

# Notice of 2023 Annual General Meeting

To be held at Lexis House, 30 Farringdon Street, London EC4A 4HH  
on Thursday, 20 April 2023 at 9.30 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 (AGM) 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 AGM is enclosed and should be completed and returned so as to reach the Company's Registrar no later than 9.30 am on Tuesday, 18 April 2023. Alternatively, you can register your proxy voting instructions electronically no later than 9.30 am on Tuesday, 18 April 2023, either online at [www.sharevote.co.uk](http://www.sharevote.co.uk), or by using the service provided by Euroclear UK & Ireland Limited. Further details are given in this Notice of AGM. Appointing a proxy will not prevent you from attending and voting at the AGM in person.

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# Letter from the Chair

## To the holders of RELX PLC ordinary shares

### Dear Shareholder,

The 2023 Annual General Meeting (AGM or Meeting) of RELX PLC (the Company), will be held at 9.30 am on Thursday, 20 April 2023 at Lexis House, 30 Farringdon Street, London, EC4A 4HH. The Notice of AGM (Notice) on pages 3 to 5 sets out the business to be considered at the Meeting, an explanation of which can be found on pages 6 to 8.

#### Directors' remuneration policy

The current Directors' remuneration policy was approved by shareholders at the Company's annual general meeting in 2020 and is due for its triennial shareholder approval at this year's AGM. We have consulted with our largest shareholders, representing approximately 60% of our issued share capital, and a summary of the principal changes proposed under the new policy can be found on page 6 of this document.

The proposed Directors' Remuneration Policy is set out on pages 136 to 142 (inclusive) of the Company's Annual Report 2022.

#### Employee share plans

Resolutions 17 and 18 relate to the approval of the RELX PLC Long-Term Incentive Plan 2023 and the RELX PLC Executive Share Ownership Scheme 2023, respectively, and resolution 19 relates to the approval of the RELX PLC ShareSave Plan 2023. These are on substantially the same terms as the current Long-Term Incentive Plan 2013, Executive Share Option Scheme 2013 and SAYE Share Option Scheme 2013 which will expire in April 2023.

Resolution 20 relates to the approval of the proposed RELX PLC Employee Share Purchase Plan 2023. This plan offers eligible US employees the opportunity to acquire RELX American Depositary Receipts (ADRs) at a discount.

A summary of the rules of each of the plans proposed under resolutions 17 to 20 is set out in the Appendix on pages 15 to 19.

#### Dividend

Your Board has recommended a final dividend for 2022 of 38.9p per ordinary share. Subject to shareholder approval at the AGM, the dividend will be paid on 7 June 2023 to shareholders appearing on the register at the close of business on 28 April 2023. The Euro equivalent of the final dividend for 2022 will be announced on 23 May 2023.

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 Euros. 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 228 of the Annual Report 2022 and on our website [www.relx.com](http://www.relx.com). The Company will operate Dividend Reinvestment Plans for the 2022 final dividend. Further information is available on pages 226 and 228 of the Annual Report 2022.

#### Election and Re-election of Directors

Dr Wolfhart Hauser, Senior Independent Director and Remuneration Committee Chair, having served on the Board since 2013, will not be seeking re-election to the Board at this year's AGM. On behalf of the Board, I would like to thank Dr Hauser for his considerable contribution to RELX and he leaves the Company with our very best wishes for the future.

On 1 March 2023, we announced that Alistair Cox will join the Board as a Non-Executive Director, with effect from the conclusion of the AGM, subject to his election by shareholders. Mr Cox has served as a FTSE Chief Executive for 20 years, with the last 15 years as Chief Executive of Hays plc, and has broad public company experience gained in both executive and non-executive roles. He has significant experience of a range of sectors and international markets, a deep understanding of how technology can enable and drive value for a business, and will be a valuable addition to our Board. Mr Cox's biographical details are set out on page 11 of this Notice.

Each of the current Directors will retire from the Board at the AGM and, with the exception of Dr Hauser, offer themselves for re-election. The skills and experience that each Director brings to the Board together with their continued contributions to the Company's long-term success are set out on pages 9 to 11.

#### 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 to 5, as they intend to do in respect of their own holdings.

#### Voting Procedures

If you would like to vote on the resolutions in the Notice, but will not attend the AGM, please refer to the information concerning the appointment of a proxy on page 12. All resolutions proposed at the Meeting will be decided by poll, and not on a show of hands, in accordance with current recommended practice. The results will be published on the Company's website and notified to the Financial Conduct Authority (FCA) once the votes have been verified.

Yours faithfully

#### Paul Walker

Chair  
2 March 2023

# Notice of Annual General Meeting

To be held on Thursday, 20 April 2023 at 9.30 am

Notice is hereby given that the AGM of the Company will be held at Lexis House, 30 Farringdon Street, London EC4A 4HH on Thursday, 20 April 2023, commencing at 9.30 am, for the purpose of considering and, if thought fit, passing the resolutions set out below.

