

SH01

Return of allotment of shares



You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

✓ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation

✗ **What this form is NOT for**
You cannot use this form to
give notice of shares taken by sub-
sidiaries on formation of the company
for an allotment of a new class of
shares by an unlimited company

MONDAY



LD7

L42UAWKO

09/03/2015

#6

COMPANIES HOUSE

1 Company details

Company number 0 2 7 4 6 6 1 6

Company name in full RELX Group plc

Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Allotment dates ¹

From Date d 2 d 5 m 0 m 2 y 2 y 0 y 1 y 5

To Date d d m m y y y y

¹ Allotment date

If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes

3 Shares allotted

Please give details of the shares allotted, including bonus shares
(Please use a continuation page if necessary)

² Currency

If currency details are not
completed we will assume currency
is in pound sterling

Class of shares (E.g. Ordinary/Preference etc.)	Currency ²	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
"Ordinary" shares	GBP	63226	£1 00	£1 00	

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted

Continuation page

Please use a continuation page if
necessary

Details of non-cash
consideration

If a PLC, please attach
valuation report (if
appropriate)

The transfer to the Company of all of the shares held by each of Reed Elsevier PLC and Reed Elsevier N V in Elsevier Reed Finance B.V. pursuant to a Dutch notarial deed of transfer and contribution issued before a civil law notary on 25 February 2015 by and between persons representing the Company, Reed Elsevier PLC, Reed Elsevier N V and Elsevier Reed Finance B V

Please also see attached the valuation report prepared for the purposes of
section 593 of the Companies Act 2006

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Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ¹	Amount (if any) unpaid on each share ¹	Number of shares ²	Aggregate nominal value ³
"Ordinary" shares	£1 00		63226	£ 63226 00
"R" shares	£66,087 48		18385	£ 18385 00
"E" shares	£66,087 48		18385	£ 18385 00
				£
Totals			99996	£ 99996.00

5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share 1	Amount (if any) unpaid on each share 1	Number of shares 2	Aggregate nominal value 3
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share 1	Amount (if any) unpaid on each share 1	Number of shares 2	Aggregate nominal value 3
Totals				

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	99996
Total aggregate nominal value ⁴	£99996 00

4 Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc

¹ Including both the nominal value and any share premium

³ E.g. Number of shares issued multiplied by nominal value of each share

Continuation Pages
Please use a Statement of Capital continuation page if necessary

² Total number of issued shares in this class

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Statement of capital (Prescribed particulars of rights attached to shares)

1 Prescribed particulars of rights attached to shares

a particulars of any voting rights, including rights that arise only in certain circumstances,

b particulars of any rights, as respects dividends, to participate in a distribution.

c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and

d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation page

Please use a Statement of Capital continuation page if necessary

"Ordinary" shares	
-------------------	--

Please see attached continuation sheet

"R" shares

Please see attached continuation sheet

"E" shares

Please see attached continuation sheet

Signature


2 Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership

Person authorised

Under either section 270 or 274 of the Companies Act 2006.

Signature _____

Signature 

This form may be signed by

Director : Secretary, Person authorised : Administrator, Administrative receiver,
Receiver, Receiver manager, CIC manager

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Tamara Young

Company name

Freshfields Bruckhaus Deringer LLP

Address

65 Fleet Street

London

England

Post town

United Kingdom

County/Region

Postcode

E C 4 Y 1 H S

Country

DX

DX 23 London/Chancery Lane

Telephone

020 7936 4000



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have shown the date(s) of allotment in section 2
- ☐ You have completed all appropriate share details in section 3
- ☐ You have completed the appropriate sections of the Statement of Capital
- ☐ You have signed the form



