

# Notice of 2025 Annual General Meeting

To be held at Lexis House, 30 Farringdon Street, London EC4A 4HH on Thursday, 24 April 2025 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 please give this document and the accompanying documents to the stockbroker, or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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# Letter from the Chair

# To the holders of RELX PLC ordinary shares

### Dear Shareholder,

The 2025 Annual General Meeting (AGM or Meeting) of RELX PLC (the Company), will be held at  $9.30\,\mathrm{am}$  on Thursday,  $24\,\mathrm{April}$  2025 at Lexis House,  $30\,\mathrm{Farringdon}$  Street, London EC4A 4HH. The Notice of AGM (Notice) on pages  $3\,\mathrm{and}$  4 sets out the business to be considered at the Meeting, an explanation of which can be found on pages  $5\,\mathrm{and}$  6.

#### Dividend

Your Board has recommended a final dividend for 2024 of 44.8p per ordinary share. Subject to shareholder approval at the AGM, the dividend will be paid on 19 June 2025 to shareholders appearing on the register at the close of business on 9 May 2025. The Euro equivalent of the final dividend for 2024 will be announced on 3 June 2025.

Shareholders appearing on the Register of Members or holding their shares through CREST 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) receive their dividends in Euros but have the option to elect to receive their dividends in Pounds Sterling. The Company will operate Dividend Reinvestment Plans for the 2024 final dividend. Further information is available on page 246 of the 2024 Annual Report and on our website www.relx.com

### Election and re-election of Directors

Robert MacLeod, Chair of the Remuneration Committee and a Non-Executive Director, having served on the Board since 2016, will not be seeking re-election to the Board at this year's AGM. On behalf of the Board, I would like to thank Mr MacLeod for his valued contributions to the Board and he leaves the Company with our very best wishes for the future.

On 13 February 2025, we announced that Andy Halford will join the Board as a Non-Executive Director, with effect from the conclusion of the AGM, subject to his election by shareholders. Mr Halford is currently Chief Financial Officer of Aareal Bank AG, a leading international specialist property bank, having previously served as Chief Financial Officer of Standard Chartered plc and Chief Financial Officer of Vodafone Group plc. He is a highly accomplished senior executive with a strong financial background and reputation for delivering shareholder value in major, complex, international organisations and we look forward to welcoming him to the Board. Mr Halford's biographical details are set out on page 9 of this Notice.

Each of the current Directors will retire from the Board at the AGM and, with the exception of Mr MacLeod, offer themselves for re-election. The skills and experience that each Director seeking election and re-election brings to the Board, together with their continued contributions to the Company's long-term success, are set out on pages 7 to 9.

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

#### Voting procedures

If you would like to vote on the resolutions in the Notice and will not attend the AGM, please refer to the information concerning the appointment of a proxy on page 10. 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 of the poll 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 19 February 2025

# **Notice of Annual General Meeting**

To be held on Thursday, 24 April 2025 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, 24 April 2025, commencing at 9.30 am, for the purpose of considering and, if thought fit, passing the resolutions set out below.

# Resolutions 1 to 16 (inclusive) will be proposed as ordinary resolutions and resolutions 17 to 20 (inclusive) will be proposed as special resolutions.

- To receive the Company's financial statements for the year ended 31 December 2024, together with the reports of the Directors and the auditor thereon (together the 2024 Annual Report).
- 2. To approve the Directors' Remuneration Report as set out on pages 102 to 122 (inclusive) of the 2024 Annual Report (excluding the Remuneration Policy Report on pages 116 to 122 (inclusive)) (the Remuneration Report).
- **3.** To declare a final dividend for the year ended 31 December 2024 of 44.8p per share on the Company's ordinary shares.
- 4. To re-appoint Ernst & Young LLP as auditor of the Company until the next general meeting of the Company at which accounts are laid.
- **5.** To authorise the Audit Committee of the Board to determine the remuneration of the Company's auditor.
- **6.** To elect Andy Halford as a Director of the Company.
- 7. To re-elect Paul Walker as a Director of the Company.
- 8. To re-elect Erik Engstrom as a Director of the Company.
- 9. To re-elect Nick Luff as a Director of the Company.
- 10. To re-elect Alistair Cox as a Director of the Company.
- 11. To re-elect June Felix as a Director of the Company.
- 12. To re-elect Charlotte Hogg as a Director of the Company.
- 13. To re-elect Andrew Sukawaty as a Director of the Company.
- **14.** To re-elect Bianca Tetteroo as a Director of the Company.
- 15. To re-elect Suzanne Wood as a Director of the Company.

