

Minutes of the extraordinary meeting of shareholders of RELX N.V. (the *Company*) held on 26 September 2017 11.00 am CET at the offices of the Company, H. Kamerlingh Onnes Room, Radarweg 29, 1043 NX, Amsterdam (the *Meeting*)

### 1. Opening

Mr Anthony Habgood, the Chairman of the Board, opened the Meeting at 11:00 pm and welcomed all present. He stated that he would chair the Meeting and that Ms Caroline Steinmetz was appointed as secretary of the Meeting. He explained that the Meeting was held in the English language and that translation could be provided upon request. The Chairman explained that Erik Engstrom, Nick Luff, Marike van Lier Les, Ben van der Veer and he represented the Board. The other non-executive directors were not able to attend due to other prior commitments and had sent their apologies. The Chairman went on to explain that voting took place by show of hands and that only the votes against or abstentions needed to be announced. The voting instructions received prior to the Meeting would be announced by the Secretary and the voting results were deferred until after the Meeting. In line with best practice, the voting results would be announced to the Euronext Stock Exchange and published on the website of RELX. Some registrations had granted a proxy to the Company Secretary, these proxies were included in the voting results. After everyone was kindly requested to switch off mobile phones and similar equipment for the course of the Meeting, the Chairman stated that the Meeting had been convened in accordance with the legal and statutory requirements and the convocation for the Meeting had been published on the RELX Group website on 11 August 2017 and on the securitiesinfo.nl website of Euronext Amsterdam. The Chairman went on to report that approximately 700 million ordinary shares, having a nominal value of € 0.07 each were present or represented at this Meeting. The exact amount of the share capital represented would be published together with the voting results. The total issued and outstanding nominal share capital excluding treasury stock at the moment of the Meeting was nearly € 66 million comprised of approximately 949 million ordinary shares. A quick calculation indicated that approximately 74% of the share capital entitled to vote was represented at the Meeting.

## 2. Appointment of Ms Suzanne Wood as non-executive director

The **Chairman** proceeded with item 2 on the agenda which related to the appointment of Ms Suzanne Wood as non-executive director. The **Chairman** referred to the explanatory notes to the agenda and the detailed biographical information concerning a candidate for appointment contained therein.

He explained that a recruitment search was conducted for suitable candidates to be appointed as non-executive director as part of RELX's ongoing succession process. As announced on 27 July 2017, it was the proposal of the Board to have Ms Suzanne Wood appointed as non-executive member of the Board with effect from the conclusion of the Meeting. The **Chairman** explained that Ms Wood would also become a non-executive director to the boards of RELX PLC and RELX Group plc. The Nominations Committee recommended the appointment of Suzanne Wood as non-executive director and in accordance with the recommendation of the Nominations Committee and article 15 clause 3 of the Company's articles of association, the Board recommended the appointment of Suzanne Wood as non-executive director. The **Chairman** mentioned that Suzanne Wood was present at the Meeting.

Since 2012, Suzanne Wood is an executive director and the Group Finance Director of Ashtead Group plc, a FTSE 100 company which specialised in renting construction and industrial equipment. From 2003 until her appointment as Finance Director in 2012, she was Chief Financial Officer of Ashtead Group's largest subsidiary, Sunbelt Rentals Inc in the US. Previously, she also served as Chief Financial Officer of two US publicly-listed companies, Oakwood Homes Corporation and Tultex Corporation.



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

The **Chairman** asked whether anyone wanted to address the Meeting. As there were no questions or remarks, the Chairman brought agenda item 2 to a vote. The **Chairman** asked to the Secretary to read out the votes received by the Company. The Secretary stated that the Company received 695,405,078 votes in favour of the proposal, 4,178,049 votes against the proposal and 782,362 withheld.

The **Chairman** asked the Meeting to vote. The **Chairman** declared that the proposal to appoint Ms Wood as non-executive director of the Company had been approved and congratulated Mrs Wood.

#### 3. Any other business

Reaching the end of the Meeting, the **Chairman** gave the Meeting the opportunity to ask questions on any other business before the Meeting was concluded. Since there were no other questions or comments, the **Chairman** indicated that he had come to the conclusion of the formal business of the Meeting.

## 4. Close of meeting

The **Chairman** declared the Meeting closed at 11:13.

### **Voting results**

The exact results of the voting have been set out in a document, a copy of which is attached to these minutes (*Annex*).



Annex

## **News Release**

Issued on behalf of RELX N.V.

For immediate release 26 September 2017

# **RELX NV EGM 26 September 2017**

RELX N.V. announces that the Extraordinary General Meeting of Shareholders (EGM), held in Amsterdam on 26 September 2017, approved the appointment of Ms Suzanne Wood as non-executive director of the Company.

The results of the voting on this resolution are set out below:

Resolution	For	%	Against	%	Total votes cast*	Votes withheld
2. Appointment of Ms						
Suzanne Wood as non-						
executive director	695,405,078	99.40%	4,178,049	0.60%	699,583,127	782,362

<sup>\*</sup>Note: Excluding votes 'withheld'.

The shares represented were good for 700,365,489 votes, which is 73.70 % of our issued share capital entitled to vote. Each share confers the right to cast one vote.

-ENDS-