**Resolutions 1 to 21 (inclusive) will be proposed as ordinary resolutions and resolutions 22 to 25 (inclusive) will be proposed as special resolutions.**

1. To receive the Company's financial statements for the year ended 31 December 2022, together with the reports of the Directors and the auditor thereon (together the Annual Report 2022).
2. To approve the Directors' Remuneration Policy as set out on pages 136 to 142 (inclusive) of the Annual Report 2022 (the Remuneration Policy).
3. To approve the Directors' Remuneration Report as set out on pages 121 to 135 (inclusive) of the Annual Report 2022 (excluding the Remuneration Policy on pages 136 to 142 (inclusive)) (the Remuneration Report).
4. To declare a final dividend for the year ended 31 December 2022 of 38.9p per share on the Company's ordinary shares.
5. To re-appoint Ernst & Young LLP as auditor of the Company until the next general meeting of the Company at which accounts are laid.
6. To authorise the Audit Committee of the Board to determine the remuneration of the Company's auditor.
7. To elect Alistair Cox as a director of the Company.
8. To re-elect Paul Walker as a director of the Company.
9. To re-elect June Felix as a director of the Company.
10. To re-elect Erik Engstrom as a director of the Company.
11. To re-elect Charlotte Hogg as a director of the Company.
12. To re-elect Marike van Lier Lels as a director of the Company.
13. To re-elect Nick Luff as a director of the Company.
14. To re-elect Robert MacLeod 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 the rules of the RELX PLC Long-Term Incentive Plan 2023 (the 2023 LTIP), the principal features of which are summarised in the Appendix to this Notice, be approved and that the directors of the Company be hereby authorised to take such actions as may be necessary to facilitate the implementation of the 2023 LTIP and to be counted in the quorum and to vote as directors on any matter relating to the 2023 LTIP, notwithstanding that they may be interested in the same.
18. That the rules of the RELX PLC Executive Share Ownership Scheme 2023 (the 2023 ESOS), the principal features of which are summarised in the Appendix to this Notice, be approved and that the directors of the Company be hereby authorised to take such actions as may be necessary to facilitate the implementation of the 2023 ESOS and to be counted in the quorum and to vote as directors on any matter relating to the 2023 ESOS, notwithstanding that they may be interested in the same.
19. That the rules of the RELX PLC ShareSave Plan 2023 (the 2023 ShareSave), the principal features of which are summarised in the Appendix to this Notice, be approved and that the directors of the Company be hereby authorised to take such actions as may be necessary to facilitate the implementation of the 2023 ShareSave and to be counted in the quorum and to vote as directors on any matter relating to the 2023 ShareSave, notwithstanding that they may be interested in the same.
20. That the Rules of the RELX PLC Employee Share Purchase Plan 2023 (the ESPP), the principal features of which are summarised in the Appendix to this Notice, be approved and that the directors of the Company be hereby authorised to take such actions as may be necessary to facilitate the implementation of the ESPP and to be counted in the quorum and to vote as directors on any matter relating to the ESPP, notwithstanding that they may be interested in the same.

**21.** 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 £91,894,027; and
  - (B) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £183,788,054 (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 2024); 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 21 April 2022 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.

**22.** That, subject to the passing of resolution 21 in the Notice of AGM and in place of all existing powers, the Directors are empowered pursuant to Section 570 and Section 573 of the Act to allot equity securities (as defined in the Act) for cash pursuant to the authority conferred by resolution 21 in this Notice, 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 2024), 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 21(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 21(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 £13,784,103.

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 21 in this Notice' were omitted.

**23.** That, subject to the passing of resolution 21 in the Notice of AGM, and in addition to any power given to them pursuant to resolution 22 in the Notice, the directors are empowered pursuant to Section 570 and Section 573 of the Act to allot equity securities (as defined in the Act) for cash, pursuant to the authority conferred by resolution 21 in this Notice, 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 2024), 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 21(a)(i)(A) shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £13,784,103 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 specified 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.

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 21 in this Notice' were omitted.

**24.** That the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares of 14<sup>5</sup>/<sub>114</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 2024) 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 193,584,144;
- (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 on the trading venue where the purchase is carried out.

**25.** 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

2 March 2023

RELX PLC

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

# Explanation of business

To be proposed at the 2023 Annual General Meeting (AGM)

## Resolution 1 – Annual Report 2022

The Directors must present the accounts, together with the reports of the Directors and the Company's auditor for the year ended 31 December 2022, to shareholders at the AGM. These are contained within the Annual Report 2022, printed copies of which have been sent to shareholders who have elected to receive it. The Annual Report 2022 is available online at [www.relx.com](http://www.relx.com).

## Resolutions 2 and 3 – Directors' Remuneration Policy and Report

The Company is required to seek shareholder approval of its Directors' remuneration policy at least once every three years. The current Directors' remuneration policy was approved by shareholders at the Company's annual general meeting in 2020. Resolution 2 seeks approval of the proposed Directors' Remuneration Policy set out on pages 136 to 142 (inclusive) of the Annual Report 2022 (the Remuneration Policy).

The Board believes that the current remuneration structure effectively supports the Company's long-term strategy, which remains unchanged since the approval of the current Directors' remuneration policy. Having considered feedback from shareholders on the current policy and engaged with shareholders representing approximately 60% of the Company's capital, the minor amendments below are proposed in the Remuneration Policy this year:

- (a) reduction of the level of vesting for threshold performance in the Long-Term Incentive Plan (LTIP) from 25% of the maximum opportunity to 20%; and
- (b) expansion of the list of malus and clawback triggers, to apply for three years following the Annual Incentive Plan (AIP) cash payment and five years from the start of each LTIP performance period, and ability for the Remuneration Committee to delay vesting and the application of malus and clawback in the instance that a participant is subject to an internal investigation regarding a serious breach of any of the triggers.

The Company's remuneration structure is designed to promote long-term success and the pay mix is focused on long-term variable pay. The AIP deferral, LTIP holding period post vesting, shareholding requirement (including post leaving) and malus and clawback provisions all provide further alignment with long-term sustainable performance.

The vote for resolution 2 is binding upon the Company. If approved, the Remuneration Policy will take effect from the conclusion of the AGM and the first awards under the new Remuneration Policy will be granted in the first quarter of 2024.

