

NOTICE OF RELX PLC COURT MEETING

IN THE HIGH COURT OF JUSTICE

Claim No. CR-2018-002288

BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES

COMPANIES COURT(ChD)

INSOLVENCY AND COMPANIES JUDGE BARBER

**IN THE MATTER OF
RELX PLC
and
IN THE MATTER OF
THE COMPANIES (CROSS-BORDER MERGERS) REGULATIONS 2007**

NOTICE IS HEREBY GIVEN that, by an order dated 10 April 2018 made in the above matters, the High Court of Justice, Business and Property Courts of England and Wales (the *Court*) has given permission for a meeting of the holders of RELX PLC Shares (as defined in the Common Draft Terms of Merger of the cross-border merger referred to below) (the *Court Meeting*) to be convened for the purpose of considering and, if thought fit, approving a cross-border merger pursuant to the Companies (Cross-Border Mergers) Regulations 2007 (the *UK Cross-Border Mergers Regulations*) (the *Merger*) proposed to be made between RELX PLC (the *Company*) and RELX N.V. and that such meeting will be held at 9.30 a.m. (BST) on 27 June 2018 at Haymarket Hotel, 1 Suffolk Place, London SW1Y 4HX at which place and time all holders of RELX PLC are requested to attend.

A copy of the Common Draft Terms of Merger, the RELX PLC directors' report, the RELX N.V. directors' report, the RELX PLC independent expert's report and the RELX N.V. independent expert's report drawn up pursuant the UK Cross-Border Mergers Regulations and Part 7 of Book 2 of the Dutch Civil Code are incorporated in the document of which this notice forms part.

Holders of RELX PLC Shares may vote in person at the said meeting or they may appoint another person, whether a member of the Company or not, as their proxy to attend, speak and vote in their stead. A blue Proxy Form (the *Blue Proxy Form*) for use at the Court Meeting is enclosed with this notice.

Holders of RELX PLC Shares are entitled to appoint a proxy in respect of some or all of their shares. A holder of RELX PLC Shares is also entitled to appoint more than one proxy in relation to the Court Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such holder. A space has been included in the Blue Proxy Form to allow holders of RELX PLC Shares to specify the number of shares in respect of which that proxy is appointed. Holders of RELX PLC Shares who return the Blue Proxy Form duly executed but leave this space blank shall be deemed to have appointed the proxy in respect of all of their shares.

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. 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) not less than 48 hours (excluding non-working days) before the time of the Court 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. 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, 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. 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.

Completion and return of the Blue Proxy Form, or the appointment of proxies through CREST, will not prevent a holder of RELX PLC Shares who is otherwise entitled to attend, speak and vote at the meeting from attending, speaking and voting in person at the meeting, or at any adjournment thereof.

To be valid, the Blue Proxy Form should be completed in accordance with the instructions on it and be: (i) signed (together with any power of attorney or other authority under which it is signed, or a duly certificated copy of such power of attorney or other authority) and lodged with the Company's Registrar at Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA, West Sussex; (ii) lodged using the CREST voting service; or (iii) lodged online at www.relx.com/vote (you will need your personal Voting ID, Task ID and Shareholder Reference Number shown on your Blue Proxy Form), in any case by no later than 9.30 a.m. (BST) on 25 June 2018, or in the case of an adjourned meeting, not less than 48 hours (excluding non-working days) before the time appointed for the said meeting, but if the Blue Proxy Form is not so lodged or submitted they may be handed to Equiniti Registrars or the chairman of the Court Meeting at the start of the Court Meeting.

In the case of joint holders, the vote of the senior shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the share.

The Court has specified that only those shareholders registered in the register of members of RELX PLC as at 6.00 p.m. (BST) on 25 June 2018 or, in the event that the Court Meeting is adjourned, at 6.00 p.m. (BST) on the date that is two working days before such adjourned meeting, shall be entitled to attend or vote in respect of the number of shares registered in their name at that specified time. Changes to the entries on the register of members of the Company after that specified time will be disregarded in determining the right of any person to attend and vote at the Court Meeting, including the number of votes which may be cast thereat.

As an alternative to appointing a proxy, any holder of RELX PLC Shares which is a corporation may vote by a corporate representative appointed pursuant to the Companies Act 2006.

Voting at the Court Meeting will be conducted by poll, which shall be conducted as the chairman of the Court Meeting may determine.

By the said order, the Court has appointed Sir Anthony Habgood, the chairman of the Company or, failing him, any director of the Company or, failing that, the company secretary of the Company to act as chairman of the Court Meeting and has directed the chairman of the Court Meeting to report the result of the Court Meeting to the Court.

The Merger is conditional on, amongst other things: (i) the certification by the Court that the Company has properly completed the pre-merger acts and formalities for the cross-border merger; and (ii) following such certification, the final approval of the Merger by the Court.

Dated 9 May 2018

Freshfields Bruckhaus Deringer LLP
65 Fleet Street
London EC4Y 1HS
Solicitors for the Company

Nominated Persons

The statements of the rights of holders of RELX PLC Shares in relation to the appointment of proxies above do not apply to a person nominated under section 146 of the 2006 Act to enjoy information rights (a *Nominated Person*). Such rights can only be exercised by shareholders of the Company. Any person to whom this notice is sent who is 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 Court Meeting. 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.

Nominated Persons are reminded that they should contact the registered holder(s) of the shares in respect of which they were nominated (and not the Company) on matters relating to their investment in the Company.