareholders. The authority conferred on the Directors at last year's Annual General Meeting under section 551 of the Companies Act 2006 (the "Act") to allot shares expires on the date of the forthcoming AGM. Accordingly, this resolution seeks a new authority under section 551 of the Act to authorise the Directors to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company and, if approved, will expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, the close of business on 23 July 2021).

Paragraph (A) of resolution 17(a)(i) will, if passed, authorise the Directors to allot shares or grant rights to subscribe for, or to convert any security into, such shares in the Company up to a maximum aggregate nominal amount of £92.5 million. This amount represents just under 33.3% of the Company's existing issued ordinary share capital (excluding treasury shares) as at 14 February 2020 (being the latest practicable date prior to publication of this Notice of AGM). Paragraph (B) of resolution 17(a)(i) authorises the Directors to allot, including the shares referred to in (A), further of the Company's unissued shares up to an aggregate nominal amount of £185.0 million in connection with a pre-emptive offer to existing shareholders by way of a rights issue (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the rights issue cannot be made due to legal and practical problems). This amount represents just under 66.6% of the Company's existing issued ordinary share capital (excluding treasury shares) as at 14 February 2020.

The proposals contained in resolution 17 are in accordance with the current institutional guidelines published by the Investment Association. Although at present the Directors have no intention of exercising this authority, it is considered prudent to maintain the flexibility that it provides.

The Company held 47,365,980 treasury shares as at 14 February 2020. This amount represented 2.45% of the Company's issued ordinary share capital (excluding treasury shares) as at that date.

#### **Resolutions 18 and 19 – Disapplication of pre-emption rights**

Under section 561(1) of the Act, if the Directors wish to allot ordinary shares, or grant rights to subscribe for, or convert securities into, ordinary shares, or sell treasury shares for cash they must first offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the Directors need the flexibility to finance business opportunities by allotting shares without a pre-emptive offer to existing shareholders. This cannot be done under the Act unless the shareholders have first given a limited waiver of their pre-emption rights.

Resolutions 18 and 19 ask shareholders to grant this limited waiver. The resolutions will be proposed as special resolutions.

Resolution 18 asks shareholders to waive their pre-emption rights and, apart from rights issues or any other pre-emptive offer concerning equity securities, the power contained in this resolution will be limited to the allotment of shares for cash up to an aggregate nominal value of £13.9 million (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents 5% (approximately) of the Company's issued ordinary share capital as at 14 February 2020 (the latest practicable date before the publication of this Notice of AGM), excluding treasury shares.

The waiver sought in resolution 19 is in addition to the waiver proposed by resolution 18. It is limited to the allotment of shares for cash up to an aggregate nominal value of £13.9 million (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents a further 5% (approximately) of the Company's issued ordinary share capital as at 14 February 2020 (the latest practicable date before the publication of this Notice of AGM), excluding treasury shares. This further waiver may only be used for an allotment of shares for cash for the purposes of financing (or refinancing, if the waiver is used within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other specified capital investment of a kind contemplated by the Pre-emption Group's Statement of Principles.

The Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles, and not to allot shares for cash on a non-pre-emptive basis pursuant to the power in resolution 18:

- (a) in excess of an amount equal to 5% of the total issued ordinary share capital of the Company excluding treasury shares; or
- (b) save in connection with an acquisition or specified capital investment (as described above), in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company excluding treasury shares within a rolling three-year period, without prior consultation with shareholders.

If approved, the authority contained in resolutions 18 and 19 will expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, the close of business on 23 July 2021).

### **Resolution 20 – Authority to purchase own shares**

This resolution also seeks to renew a similar authority granted by shareholders at the 2019 Annual General Meeting. Resolution 20 authorises the Company to make market purchases of its own ordinary shares as permitted by the Act. The authority limits the number of shares that could be purchased to a maximum of 198.0 million (representing less than 10% of the issued share capital of the Company as at 14 February 2020) and sets minimum and maximum prices. The authority will be used only in circumstances where the Directors, after careful consideration, believe that such a purchase would result in an expected increase in adjusted earnings per share and would be in the best interests of the Company and of its shareholders as a whole.

Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange. Any shares purchased under this authority may either be cancelled or held as treasury shares. Treasury shares may subsequently be cancelled, sold for cash or used to satisfy options issued to employees pursuant to the RELX Group plc employee share plans. To the extent that any shares purchased are held in treasury, earnings per share would only be increased on a temporary basis until such time as the shares are resold out of treasury. As at 14 February 2020, the Company had purchased 23.7 million ordinary shares under the authority granted by shareholders at the 2019 Annual General Meeting.

RELX announced on 13 February 2020 that it intends to deploy a total of £400 million on buybacks of RELX PLC ordinary shares during 2020 and over £100 million of this year's total has already been completed. It is the Company's current intention that any shares repurchased under this authority will be held in treasury. Any purchases to be made after the expiry of the authority granted by shareholders at the 2019 Annual General Meeting will be made subject to shareholder approval of resolution 20.

The total number of share options outstanding as at 14 February 2020 was 12.2 million. This figure represents 0.63% of the issued ordinary share capital of the Company (excluding treasury shares) at that date. If the Company repurchased the maximum number of shares permitted pursuant to resolution 20, the total number of share options outstanding as at 14 February 2020 would represent 0.70% of the issued share capital of the Company (excluding treasury shares). If approved, the authority contained in resolution 20 will expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, the close of business on 23 July 2021).

### **Resolution 21 – Notice period for general meetings**

The Company's Articles of Association provide that the notice period for a general meeting of shareholders (other than an Annual General Meeting) shall (subject to the provisions of the Act) be at least 14 clear days. Under the Act, the notice period for general meetings of a company has been extended to at least 21 clear days, but with the ability for companies to reduce this period to not less than 14 clear days (other than for an Annual General Meeting) provided that certain conditions are met. The first condition, which the Company already meets, is that there is a facility, offered by the Company and accessible to all shareholders, to appoint proxies by means of a website. The second condition is that the Company submits a resolution to shareholders seeking approval to reduce the notice period from at least 21 clear days to not less than 14 clear days. Resolution 21 seeks such approval.

It is intended that the shorter notice period would not be used as a matter of routine for general meetings of shareholders, but only where the Directors believe that the business of a particular meeting merited a 14 clear days' notice period and it was considered to be to the advantage of shareholders as a whole. If approved by shareholders, the authority contained in resolution 21 will apply until the conclusion of the next Annual General Meeting of the Company.

# Biographical information

## Directors seeking election and re-election at the 2020 Annual General Meeting

### ERIK ENGSTROM (56)

Chief Executive Officer

**Appointed:** Chief Executive Officer of RELX since November 2009. Joined as Chief Executive Officer of Elsevier in 2004.

**Other appointments:** Non-Executive Director of Smith & Nephew plc and Bonnier Group.

**Past appointments:** Prior to joining was a partner at General Atlantic Partners. Before that was President and Chief Operating Officer of Random House Inc and President and Chief Executive Officer of Bantam Doubleday Dell, North America. Began his career as a consultant with McKinsey. Served as a Non-Executive Director of Eniro AB and Svenska Cellulosa Aktiebolaget SCA.

**Education:** Holds a BSc from Stockholm School of Economics, an MSc from the Royal Institute of Technology in Stockholm, and gained an MBA from Harvard Business School as a Fulbright Scholar.

**Nationality:** Swedish

**Experience/Skills:** Ten years of listed company Chief Executive Officer experience at RELX. A further five years of operational experience within the group's product and geographic markets as Chief Executive Officer of Elsevier. Previous leadership roles and experience across management consultancy, private equity and in operating businesses. Expertise across strategy and organisational leadership, and a deep understanding of how technology can be used to transform a business.

### SIR ANTHONY HABGOOD (73)

Chair

**Appointed:** June 2009

**Other appointments:** Chair of Preqin Holding Limited and Deputy Chair of RG Carter Holdings Limited.

**Past appointments:** Previously was Chair of the Court of the Bank of England, Whitbread plc, Bunzl plc, Mölnlycke Health Care Limited and Norwich Research Partners LLP and served as Chief Executive of Bunzl plc, Chief Executive of Tootal Group plc and a Director of The Boston Consulting Group. Formerly Non-Executive Director of Geest plc, Marks and Spencer plc, National Westminster Bank plc, Powergen plc, SVG Capital plc, and Norfolk and Norwich University Hospitals Trust.