The Directors' Remuneration Report is set out on pages 121 to 135 (inclusive) (excluding the Directors' Remuneration Policy set out on pages 136 to 142 (inclusive)) in the Annual Report 2022. The Directors' Remuneration Report details the Directors' remuneration and sets out how the Company's current policy on Directors' remuneration has been applied during the year. The Company's auditors, Ernst & Young LLP, have audited those parts of the Annual Remuneration Report which are required to be audited. In compliance with applicable legislation, shareholders will be invited to approve the Directors' Remuneration Report. This vote on the Directors' Remuneration Report is advisory in nature.

## Resolution 4 – Declaration of 2022 final dividend

The Company requires shareholder approval to pay a final dividend, the amount of which cannot exceed the amount recommended by the Directors. The Directors recommend a final dividend payment of 38.9p per ordinary share. If approved, the final dividend will be paid on 7 June 2023 to shareholders recorded in the Company's Register of Members at the close of business on 28 April 2023.

## Resolutions 5 and 6 – Re-appointment of auditor and auditor's remuneration

The auditor 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 auditor, 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 auditor's remuneration.

## Resolutions 7 to 16 – Election and Re-election of Directors

Resolutions 7 to 16 relate to those Directors who are seeking election and re-election at the AGM in accordance with the Company's Articles of Association and the provisions of the UK Corporate Governance Code. Biographies setting out the skills and experience of each of the Directors seeking election and re-election can be found on pages 9 to 11 of this document.

Based on the results of an internally facilitated Board evaluation carried out during 2022, 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.

The Nominations Committee believes that each of the Non-Executive Directors seeking election and 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 shareholders to vote in favour of each Director seeking election and re-election by resolutions 7 to 16.

## Resolutions 17 to 20 – Employee Share Plans

The rules of the 2013 Long-Term Incentive Plan, 2013 Executive Share Option Scheme and 2013 SAYE Share Option Scheme will expire at the 2023 AGM. Shareholder approval is therefore sought for new rules.

Resolution 17 seeks approval for the 2023 LTIP. The proposed 2023 LTIP is a discretionary plan, under which Executive Directors and senior executives may be granted share awards subject to performance conditions.

Resolution 18 seeks approval for the 2023 ESOS, under which eligible employees may be awarded grants of share options and share awards. Under the proposed Directors' Remuneration Policy, Executive Directors are not eligible to receive grants under the 2023 ESOS except in exceptional circumstances.

Resolution 19 seeks approval for the 2023 ShareSave. The 2023 ShareSave is an all-employee plan which grants eligible UK employees the opportunity to acquire shares in RELX PLC at a discounted price.

Resolution 20 seeks approval for the ESPP which will enable all eligible US employees the opportunity to acquire ADRs in RELX PLC at a discounted price.

The main features of the plans proposed under resolutions 17 to 20 are set out in the Appendix to this Notice and the plan rules will be available for inspection at the place of the AGM from at least 15 minutes prior to the Meeting until its conclusion, and on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> from the date of publication of this Notice.

#### **Resolution 21 – Authority to allot shares**

Resolution 21 seeks to renew the authority for the Directors to allot shares. 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 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 20 July 2024).

Paragraph (A) of resolution 21(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 £91,894,027. This amount represents one third of the Company's existing issued ordinary share capital (excluding treasury shares) as at 22 February 2023 (being the latest practicable date prior to publication of the Notice). Paragraph (B) of resolution 21(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 £183,788,054 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 two thirds of the Company's existing issued ordinary share capital (excluding treasury shares) as at 22 February 2023.

The proposals contained in resolution 21 are in accordance with 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 26,640,170 treasury shares as at 22 February 2023. This amount represented 1.4% of the Company's issued ordinary share capital (excluding treasury shares) as at that date.

#### **Resolutions 22 and 23 – 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 Company needs 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 22 and 23 ask shareholders to grant this limited waiver. The resolutions will be proposed as special resolutions.

Resolution 22 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 £13,784,103 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents 5% of the Company's issued ordinary share capital, excluding treasury shares, as at 22 February 2023 (the latest practicable date before the publication of the Notice).

The waiver sought in resolution 23 is in addition to the waiver proposed by resolution 22. It is limited to the allotment of shares for cash up to an aggregate nominal value of £13,784,103 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately a further 5% of the Company's issued ordinary share capital, excluding treasury shares, as at 22 February 2023 (the latest practicable date before the publication of the Notice). 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 specified capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles.

The disapplication authorities being sought are in line with the Pre-Emption Group's Statement of Principles published in 2015. The Board does not intend to allot shares for cash on a non-pre-emptive basis pursuant to the power in resolution 22:

- (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 22 and 23 will expire at the conclusion of the next annual general meeting of the Company (or, if earlier, the close of business on 20 July 2024).

The Board notes that, in November 2022, the Pre-Emption Group published a revised Statement of Principles providing for the issuance of a greater number of shares on a non-pre-emptive basis. At this time, the Board considers it appropriate to follow the previous Pre-Emption Principles and will keep this under review.

**Resolution 24 – Authority to purchase own shares**

Resolution 24 seeks to renew the authority for 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 193,584,144 (representing 10% of the issued share capital of the Company as at 22 February 2023) 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 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 22 February 2023, the Company had purchased 22,253,387 ordinary shares under the authority granted by shareholders at the 2022 annual general meeting.

On 16 February 2023, the Company announced its intention to deploy a total of £800 million to repurchase RELX PLC ordinary shares in 2023. Any purchases to be made after the expiry of the authority granted by shareholders at the Company's 2022 annual general meeting, will be made subject to shareholder approval of resolution 24. It is the Company's current intention that any shares repurchased under this authority will be held in treasury.