Important information

Please note that all information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	"Ordinary" shares	
Prescribed particulars	<p>(1) <u>Voting rights</u></p> <p>In respect of voting rights, on a show of hands every holder who is present in person or by proxy shall have one vote and on a poll every holder who is present in person or by proxy shall have one vote for every "Ordinary" share of which he is a holder</p> <p>(2) <u>Income</u></p> <p>Any profits which the Company may determine to distribute by way of dividend may, with the approval of the holders of the "R" shares and the "E" shares, be applied in paying a dividend on the "Ordinary" shares, provided that no dividend may be paid on the "Ordinary" shares if, as a result of such payment, the Company would be unable to pay the dividends payable on the "R" shares and the "E" shares</p> <p>(3) <u>Capital</u></p> <p>On a winding-up of the Company, the holder(s) of the "Ordinary" shares shall be entitled to a sum equal to the nominal capital paid up on those shares in priority to any payment to the holders of the "R" shares or the "E" shares</p> <p>(4) <u>Redemption</u></p> <p>The "Ordinary" shares do not confer any right of redemption</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	"R" shares	
Prescribed particulars	<p>(1) <u>Voting rights</u></p> <p>The "R" shares do not confer any voting rights</p> <p>(2) <u>Income</u></p> <p>Except with the approval of the holder of the "R" shares (the R shareholder) and the holder of the "E" shares (the E shareholder), the profits which the Company may determine to distribute by way of dividend shall be applied</p> <p>(a) first, in paying as a dividend on</p> <p>(1) the "R" shares, an amount equal to the amount that the R shareholder has advised that it will require in order to be able to meet in full its future payment obligations, taking into account the resources that it has available (other than dividends paid by the Company), and</p> <p>(11) the "E" shares, an amount equal to the amount that the E shareholder has advised that it will require in order to be able to meet in full its future payment obligations, taking into account the resources that it has available (other than dividends paid by the Company),</p> <p>provided that, if the amount of the dividend to be distributed pursuant to this paragraph is less than the total required to satisfy such liabilities of the R shareholder and the E shareholder, the amount payable on each of the "R" shares and the "E" shares shall be reduced pro rata,</p> <p>(b) second, in paying as a dividend on</p> <p>(1) the "R" shares the amount required (if any) to ensure that the relevant accounts of the R shareholder show positive distributable reserves, and</p> <p>(11) the "E" shares the amount required (if any) to ensure that the relevant accounts of the E shareholder show positive distributable reserves,</p> <p>provided that (unless the R shareholder and the E shareholder notify the Company that they have agreed otherwise) if the amount available for distribution under this paragraph is less than the total required to ensure that the relevant accounts of each of the R shareholder and the E shareholder</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	"R" shares (continued)	
Prescribed particulars	<p>show positive distributable reserves, the amounts payable on the "R" shares and the "E" shares shall be reduced pro rata, and</p> <p>(c) third, in paying as a dividend on:</p> <p>(i) the "R" shares, the amount of the agreed dividend to be paid to the shareholders of the R shareholder, taking into account the resources that it has available (other than dividends paid by the Company); and</p> <p>(ii) the "E" shares, the amount of the agreed dividend to be paid to the shareholders of the E shareholder, taking into account the resources that it has available (other than dividends paid by the Company),</p> <p>provided that, if the amount of the dividend to be distributed pursuant to this paragraph is less than the total amount of the agreed dividends to be paid to the shareholders of the R shareholder and the E shareholder, the amount to be so distributed shall be divided between the R shareholder and the E shareholder in such proportion as is necessary to ensure that the ability of those shareholders to pay the cash elements of the dividends payable by each of the R shareholder and the E shareholder to their respective shareholders is reduced pro rata</p> <p>If, in relation to any proposed dividend payment, the R shareholder notifies the Company that it will be unable, by reason of any provision having the force of law, to make payment in full of its proposed dividend to its shareholders, it may request that the amount payable pursuant to paragraph (c) above be credited to a separate reserve in the books of the Company (a Deferred Dividend Reserve) to be used for the purpose of paying supplementary dividends to the R shareholder in future to enable it to make compensatory payments to its shareholders</p> <p>(3) <u>Capital</u></p> <p>On a winding up of the Company, following the distribution to be made to the holders of the "Ordinary" shares in accordance with the rights attached to such shares, the assets of the Company available for distribution to shareholders shall be applied in the following order (and based on the assumption that each of the R shareholder and the E shareholder is also wound up)</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	"R" shares (continued)	
Prescribed particulars	<p>(a) in paying</p> <p>(1) to the R shareholder, the amount that the R shareholder requires in order to be able to meet in full the amount of its liabilities which would be provable in a winding-up of the R shareholder, taking into account the resources that would be available to the R shareholder in a wind-up, other than amounts received from the Company, and</p> <p>(11) to the E shareholder, the amount that the E shareholder requires in order to be able to meet in full the amount of its liabilities which would be provable in a winding-up of the E shareholder, taking into account the resources that would be available to the E shareholder in a wind-up, other than amounts received from the Company,</p> <p>provided that, if the amount available for distribution is less than the total required to satisfy such liabilities of the R shareholder and the E shareholder, the amounts to be distributed pursuant to this paragraph shall be reduced pro rata,</p> <p>(b) in paying to the R shareholder and the E shareholder an amount equal to the amount standing to the credit of any Deferred Dividend Reserve in the name of the relevant shareholder, provided that, if the amount to be distributed is not sufficient to pay such amounts, the amount paid to each shareholder pursuant to this paragraph shall be reduced pro rata; and</p> <p>(c) in paying</p> <p>(1) to the R shareholder, the amount of the remaining assets agreed to be paid to the R shareholder; and</p> <p>(11) to the E shareholder, the amount of the remaining assets agreed to be paid to the E shareholder.</p> <p>The liquidator may at any time make an interim or final distribution pursuant to any of the above paragraphs, provided that any distributions required by the preceding paragraphs have already been paid. Such payments shall be divided between the R shareholder and the E shareholder in such proportions as to secure (as far as possible) that, having regard to any previous distributions made</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	"R" shares (continued)	