#### 16. 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 £89.3 million; and
    - (B) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £178.7 million; (including within such limit the nominal value of any shares allotted or in respect of which rights are granted under paragraph (A) above) in connection with an offer:
      - (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 24 July 2026); 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 2024 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.

- 17. That, subject to the passing of resolution 16 in the Notice 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 16 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 24 July 2026), 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;
  - (b) shall be limited to the allotment of equity securities in connection with an offer of equity securities to:
    - the ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
    - (ii) 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 16(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 £13.4 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 16 in this Notice' were omitted.

- 18. That, subject to the passing of resolution 16 in the Notice of AGM, and in addition to any power given to them pursuant to resolution 17 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 16 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 24 July 2026), 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 16(a) (i)(A) shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £13.4 million, 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 published by the Pre-emption Group in 2015.

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 16 in this Notice' were omitted.

- 19. 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>51</sup>/116p 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 24 July 2026) 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 188.1 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 on the trading venue where the purchase is carried out.
- 20. 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 2025 RELX PLC

 $Registered\,Office; 1\hbox{--}3\,Strand, London\,WC2N\,5JR$ 

# **Explanation of business**

To be proposed at the 2025 Annual General Meeting (AGM)

#### Resolution 1 - 2024 Annual Report

The Directors must present the accounts, together with the reports of the Directors and the Company's auditor for the year ended 31 December 2024, to shareholders at the AGM. These are contained within the 2024 Annual Report, printed copies of which have been sent to shareholders who have elected to receive it. The 2024 Annual Report is available online at **www.relx.com**.

#### Resolution 2 - Directors' Remuneration Report

The Directors' Remuneration Report is set out on pages 102 to 122 (inclusive) (excluding the Directors' Remuneration Policy Report set out on pages 116 to 122 (inclusive)) in the 2024 Annual Report. The Directors' Remuneration Report details the Directors' remuneration for the year ended 31 December 2024, and sets out how the Company's current policy on Directors' remuneration has been applied during the year and will be implemented in 2025. The Company's auditor, Ernst & Young LLP, have audited those parts of the Directors' Remuneration Report which are required to be audited.

In compliance with applicable legislation, shareholders will be invited to approve the Directors' Remuneration Report. The vote on the Directors' Remuneration Report is advisory in nature.

#### Resolution 3 - Declaration of 2024 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 44.8p per ordinary share. If approved, the final dividend will be paid on 19 June 2025 to shareholders recorded in the Company's Register of Members at the close of business on 9 May 2025.

# Resolutions 4 and 5 – 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 4 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 5 seeks authority for the Audit Committee, on behalf of the Board, to determine the auditor's remuneration

### Resolutions 6 to 15 - Election and Re-election of Directors

Resolutions 6 to 15 relate to those Directors who are seeking election or re-election at the AGM in accordance with the Company's Articles of Association and the relevant provisions of the UK Corporate Governance Code (the Code). Biographies setting out the skills and experience of each of the Directors seeking election and re-election can be found on pages 7 to 9 of this Notice.

Based on the results of an internally facilitated Board evaluation carried out during 2024, 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 or re-election is independent in character and judgement and there are no relationships or

circumstances likely to affect their independence or judgement. The Chair was considered to be independent on appointment as required by the Code. Accordingly, the Board recommends shareholders to vote in favour of each Director seeking election or re-election by resolutions 6 to 15.

#### Resolution 16 - Authority to allot shares

Resolution 16 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 24 July 2026).

Paragraph (A) of resolution 16(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 £89.3 million. This amount represents one-third of the Company's existing issued ordinary share capital (excluding treasury shares) as at 13 February 2025 (being the latest practicable date prior to publication of the Notice). Paragraph (B) of resolution 16(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 £178.7 million in connection with a pre-emptive offer to existing shareholders (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the offer cannot be made due to legal and practical reasons). This amount represents two-thirds of the Company's existing issued ordinary share capital (excluding treasury shares) as at 13 February 2025.