The total number of share options outstanding as at 22 February 2023 was 12,481,087. This figure represents 0.65% 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 24, the total number of share options outstanding as at 22 February 2023 would represent 0.73% of the adjusted issued share capital of the Company (excluding treasury shares). If approved, the authority contained in resolution 24 will expire at the conclusion of the next annual general meeting of the Company (or, if earlier, the close of business on 20 July 2024).

**Resolution 25 – 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 25 seeks such approval.

It is intended that the shorter notice period would not be used as a matter of routine, but only where the Directors believe that the business of a particular meeting merits a 14 clear days' notice period, and it is considered to be to the advantage of shareholders as a whole. If approved by shareholders, the authority contained in resolution 25 will apply until the conclusion of the next annual general meeting of the Company.

# Biographical information

## Board Committee membership key

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

### ERIK ENGSTROM 59

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.

**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.

**Nationality:** Swedish

**Experience/skills:** 13 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.

**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.

### NICK LUFF 55

Chief Financial Officer

**Appointed:** September 2014

**Other appointments:** Non-Executive Director and Audit Committee Chair 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. Began his career as an accountant with KPMG. Formerly a Non-Executive Director of QinetiQ Group plc and Lloyds Banking Group plc.

**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.

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

### PAUL WALKER 65

Chair

R N C

**Appointed:** March 2021

**Other appointments:** Chair of Ashtead Group plc.

**Past appointments:** Chair of Halma plc and Chief Executive Officer and Chief Financial Officer of Sage Group plc. Non-Executive Director of Experian plc, Diageo plc, Sophos Group plc and Mytravel Group plc.

**Nationality:** British

**Experience/skills:** Extensive and diverse leadership and operating experience, detailed understanding of corporate governance requirements for listed organisations having held the position of Chair, Senior Independent Director and Non-Executive Director across a number of listed companies, as well as Chief Executive Officer of a listed company for 17 years. Significant experience in positions of oversight across strategy, finance and corporate governance, as well as in the technology sector through his executive career at Sage Group plc.

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

### JUNE FELIX 66

Non-Executive Director; Independent

A C R

**Appointed:** October 2020

**Other appointments:** Chief Executive Officer of IG Group Holdings plc and Member of the Board of Advisors of the London Technology Club.

**Past appointments:** Served as a Non-Executive Director of IG Group Holdings plc from 2015 until the time of her appointment as Chief Executive Officer in October 2018. Previously she held various executive management positions at a number of large multi-national businesses in Hong Kong, London and New York, including Verifone, IBM, Citibank and Chase Manhattan. Earlier in her career, June was a strategy consultant with Booz Allen Hamilton.

**Nationality:** American

**Experience/skills:** Significant experience and expertise in the finance and digital technology sectors. Relevant strategic experience gained from current and previous roles. Understanding of leading, managing and implementing change and transformation.

**Education:** Graduated from the University of Pittsburgh with a degree in Chemical Engineering and Pre-Med.

**CHARLOTTE HOGG 52**

A C

Non-Executive Director; Independent

**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 NowTeach and a Director of Kettlethorpe Sport Horses Limited.**Past appointments:** Chief Operating Officer at the Bank of England. Before that 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, American and Irish**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.**Education:** Holds a BA in Economics and History from the University of Oxford. Kennedy Scholar at Harvard University. Holds an honorary doctorate from the University of Warwick.**MARIKE VAN LIER LELS 63**

N C

Non-Executive Director; Independent  
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:** Broad 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.**Education:** Holds an Engineer's Degree in Naval Architecture and Maritime Engineering from HTS Dordrecht and a Master's in Maritime Business Studies from Delft University of Technology.**ROBERT MACLEOD 58**

R N C

Non-Executive Director; Independent

**Appointed:** April 2016**Other appointments:** None.**Past appointments:**

Was previously Chief Executive of Johnson Matthey plc for eight years after serving five years as Group Finance Director. 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&amp;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.**Education:** Holds a Master's Degree in Chemical Engineering from Cambridge University and is a UK Chartered Accountant.**ANDREW SUKAWATY 67**

A C

Non-Executive Director; Independent

**Appointed:** April 2019**Other appointments:** Chair of Inmarsat. Director of Hg Capital LLP and Matrix 42. Founding Partner of Corten Capital.**Past appointments:** Was formerly the Senior Independent Director of Sky plc between 2013 and 2018. Previously was Chair of Ziggo NV, Xyratex Group Ltd and Telenet Group holdings NV, and deputy Chair of O2 plc. Also served as a Non-Executive Director of Telefonica Europe (following its acquisition of O2 plc) and Powerwave Technologies Inc, and additionally as Chief Executive of Inmarsat plc, SprintCorp and NTL Group Ltd.**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.**Education:** Holds a Bachelor of Business Administration from the University of Wisconsin and an MBA from the University of Minnesota.

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**SUZANNE WOOD 62**

Non-Executive Director; Independent  
Chair of the Audit Committee

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**Appointed:** September 2017

**Other appointments:** Non-Executive Director and Audit Committee Chair of Ferguson plc.

**Past appointments:** Served as Senior Vice President and Chief Financial Officer of Vulcan Materials Company from September 2018 until September 2022. 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, 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 more than 15 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.

**Education:** Qualified as a Certified Public Accountant with PriceWaterhouse LLP in the US. Graduated from Virginia Polytechnic Institute and State University with a Bachelor of Science degree (B.S.) in Accounting.