Prescribed particulars	<p>pursuant to that paragraph but assuming that no further such distributions will be made, the aggregate of the amounts paid to the R shareholder and the E shareholder pursuant to that paragraph is divided between them in accordance with the requirements of that paragraph</p> <p>(4) <u>Redemption</u></p> <p>The "R" shares do not confer any right of redemption</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	"E" shares	
Prescribed particulars	<p>(1) <u>Voting rights</u></p> <p>The "E" shares do not confer any voting rights.</p> <p>(2) <u>Income</u></p> <p>Except with the approval of the holder of the "R" shares (the R shareholder) and the holder of the "E" shares (the E shareholder), the profits which the Company may determine to distribute by way of dividend shall be applied</p> <p>(a) first, in paying as a dividend on</p> <p>(1) the "R" shares, an amount equal to the amount that the R shareholder has advised that it will require in order to be able to meet in full its future payment obligations, taking into account the resources that it has available (other than dividends paid by the Company), and</p> <p>(11) the "E" shares, an amount equal to the amount that the E shareholder has advised that it will require in order to be able to meet in full its future payment obligations, taking into account the resources that it has available (other than dividends paid by the Company),</p> <p>provided that, if the amount of the dividend to be distributed pursuant to this paragraph is less than the total required to satisfy such liabilities of the R shareholder and the E shareholder, the amount payable on each of the "R" shares and the "E" shares shall be reduced pro rata,</p> <p>(b) second, in paying as a dividend on</p> <p>(1) the "R" shares the amount required (if any) to ensure that the relevant accounts of the R shareholder show positive distributable reserves, and</p> <p>(11) the "E" shares the amount required (if any) to ensure that the relevant accounts of the E shareholder show positive distributable reserves,</p> <p>provided that (unless the R shareholder and the E shareholder notify the Company that they have agreed otherwise) if the amount available for distribution under this paragraph is less than the total required to ensure that the relevant accounts of each of the R shareholder and the E shareholder</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	"E" shares (continued)	
Prescribed particulars	<p>show positive distributable reserves, the amounts payable on the "R" shares and the "E" shares shall be reduced pro rata, and</p> <p>(c) third, in paying as a dividend on</p> <p>(i) the "R" shares, the amount of the agreed dividend to be paid to the shareholders of the R shareholder, taking into account the resources that it has available (other than dividends paid by the Company); and</p> <p>(ii) the "E" shares, the amount of the agreed dividend to be paid to the shareholders of the E shareholder, taking into account the resources that it has available (other than dividends paid by the Company),</p> <p>provided that, if the amount of the dividend to be distributed pursuant to this paragraph is less than the total amount of the agreed dividends to be paid to the shareholders of the R shareholder and the E shareholder, the amount to be so distributed shall be divided between the R shareholder and the E shareholder in such proportion as is necessary to ensure that the ability of those shareholders to pay the cash elements of the dividends payable by each of the R shareholder and the E shareholder to their respective shareholders is reduced pro rata</p> <p>If, in relation to any proposed dividend payment, the E shareholder notifies the Company that it will be unable, by reason of any provision having the force of law, to make payment in full of its proposed dividend to its shareholders, it may request that the amount payable pursuant to paragraph (c) above be credited to a separate reserve in the books of the Company (a Deferred Dividend Reserve) to be used for the purpose of paying supplementary dividends to the E shareholder in future to enable it to make compensatory payments to its shareholders</p> <p>(3) <u>Capital</u></p> <p>On a winding up of the Company, following the distribution to be made to the holders of the "Ordinary" shares in accordance with the rights attached to such shares, the assets of the Company available for distribution to shareholders shall be applied in the following order (and based on the assumption that each of the R shareholder and the E shareholder is also wound up)</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	"E" shares (continued)	
Prescribed particulars	<p>(a) in paying</p> <p>(1) to the R shareholder, the amount that the R shareholder requires in order to be able to meet in full the amount of its liabilities which would be provable in a winding-up of the R shareholder, taking into account the resources that would be available to the R shareholder in a wind-up, other than amounts received from the Company, and</p> <p>(11) to the E shareholder, the amount that the E shareholder requires in order to be able to meet in full the amount of its liabilities which would be provable in a winding-up of the E shareholder, taking into account the resources that would be available to the E shareholder in a wind-up, other than amounts received from the Company,</p> <p>provided that, if the amount available for distribution is less than the total required to satisfy such liabilities of the R shareholder and the E shareholder, the amounts to be distributed pursuant to this paragraph shall be reduced pro rata,</p> <p>(b) in paying to the R shareholder and the E shareholder an amount equal to the amount standing to the credit of any Deferred Dividend Reserve in the name of the relevant shareholder, provided that, if the amount to be distributed is not sufficient to pay such amounts, the amount paid to each shareholder pursuant to this paragraph shall be reduced pro rata, and</p> <p>(c) in paying:</p> <p>(1) to the R shareholder, the amount of the remaining assets agreed to be paid to the R shareholder, and</p> <p>(11) to the E shareholder, the amount of the remaining assets agreed to be paid to the E shareholder.</p> <p>The liquidator may at any time make an interim or final distribution pursuant to any of the above paragraphs, provided that any distributions required by the preceding paragraphs have already been paid. Such payments shall be divided between the R shareholder and the E shareholder in such proportions as to secure (as far as possible) that, having regard to any previous distributions made</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	"E" shares (continued)	
Prescribed particulars	<p>pursuant to that paragraph but assuming that no further such distributions will be made, the aggregate of the amounts paid to the R shareholder and the E shareholder pursuant to that paragraph is divided between them in accordance with the requirements of that paragraph</p> <p>(4) <u>Redemption</u></p> <p>The "E" shares do not confer any right of redemption</p>	