**Education:** Holds an MA in Economics from Cambridge University, an MS in Industrial Administration from Carnegie Mellon University and an Honorary Doctorate of Civil Law from the University of East Anglia. He is a visiting Fellow at Oxford University.

**Nationality:** British

**Experience/Skills:** Significant executive and non-executive leadership experience within listed, private and high-profile public organisations. Knowledge of governance issues and requirements for listed companies. Detailed understanding of RELX's products, markets and geographies, built up over ten years as RELX Chair. Significant experience in positions of oversight across strategy, risk, finance and corporate governance.

### WOLFHART HAUSER (70)

Non-Executive Director

Senior Independent Director

Chair of the Remuneration Committee



**Appointed:** April 2013

**Other appointments:** Non-Executive Director of Associated British Foods plc.

**Past appointments:** Chairman of FirstGroup plc until July 2019.

Chief Executive Officer of Intertek Group plc from 2005 until 2015. Prior to that he was Chief Executive Officer of TÜV Sud AG between 1998 and 2002 and Chief Executive Officer of TÜV Product Service GmbH for ten years. Formerly a Non-Executive Director of Logica plc.

**Education:** Holds a master's degree in Medicine from Ludwig-Maximilian-University Munich and a Medical Doctorate from Technical University Munich.

**Nationality:** German

**Experience/Skills:** Significant executive and non-executive leadership experience in listed companies, as Chairman and Chief Executive Officer. Detailed knowledge of corporate governance issues for listed companies, particularly in the areas of executive and director remuneration. Substantial involvement in Board and Senior Management succession planning. Broad experience in positions of oversight across strategy, risk and corporate governance.

### CHARLOTTE HOGG (49)

Non-Executive Director



**Appointed:** December 2019

**Other Appointments:** Executive Vice President and Chief Executive Officer for the European Region of Visa Inc. Executive Director of Visa Europe Limited. Non-Executive Director of UK Finance and NowTeach.

**Past appointments:** Chief Operating Officer at the Bank of England. Before that was Head of Retail Banking for Santander UK, Managing Director UK and Ireland for Experian plc, and held senior roles at Morgan Stanley in New York and London.

**Nationality:** British and American

**Experience/Skills:** Extensive international experience across a range of sectors and geographies. Relevant strategic experience from current and previous roles. Significant involvement in leading and implementing transformational change within organisations. Understanding of the financial services sector, and substantial exposure to working with big data technologies.

### NICK LUFF (52)

Chief Financial Officer

**Appointed:** September 2014

**Other appointments:** Non-Executive Director of Rolls-Royce Holdings plc.

**Past appointments:** Prior to joining the Group was Group Finance Director of Centrica plc from 2007. Before that was Chief Financial Officer at The Peninsular & Oriental Steam Navigation Company (P&O) and its affiliated companies, having previously held a number of senior finance roles at P&O. Began his career as an accountant with KPMG. Formerly a Non-Executive Director of QinetiQ Group plc and Lloyds Banking Group plc.

**Board Committee membership key**

- A Audit Committee
- R Remuneration Committee
- N Nominations Committee
- C Corporate Governance Committee
- Committee Chair

**Education:** Has a degree in Mathematics from Oxford University and is a qualified UK Chartered Accountant.

**Nationality:** British

**Experience/Skills:** Experienced finance executive, having served as Chief Financial Officer of a number of listed companies across a wide range of industries. Broad accounting and financial expertise, and the ability to lead, manage and execute significant and effective corporate change. Significant knowledge of RELX's corporate responsibility programme. Considerable experience within positions responsible for financial oversight and strategy.

**ROBERT MACLEOD** (55)R N C

Non-Executive Director

**Appointed:** April 2016

**Other appointments:** Appointed as Chief Executive of Johnson Matthey plc in June 2014 after five years as Group Finance Director.

**Past appointments:** Prior to joining Johnson Matthey, spent five years as Group Finance Director of WS Atkins plc, having joined as Group Financial Controller in 2003. From 1993 to 2002, held a variety of senior finance and M&A roles with Enterprise Oil plc in the UK and US. Formerly a Non-Executive Director of Aggreko plc.

**Nationality:** British

**Experience/Skills:** Experienced listed company executive, as both Chief Executive Officer and Chief Financial Officer. Broad accounting, finance and M&A experience, and understanding of strategy, risk and governance requirements for listed companies, particularly in respect of remuneration. Substantial involvement in effecting significant strategic and corporate change.