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**ALISTAIR COX 62**

Non-Executive Director; Independent  
(Proposed for election)

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**Other appointments:** Chief Executive of Hays plc.

**Past appointments:** Served as Chief Executive of Xansa plc from 2002 to 2007. Was previously the Group Strategy Director and Regional Director for Asia Pacific at Blue Circle Industries plc, prior to which he worked as a consultant for McKinsey and held various engineering, management and research science roles at Schlumberger Wireline Services and BAE Systems plc. Formerly a Non-Executive Director of Just Eat plc and 3i Group plc.

**Nationality:** British

**Experience/skills:** Has served as a FTSE Chief Executive for 20 years. Extensive public company experience in both executive and non-executive roles across a range of sectors. Significant and relevant strategic expertise and a deep understanding of international markets and the use of technology to enable and drive value for a business.

**Education:** Holds a BSc and Dipl.Eng in Aeronautical Engineering from the University of Salford and gained an MBA from Stanford University Graduate School of Business.

# Notes to the Notice of Meeting

## Registered shareholders and shareholders holding their shares through CREST

### Proxy appointment

1. Shareholders are entitled to appoint a proxy to exercise any or all of their rights to attend, speak and to vote at the AGM. 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 the Notice;
  - (ii) online at [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need your personal Voting ID, Task ID and Shareholder Reference Number shown on your Proxy Form. Alternatively, if you have already registered with the Company's Registrars' online portfolio service, you can submit your proxy instruction at [www.shareview.co.uk](http://www.shareview.co.uk); or
  - (iii) via the CREST electronic proxy appointment service, as described in paragraphs 9-12 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 9.30 am on Tuesday 18 April 2023 (or no later than two business days before the time appointed for any adjourned meeting).
3. The return of a completed Proxy Form, other such instrument or any CREST Proxy Instruction (as described in paragraphs 9-12 below) 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 the 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 and 3 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.

### Corporate representatives

6. Any corporate shareholder 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.

### Right to vote at the AGM

7. To be entitled to vote at the AGM (and for the purpose of the determination by the Company of the votes that may be cast), shareholders must be registered in the Registers of Members of the Company at 6.30 pm on 18 April 2023 (or if the 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 vote at the AGM.

### Total voting rights

8. As at 22 February 2023 (being the latest practicable date prior to the publication of the Notice) the Company's issued share capital (excluding treasury shares) consisted of 1,909,201,278 ordinary shares, carrying one vote each. Therefore, the total number of voting rights in the Company as at 22 February 2023 was 1,909,201,278.

### CREST members

9. 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.
10. 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 9.30 am on Tuesday, 18 April 2023 (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.
11. 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.

12. 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.

#### **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 8 March 2023, 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 and 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. Shareholders who are unable to attend the AGM and would like to ask a question relating to the business of the Meeting can do so by submitting their questions in advance of the Meeting to [Company.Secretariat@relx.com](mailto:Company.Secretariat@relx.com). Questions should be submitted no later than 12.00 pm (BST) on Wednesday 19 April 2023. Answers to pre-submitted questions will be published on the Company's website after the conclusion of the AGM.
17. 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 9.30 am and registration will be available from 8.45 am. Please arrive by 9.15 am to allow enough time for registration.
18. 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 chairman of the Meeting may specify. Mobile telephones must be switched off during the Meeting. The Company may implement additional health and safety measures on the day with which attendees will be asked to comply. In the event that the Company is required to change the arrangements for the AGM at short notice, the relevant information will be published on the Company's website ([www.relx.com](http://www.relx.com)) and published via a regulatory information service.

#### **Availability of documents and other information**

19. 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).
20. Copies of the following documents will be available for inspection at the place of the AGM from at least 15 minutes prior to the Meeting until its conclusion:
- Executive Directors' service contracts;
  - Non-Executive Directors' letters of appointment; and
  - copies of the share plan rules proposed under resolutions 17 to 20.
21. So that appropriate arrangements can be made for shareholders wanting to inspect documents, we request that shareholders contact the RELX Company Secretariat Department by email ([at Company.Secretariat@relx.com](mailto:Company.Secretariat@relx.com)) in advance of any visit to ensure that access can be arranged. Any such access will be subject to the Company's health and safety requirements, and any other measures imposed by the UK Government at the time.

- 22.** You may not use any electronic address provided either in the 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 AGM vote will be announced through a Regulatory Information Service and will appear on the Company's website ([www.relx.com](http://www.relx.com)) as soon as practicable 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 8.30am (CET) on 18 April 2023. 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.

# Appendix

## RELX PLC Long-Term Incentive Plan 2023 (2023 LTIP)

The 2023 LTIP will enable the grant of share-based awards, subject to performance conditions, to Executive Directors and other selected employees. Approval of the 2023 LTIP will enable discretionary awards to be granted for ten years.

### Eligibility

Employees and Executive Directors of RELX PLC and its subsidiaries are eligible to participate. The Remuneration Committee, or other Committee of the Board (the Committee) approves the grants of awards to eligible employees.

### Form of awards

Awards will be granted as a right to receive shares without payment. Awards may be granted over RELX PLC ordinary shares or American Depositary Shares (shares and ADRs respectively, collectively Shares). Awards are subject to continued employment and performance conditions.

### Individual limits

For Executive Directors, the individual limits are as stipulated by the applicable Directors' remuneration policy. For all other employees, the individual limit is the limit for Executive Directors, other than the CEO, as stipulated in the applicable Directors' remuneration policy.

### Performance conditions

Awards will be subject to performance conditions which must be satisfied before vesting. The conditions will be determined by the Committee at the date of grant and the performance period shall be three financial years unless the Committee determines otherwise. The performance conditions for the 2024 grant will be set out in the 2023 Directors' Remuneration Report.