The proposals contained in resolution 16 are in accordance with the latest 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 23,693,069 shares in treasury as at 13 February 2025. This amount represented 1.28% of the Company's issued ordinary share capital (excluding treasury shares) as at that date.

### Resolutions 17 and 18 - 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 17 and 18 ask shareholders to grant this waiver. The resolutions will be proposed as special resolutions.

Resolution 17 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 £13.4 million (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 13 February 2025 (the latest practicable date before the publication of the Notice).

The waiver sought in resolution 18 is in addition to the waiver proposed by resolution 17. It is limited to the allotment of shares for cash up to an aggregate nominal value of £13.4 million (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents a further 5% of the Company's issued ordinary share capital, excluding treasury shares, as at 13 February 2025 (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 2015 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 17:

- (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 17 and 18 will expire at the conclusion of the next annual general meeting of the Company (or, if earlier, the close of business on 24 July 2026).

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 19 - Authority to purchase own shares

Resolution 19 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 188.1 million (representing 10% of the issued share capital of the Company as at 13 February 2025) and sets minimum and maximum prices. Any purchases of ordinary shares would be by means of market purchases in accordance with applicable law and regulations. 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. The authority conferred under this resolution will be used only in circumstances where the Directors, after careful consideration, believe that such a purchase would be in the best interests of the Company and of shareholders generally.

As at 13 February 2025, the Company had purchased 21.0 million ordinary shares under the authority granted by shareholders at the 2024 annual general meeting.

On 13 February 2025, the Company announced its intention to deploy a total of £1.5 billion to repurchase RELX PLC ordinary shares in 2025. Any purchases to be made after the expiry of the authority granted by shareholders at the Company's 2024 annual general meeting, will be made subject to shareholder approval of resolution 19. 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 13 February 2025 was 9,583,286. This figure represents 0.52 % 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 19, the total number of share options outstanding as at 13 February 2025 would represent 0.57% of the adjusted issued share capital of the Company (excluding treasury shares). If approved, the authority contained in resolution 19 will expire at the conclusion of the next annual general meeting of the Company (or, if earlier, the close of business on 24 July 2026).

### Resolution 20 - 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 20 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 20 will apply until the conclusion of the next annual general meeting of the Company.

# Biographical information

#### **Board Committee membership key**

- Audit Committee
- Remuneration Committee
- Nominations Committee
- Corporate Governance Committee
- Committee Chair

#### **PAUL WALKER** 67

Chair



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 operational 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.

#### ERIK ENGSTROM 61

Chief Executive Officer

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

Other appointments: None.

**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. Formerly a Non-Executive Director of Smith & Nephew plc.

Nationality: Swedish

**Experience/skills:** 15 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** 57

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.

#### **ALISTAIR COX** 63

Non-Executive Director; Independent

Appointed: April 2023

Other appointments: None.

Past appointments: Chief Executive of Hays plc from 2007 to 2023 and 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:** 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.



#### **JUNE FELIX** 68

ACR

Non-Executive Director; Independent

Appointed: October 2020

Other appointments: Non-Executive Director of Iron Mountain Incorporated and Hiscox Ltd. Member of the Advisory Board 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, a position she held from October 2018 until September 2023. Previously held various executive management positions at a number of large multinational 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** 54



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 and a trustee of Philharmonia Orchestra.

**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, 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.

#### **ANDREW SUKAWATY** 69



Non-Executive Director; Independent

Appointed: April 2019

**Other appointments:** Director of Hg Capital LLP, Viasat and Cobuilder. Founding Partner of Corten Capital.

Past appointments: Was formerly the Chair of Inmarsat between 2003 and 2023 until its acquisition by Viasat in May 2023, and was 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 02 plc. Also served as a Non-Executive Director of Telefonica Europe (following its acquisition of 02 plc) and Powerwave Technologies Inc, and additionally as Chief Executive of Inmarsat plc, Sprint Inc. 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.

#### **BIANCA TETTEROO** 55



Non-Executive Director; Independent Workforce Engagement Director

Appointed: July 2024

Other appointments: Chief Executive Officer and Chair of the Executive Board of Achmea BV.