**LINDA SANFORD** (67)R C

Non-Executive Director

**Appointed:** December 2012

**Other appointments:** An independent Director of Consolidated Edison, Inc, Pitney Bowes, Inc and Interpublic Group of Companies, Inc. Serves on the board of trustees of the New York Hall of Science.

**Past Appointments:** Senior Vice President, Enterprise Transformation, IBM Corporation until 2014, having joined the company in 1975. A consultant to The Carlyle Group from 2015 to July 2018. Formerly a Non-Executive Director of ITT Corporation, served on the boards of directors of The Business Council of New York State and the Partnership for New York City, and on the boards of trustees of the State University of New York, St John's University and Rensselaer Polytechnic Institute.

**Nationality:** American

**Experience/Skills:** Considerable experience and expertise in strategy, and operational experience within the group's main geographic markets. Understanding of leading, managing and implementing change and transformation within the technology sector. Significant understanding of US business and governance environment, and experience as a non-executive director of UK and US public companies.

**MARIKE VAN LIER LELS** (60)N C

Non-Executive Director

Workforce Engagement Director

**Appointed:** July 2015

**Other appointments:** Member of the Supervisory Boards of NS (Dutch Railways), Dura Vermeer, Post NL and Innovation Quarter.

**Past appointments:** Member of the Supervisory Boards of TKH Group NV, Royal Imtech NV, Maersk BV, KPN NV, USG People NV and Eneco Holding NV, and Executive Vice President and Chief Operating Officer of the Schiphol Group. Prior to joining Schiphol Group, was a member of the Executive Board of Deutsche Post Euro Express and held various senior positions with Nedlloyd. Member of various Dutch governmental advisory boards.

**Nationality:** Dutch

**Experience/Skills:** Wide experience as a non-executive director on listed company boards across a number of sectors. Particular expertise in operations, and experience as Board employee relations and engagement representative over a 15 year period. Understanding of the Dutch business environment, and experience in positions of financial oversight.

**SUZANNE WOOD** (59)A C

Non-Executive Director

**Appointed:** September 2017

**Other appointments:** Senior Vice President and Chief Financial Officer of Vulcan Materials Company.

**Past appointments:** Served as Group Finance Director of Ashtead Group plc from 2012 to 2018. Chief Financial Officer of Ashtead Group's largest subsidiary, Sunbelt Rentals Inc, from 2003 until 2012. Previously, she also served as Chief Financial Officer of two US publicly listed companies, Oakwood Homes Corporation and Tultex Corporation.

**Nationality:** American

**Experience/Skills:** Experienced finance executive, with nearly 14 years as Chief Financial Officer of listed companies in the UK and US. Broad accounting and finance experience, with understanding of issues across corporate finance, tax and risk. Deep familiarity with the financial and regulatory environment in the UK and US.

**ANDREW SUKAWATY** (64)A C

Non-Executive Director

**Appointed:** April 2019

**Other appointments:** Chairman of Inmarsat, Director of HG Capital LLP and Corten Advisors UK LLP.

**Nationality:** American

**Experience/Skills:** Significant Chairman and Chief Executive Officer leadership experience of listed companies. More than 30 years experience in the telecoms, media and technology sector. Operational experience in both the UK and US markets. Deep understanding of businesses that leverage technology as part of their business model. Strong understanding of corporate governance requirements for listed companies.

# Notes to Notice of Meeting

## Registered shareholders and shareholders holding their shares through CREST (“members”)

### Proxy appointment

1. Members entitled to attend and vote at the AGM are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and to vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy may only be appointed:
  - (i) by completion and return of the Proxy Form enclosed with this Notice of AGM;
  - (ii) online at [www.relx.com/vote](http://www.relx.com/vote). You will need your personal Voting ID, Task ID and Shareholder Reference Number shown on your Proxy Form; or
  - (iii) via the CREST electronic proxy appointment service, as described in paragraphs 8 to 11 below.
2. To be valid, any completed Proxy Form must be returned and any online or electronic proxy appointment must be transmitted so as to be received by the Company’s Registrar no later than 10.00am on Tuesday 21 April 2020 (or no later than two business days before the time appointed for any adjourned meeting).
3. The appointment of a proxy will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.