### Holding period

The Committee may determine whether to impose a holding period, during which Shares acquired on vesting may not be sold or transferred.

### Dividend equivalents

The Committee will determine at the date of grant if the award includes a right to dividend equivalents. Participants will receive dividend equivalents on vested Shares to reflect ordinary dividends which would have been payable on those Shares during the performance period. Dividend equivalents will be paid shortly following the vesting date in cash or additional Shares. The Committee currently intends to award dividend equivalents under this plan.

### Leaving employment

A participant must generally remain employed by RELX for any award to vest. Approved leavers are employees who leave employment by reason of injury, disability or ill-health, redundancy, retirement with company consent, death, sale of the company or business in which the participant is employed, or any other reason which the Committee, in its absolute discretion, determines. An award held by an Approved leaver will normally continue and performance will be measured at the end of the relevant performance period. The award will vest over the resulting Shares subject to pro-rating for service.

The Committee has discretion to allow an award to vest as at the date of cessation of employment, subject to performance (assessed based on progress against targets at the date of cessation) and pro-rating for service. The Committee also has the discretion, if it considers it appropriate in the particular circumstances, to determine that an award will vest on some other basis.

## RELX PLC Executive Share Ownership Scheme 2023 (2023 ESOS)

The 2023 ESOS will enable options and share awards to be granted to selected employees for ten years.

### Eligibility

Employees of RELX PLC and its subsidiaries are eligible to participate. Executive Directors are not eligible to participate other than in exceptional circumstances and subject to the applicable remuneration policy (for example, on recruitment, to satisfy buy-out of awards forfeited from a previous employer). The Committee approves the grants of awards to eligible employees.

### Form of awards

Participants may be granted options (at market value or nil cost) over RELX PLC ordinary shares or ADRs. Awards may also be granted as a right to receive Shares without payment. The normal vesting period will be three years unless the Committee determines otherwise.

### Individual limits

The maximum face value of options which may be granted in any year is up to 200% of base salary at the date of grant. There are no limits on Share awards.

### Performance conditions, holding periods and dividend equivalents

An award may be granted subject to performance conditions. A holding period may also be imposed. Awards may carry a right to dividend equivalents (on a basis determined by the Committee) which could be paid in cash or additional Shares. The Committee does not currently intend to award dividend equivalents under this plan.

### Leaving employment

A participant must generally remain employed by RELX for any award to vest or option to be exercised. Approved leavers are employees who leave employment for reason of injury, disability or ill-health, redundancy, retirement with company consent, death, sale of the company or business in which the participant is employed, or any other reason which the Committee, in its absolute discretion, determines.

For awards not subject to performance conditions, an approved leaver's awards will vest at the date of cessation of employment, subject to pro-rating for service. An approved leaver may exercise options in the period of two years following cessation of employment. The Committee also has the discretion, if it considers it appropriate in the circumstances, to determine that an award will vest on some other basis.

## **Features common to the 2023 LTIP and 2023 ESOS (the Plans)**

### **Timing of awards**

Awards will normally only be granted within 42 days of the announcement of the Company's interim or final results. Grants may also be made following the Annual General Meeting at which the Plans are approved by shareholders, or in circumstances which the Committee considers justify the grant of awards outside these timeframes (for example, in case of a senior executive joining RELX).

### **Conditions of grant or vesting**

The Committee may make the grant or vesting subject to any other conditions it determines appropriate including, but not limited to, requiring a participant to agree to comply with certain post-employment restrictive covenants, to meet shareholding requirements, to agree to post-vesting sale restrictions or to sign a separation agreement in a form acceptable to the Company.

### **Performance conditions**

There will be no retesting of any performance conditions. The Committee may vary the performance conditions applying to existing awards if an event occurs or there are circumstances which mean that the conditions are no longer a fair measure of performance provided that, in the reasonable opinion of the Committee, the new conditions are not materially less or more challenging than the original conditions would have been but for the event or circumstances in question.

In determining the level of vesting, the Committee will take into account overall business performance over the relevant period and may also take into account such other factors or matters as it considers appropriate. The Committee will have discretion to adjust the vesting levels of awards if it believes such an adjustment would result in a fairer outcome. In exercising any such discretion, the Committee will have due regard to the value created for shareholders and the underlying business performance. The Committee will explain in the Directors' Remuneration Report the extent to which the discretion has been exercised and the reasons for doing so.

### **Malus and clawback**

Malus (forfeiture or downward adjustment of an unvested award) and clawback (recovery of all or some of a vested award) apply for five years from the start of each relevant period. These may apply in circumstances including a breach of restrictive covenants, a material misstatement of results or erroneous calculation in incentive pay-out, misconduct, fraud or conduct which results in significant reputational damage, material adverse effect on the financial position of the Company or corporate failure.

The Company may adopt such other clawback or forfeiture policy from time to time as necessary pursuant to the listing standards of any securities exchange on which the Company's securities are listed or as is otherwise required by the Dodd-Frank Wall Street Reform and Consumer Protection Act or other applicable law.

### **Change of control**

On a change of control of RELX PLC, awards will vest. The vesting of awards will normally be subject to time pro-rating and performance conditions will continue to apply where applicable. Performance will be assessed based on progress made against targets as at the date of the change of control. Alternatively, the Committee may determine that awards will not vest and that they will instead be exchanged for equivalent awards over shares in the new holding company or companies as applicable. Where the purpose or effect of a change of control is to create a new holding company or companies, such that RELX PLC has substantially the same ultimate shareholders, awards will not vest but will be exchanged for equivalent awards over shares in the new holding company or companies as applicable.