Section 593 Report

Reed Elsevier Group plc
1-3 Strand
London
WC2N 5JR
24 February 2015



Dear Sirs

Report of the independent valuer to Reed Elsevier Group plc for the purposes of section 593 (1) of the Companies Act 2006

- 1 We report on the value of the consideration for the allotment to Reed Elsevier PLC and Reed Elsevier NV of 31,613 ordinary voting £1 shares each (the "Consideration"), being 63,226 shares in total having a nominal value of £1 each (the "Shares") The Shares are to be treated as fully paid up
- 2 The Consideration for the allotment by Reed Elsevier Group plc is 100% of the share capital in Elsevier Reed Finance BV, which is the current combined share capital holding of Reed Elsevier PLC and Reed Elsevier NV in Elsevier Reed Finance BV
- 3 This report, including the opinion, has been prepared for and only for Reed Elsevier Group plc in accordance with Sections 593 and 596 of the Companies Act 2006 and not for any other purpose, including but not limited to any investment decision which any allottee may make as to whether to contribute the Consideration in exchange for some or all of the Shares We do not, in giving this opinion, accept or assume liability howsoever arising or duty of care for any other purpose or to any other person or party to whom this report is shown or into whose hands it may come

Basis of valuation

- 4 The share capital of Elsevier Reed Finance BV was valued by us as of 31 December 2014 on a net asset value basis, considering the sum of the estimated fair values of the assets, net of the estimated fair values of the liabilities of the company on this date

Opinion

- 5 In our opinion, the method of valuation of the share capital in Elsevier Reed Finance BV was reasonable in the circumstances There appears to have been no material change in the value of the Consideration since the date at which the valuation was made
- 6 On the basis of the valuation, in our opinion, the value of the total Consideration is not less than £63,226 (being the total amount to be treated as paid up on the Shares allotted)

Yours faithfully

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

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