### Nominated persons

4. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a “Nominated Person”) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 to 3 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.

### Right to attend and vote at the AGM

6. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.30 pm on 21 April 2020 (or if this meeting is adjourned, in the Register of Members at 6.30 pm two business days before the date of any adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

### Total Voting Rights

7. As at 14 February 2020 (being the latest practicable date prior to the publication of this Notice) the Company’s issued share capital (excluding treasury shares) consisted of 1,933,679,225 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 14 February 2020 were 1,933,679,225.

### CREST members

8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual ([www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer’s agent (CREST ID RA19) no later than 10.00am on Tuesday 21 April 2020 (or no later than two business days before the time appointed for any adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
10. CREST members and, where applicable, their CREST sponsors, or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

### Corporate representatives

- 12.** Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that if two or more representatives purport to vote in respect of the same shares:
- if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and
  - in other cases, the power is treated as not exercised.

### Members' requests under section 527 of the Companies Act 2006

- 13.** Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish a statement on a website setting out any matter relating to:
- (i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or
  - (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the last AGM.

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 Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

### Members' resolutions and matters under sections 338 and 338A of the Companies Act 2006

- 14.** Under sections 338 and 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company:
- (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution to be moved at the meeting; and/or
  - (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective, (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 11 March 2020, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

### Attendance at the AGM

- 15.** Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
- (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - (ii) the answer has already been given on a website in the form of an answer to a question; or
  - (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- 16.** For those shareholders receiving paper copies, a Registration Form is attached to the Proxy Form enclosed with this Notice. Please bring the Registration Form with you to help facilitate your admission to the meeting. The AGM will start at 10.00 am and registration will be available from 9.15 am. Please arrive by 9.45 am to allow time for registration.
- 17.** For the safety and comfort of those attending the AGM, security measures will be in place at the meeting. Certain items will not be permitted in the meeting. These include cameras, recording equipment, and items of any nature with potential to cause disorder and such other items as the chair of the meeting may specify. Mobile telephones must be switched off during the meeting.
- 18.** The meeting is easily accessible for wheelchair users. A hearing loop system will be provided in the meeting. Please ask at registration if you require assistance.
- 19.** Tea and coffee will be available before the commencement of the AGM. Light refreshments with soft drinks will be available immediately after the conclusion of the meeting for approximately one hour.

### Availability of documents and other information

- 20.** A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at [www.relx.com](http://www.relx.com).
- 21.** Copies of the following documents will be available for inspection at the registered office of the Company during normal business hours until the date of the AGM, and at the place of the meeting from at least 15 minutes prior to the meeting until its conclusion:
- Executive Directors' service contracts; and
  - Non-Executive Directors' letters of appointment.
- 22.** You may not use any electronic address provided either in this Notice or any related documents (including the AGM Proxy Form) to communicate with the Company for any purposes other than those expressly stated.

### Voting results

- 23.** The results of the voting at the AGM will be announced through a Regulatory Information Service and will appear on the Company's website ([www.relx.com](http://www.relx.com)) following the conclusion of the AGM.

## **Shareholders holding their shares through Euroclear Nederland (via banks or brokers)**

**24.** Shareholders holding their shares through Nederlands Centraal Instituut voor Giraal Effectenverkeer BV ('Euroclear Nederland') via banks and brokers are not included in the Company's Register of Members – such shares are included in the Register of Members under the name of Euroclear Nederland. If shareholders who hold their shares through Euroclear Nederland wish to:

- (i) attend the AGM; or
  - (ii) appoint a proxy to attend, speak and vote on their behalf; or
  - (iii) give voting instructions without attending the AGM,
- they must instruct Euroclear Nederland accordingly.

To do this, shareholders are advised to contact their bank or broker as soon as possible and advise them which of the three options they prefer. Alternatively, shareholders can choose such options electronically by accessing the website [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and following the instructions. In all cases the validity of the instruction will be conditional upon ownership of the shares at no later than 9.00am (CET) on 21 April 2020. Any instructions, whether by hard copy or by electronic means, must be received by this time.

Shareholders holding their shares through Euroclear Nederland and who indicate they wish to attend the AGM will not receive an admittance card. They will be asked to identify themselves at the AGM using a valid passport, identity card or driving licence.