### **Variation of Share Capital**

In the event of any variation of the share capital or reserves of RELX PLC, including but not limited to, any capitalisation, rights issue, any consolidation, sub-division or reduction of their share capital, the number of Shares comprised in awards, and the option exercise price (where applicable), will be adjusted by the Committee to reflect the variation.

### **Source of Shares**

Awards may be satisfied with new issue Shares, a transfer of treasury Shares or Shares purchased in the market.

### **Limits on the issue of Shares**

In any ten-year period, the Company may not grant awards under the 2023 LTIP or 2023 ESOS or any other discretionary share plan or all-employee share plan adopted by RELX PLC if such grant would cause the number of Shares issued or issuable under the plans to exceed 10% of RELX PLC's issued ordinary share capital at the date of grant.

In addition, in any ten-year period, the Company may not grant awards under the Plans or any other discretionary share plan adopted by RELX PLC if such grant would cause the number of Shares issued or issuable under the Plans to exceed 5% of RELX PLC's issued ordinary share capital at the date of grant.

The Plans allow for awards to be satisfied by transferring Shares from treasury which have been set aside for use in the Plans. Any such satisfaction of share awards with treasury Shares will be treated as an issue of Shares for the purposes of the above limits for so long as institutional shareholder guidelines recommend this. If awards are satisfied by a transfer of existing Shares, the percentage limits stated above will not apply.

### **Rights attaching to Shares**

A participant will not have any voting or dividend rights before the vesting of a share award or exercise of an option. All Shares allotted under the Plans will carry the same rights as any other Shares in RELX PLC.

Benefits received under the Plans are not pensionable and may not be assigned or transferred without the consent of the Committee, except on a participant's death. Where an award over Shares is not appropriate for legal, regulatory or tax reasons, a cash-based equivalent award may be granted. In certain circumstances, awards granted over Shares may be satisfied in cash.

### **Amendments**

The Committee may make appropriate amendments to the Plans and/or establish additional schedules to the Plans for the purpose of granting awards to employees which modify such terms of the Plans as may be necessary or desirable to take account of applicable local tax, exchange control or securities laws.

The Committee will have authority to amend the rules of the Plans, provided that no amendment to the advantage of participants or eligible employees may be made to provisions relating to the key features of the Plans without the prior approval of shareholders in general meeting unless the amendment is minor and made to benefit the administration of the Plans, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment either for participants or RELX.

Key features are: who can be a participant, the individual and plan limits on the number of Shares which can be awarded under the Plans, the basis for determining a participant's entitlement to Shares and the terms on which they can be acquired, and the provisions relating to adjustments in the event of a variation in the capital of RELX PLC.

### **Duration of the Plans**

The Plans will terminate on the tenth anniversary of their approval by shareholders, and no further awards may be granted after that date. The rights of existing participants under the Plans will not be affected.

**RELX PLC ShareSave Plan 2023 (2023 ShareSave)**

The 2023 ShareSave is a savings-related share option plan which meets the conditions of Schedule 3 of the Income Tax (Earnings and Pensions) Act 2003 (ITEPA) to allow share options to be granted on a tax-favoured basis.

**Eligibility**

All UK-resident employees who have been in employment for one year at the date of grant are eligible to participate. Other employees may be invited to participate.

**Grant of options**

Invitations to apply for options may normally only be issued within 42 days of the announcement of the Company's interim or final results or when the Board of Directors of RELX PLC (the Board) determines that exceptional circumstances justify a grant outside that period.

Eligible employees may be granted an option to acquire ordinary shares in the Company at a fixed price which may be set at a discount (of up to 20%) to the market value of the shares at the time of the offer. Employees save each month into a savings account, the proceeds of which they may use to exercise the option. A tax-free bonus may be payable on the savings on completion of the relevant savings contract. At the end of the savings period, the employee may either exercise the option within six months or have the savings repaid.

2023 ShareSave participants can save between £10 and £500 a month (or such limit as may be specified in ITEPA) under an approved savings contract. The Board may scale down the amount of the monthly contributions if applications exceed the number of shares available for the grant of options. Options are not transferable and may only be exercised by the persons to whom they were granted or their personal representatives. Benefits under the 2023 ShareSave are not pensionable.

**Plan limits**

In any ten-year period, RELX PLC may not grant options under the 2023 ShareSave or any other share plans adopted by RELX PLC or any other company under the RELX PLC's control if such grant would cause the number of Shares issued under the plans to exceed 10% of RELX PLC's issued ordinary share capital at the proposed date of grant.

The satisfaction of options with treasury shares will be treated as an issue of shares for the purposes of the 10% limit for so long as institutional shareholder guidelines recommend this. The 10% limit will not apply to options satisfied by a transfer of existing Shares.

**Exercise of options**

Options may normally only be exercised during the six month period following the maturity date of the related savings contract and, if not exercised by the end of that period, will lapse. This may be after the third or fifth anniversary of the start date of the related savings contract.

**Source of shares**

Options may be satisfied with new issue shares, a transfer of treasury shares or shares purchased in the market.

**Rights attaching to shares**

Any shares allotted when an option is exercised will rank equally with shares already in issue (except for rights arising by reference to a record date prior to their allotment). At any time when the shares are admitted to listing on a recognised stock exchange, application will be made for any newly issued shares to be admitted to such listing and admitted to trading on the relevant exchange.