Past appointments: Served with Achmea BV for 12 years in a variety of senior executive and financial roles prior to taking up the role of Chief Executive Officer in 2021. Previously spent 13 years with the Fortis Group, working across multiple business lines including banking, insurance and investments. Qualified as a Chartered Accountant at Fortis, prior to which she worked at international accountancy firm, Mazars.

Nationality: Dutch

**Experience/skills:** Has considerable and relevant international experience and strategic expertise together with a clear appreciation of the importance of aligning business success and stakeholder interests.

**Education:** Holds a BSC in Information Management & Accountancy from Nyenrode University.

### **SUZANNE WOOD** 64



Non-Executive Director; Independent Senior Independent Director

Appointed: September 2017

**Other appointments:** Non-Executive Director and Audit Committee Chair of Ferguson plc and Non-Executive Director of H&E Equipment Services, Inc.

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 Price Waterhouse in the US. Graduated from Virginia Polytechnic Institute and State University with a Bachelor of Science degree (B.S.) in Accounting.

#### **ANDY HALFORD, 65**

Non-Executive Director; Independent (Proposed for election)

Other appointments: Chief Financial Officer of Aareal Bank AG and Non-Executive Director of UK Government Investments Ltd. Past appointments: Served as Chief Financial Officer of Standard Chartered plc from 2014 to 2024, Chief Financial Officer of Vodafone Group plc from 2005 to 2014, and Chief Financial Officer of Verizon Wireless from 2002 to 2005. Previously held senior executive and financial roles at Vodafone and East Midlands Electricity plc. Served as a Non-Executive Director and Audit Committee Chair of Marks and Spencer Group plc from 2013 to 2022 and was appointed as Senior Independent Director of that board in 2018. Chaired The 100 Group of Finance Directors from 2011 to 2012.

Nationality: British

**Experience/skills:** Experienced senior executive with a strong financial background and a reputation for delivering shareholder value in major, complex, international organisations. Significant experience and expertise in managing and implementing transformational change in organisations.

**Education:** Qualified as a chartered accountant at Price Waterhouse. He holds a Batchelor of Arts degree in Industrial Economics from Nottingham University.

# 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.shareview.co.uk** and either register, or, if already registered, log in to your portfolio;
  - (iii) via the CREST electronic proxy appointment service, as described in paragraphs 9 to 12 below; or
  - (iv) via the Proximity platform as described in paragraph 13 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, 22 April 2025 (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 or Proximity Proxy Instruction (as described in paragraphs 9 to 13 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;
  - 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 Tuesday, 22 April 2025 (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 13 February 2025 (being the latest practicable date prior to the publication of the Notice) the Company's issued share capital (excluding treasury shares) consisted of 1,857,356,939 ordinary shares, carrying one vote each. Therefore, the total number of voting rights in the Company as at 13 February 2025 was 1,857,356,939.

### **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). 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, 22 April 2025 (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/her 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,  ${\sf CREST\,members\,and,where\,applicable,their\,CREST}$ 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.
- 13. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 9.30 am on Tuesday, 22 April 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

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

- **14.** 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

- **15.** 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 Wednesday, 12 March 2025, 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

- 16. 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:
  - 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.
- 17. 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. Questions should be submitted no later than 12.00 pm (BST) on Wednesday, 23 April 2025.
- **18.** 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.

19. 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. 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 and published via a regulatory information service.

#### 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**.
- 21. 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; and
  - Non-Executive Directors' letters of appointment.
- 22. So that appropriate arrangements can be made for shareholders wanting to inspect documents, we ask that shareholders contact the RELX Company Secretariat Department by email at 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.
- 23. 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

24. 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 as soon as practicable following the conclusion of the AGM.

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

- 25. 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;
  - (ii) appoint a proxy to attend, speak and vote on their behalf; or
  - (ii) 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 and following the instructions. In all cases the validity of the instruction will be conditional upon ownership of the shares at no later than 8.30 am (CET) on Tuesday, 22 April 2025. 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.



RELX PLC Head Office and Registered Office 1-3 Strand London WC2N 5JR United Kingdom