**Leavers**

If a participant leaves employment within three years of the date of grant, their options will normally lapse. However, early exercise of options is permitted, in respect of the number of shares that may be acquired using the proceeds of the partially completed savings contract, where a participant leaves employment in circumstances of death, injury, disability, redundancy (within the meaning of the UK Employment Rights Act 1996), retirement or following a sale of the employing company or transfer of the employing business out of the Group.

**Corporate events**

An exercise of options is allowed in the event of a change of control, (general offer or scheme of arrangement) or voluntary winding-up of the Company. Options can be exercised using the savings plus interest or bonus in the related savings account up to the date of exercise.

Alternatively, in the event of a takeover or scheme of arrangement, options may, with the agreement of the acquiring company, be exchanged for options over shares in the acquiring company or a company associated with the acquiring company.

**Adjustment of options**

In the event of a reorganisation or reduction of RELX PLC's share capital, the number of shares under option and/or the exercise price may be adjusted.

**Duration of the 2023 ShareSave**

The 2023 ShareSave will terminate on, and no further options may be granted after, the tenth anniversary of its approval by shareholders. The rights of existing participants will not be affected.

**Amendments**

The Board may amend the 2023 ShareSave. However, the provisions governing eligibility requirements, dilution, share utilisation, terms of savings contracts and options, exercise of options on changes of control and the adjustments that may be made following a reorganisation or reduction of RELX PLC's share capital cannot be altered to the advantage of eligible employees or participants without the prior approval of shareholders in general meeting. The exceptions to this are minor amendments to benefit the administration of the 2023 ShareSave, to take account of a change in legislation or to obtain or maintain favourable tax treatment, for participants in the 2023 ShareSave or for any member of the Group. No amendment shall operate to materially prejudice any rights already acquired by a participant under the 2023 ShareSave.

## **RELX PLC Employee Share Purchase Plan 2023 (ESPP)**

The ESPP is an all-employee plan which allows options to be granted to US employees over ADRs on a tax-favoured basis. ADRs represent fully paid-up ordinary shares in the capital of RELX PLC. The ESPP is designed to comply with section 423 (b) of the US Internal Revenue Code of 1986.

### **Eligibility**

Employees of US subsidiaries of RELX PLC will be eligible to participate. Participation may exclude certain employees, within the limits of the IRS Code, based on their period of continuous employment, weekly or annual hours or if they are highly compensated.

### **Contributions**

Employees who choose to enroll in the ESPP agree to deductions from their pay of a minimum of \$30 per month, up to a maximum limit. The Company intends to apply a limit of \$6,000 per year for the initial option grant. The upper limit in the ESPP rules is the IRS Code limit, currently \$25,000 per year.

### **Grant of options**

Grant of ESPP options may only normally be offered within 42 days of the announcement of the Company's results for any period or when the Board determines that there are circumstances which justify a grant outside those periods. Eligible employees may be granted an option to acquire ADRs at a fixed price which may be set at a discount (of up to 15%) to the market value of the ADRs at the date of grant or exercise.

The Board may scale down the amount of the contributions if applications exceed the number of ADRs available for the grant of options. Options are not transferable and may only be exercised by the persons to whom they were granted or their personal representatives. Benefits under the ESPP are not pensionable.

### **Plan limits**

The limits on new shares (or ADRs) which may be issued under the ShareSave 2023 also apply to the ESPP. In addition, the maximum number of ADRs that may be issued or transferred on the exercise of options is 35,000,000. If options are terminated but not exercised (e.g. because an employee leaves) then the number of ADRs allocated to that option may be reallocated to the limit.

### **Exercise of options**

At the end of the savings period, the options will be exercised unless the employee chooses to withdraw. If the employee withdraws from the ESPP, they will receive a repayment of their contributions and their options will lapse. If the Board considers that the exercise price per ADR will be more than the market value of an ADR on the date of exercise, the Board may cancel options and return contributions to employees.

### **Source of shares**

Options may be satisfied with ADRs representing new issue shares, a transfer of treasury shares or shares purchased in the market.

### **Rights attaching to ADRs**

Any ADRs allotted when an option is exercised will rank equally with ADRs already in issue (except for rights arising by reference to a record date prior to their allotment). At any time when the ADRs are admitted to listing on a recognised stock exchange, application will be made for any newly issued ADRs to be admitted to such listing and admitted to trading on the relevant exchange.

### **Leavers**

If a participant leaves employment, they will be treated as withdrawing from the ESPP. Their outstanding options will lapse, and their contributions will be returned as soon as practicable.

### **Corporate events**

On a change of control, general offer or scheme of arrangement of RELX PLC, options will be exercised automatically if the share price is more than the exercise price. Options will be exercised using the contributions up to the date of exercise. If they are not exercised, then contributions will be repaid to employees. Alternatively, in the event of a takeover or scheme of arrangement, options may, with the agreement of the acquiring company, be exchanged for options over shares in the acquiring company or a company associated with the acquiring company.

### **Adjustment of options**

In the event of a reorganisation or reduction of RELX PLC's share capital, the number of ADRs under option and/or the exercise price may be adjusted. Any such adjustment shall be made in accordance with the IRS code section 424 (a) and (h)(3).

### **Duration of the ESPP**

No further options may be granted after the tenth anniversary of the approval of the ESPP by shareholders. The rights of existing participants will not be affected.

### **Amendments**

The Board may amend the ESPP. However, the provisions governing dilution or share utilisation cannot be altered to the advantage of eligible employees or participants without the prior approval of shareholders in general meeting. The exceptions to this are minor amendments to benefit the administration of the ESPP, to take account of a change in legislation or to obtain or maintain favourable tax treatment, for participants in the ESPP or for any member of the Group. No amendment shall operate to materially prejudice any rights already acquired by a participant under the ESPP.



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