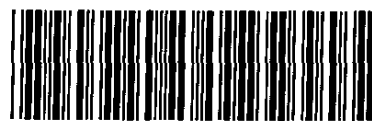


COMPANY NO. 09489059

RELX OVERSEAS HOLDINGS LIMITED
(the *Company*)

Private Company Limited by Shares

FRIDAY



LD1 *L7ITDPMH* 16/11/2018 #48
COMPANIES HOUSE

WRITTEN RESOLUTION

The directors of the Company propose that the following resolutions (the **Resolutions**) be passed as written resolutions of the Company under Chapter 2 of Part 13 of the Companies Act 2006. The Resolutions are proposed as special resolutions other than Resolution 2 which is proposed as an ordinary resolution.

1. THAT, the articles of association of the Company be amended with immediate effect by replacing:
 - (a) article 21 with the following:

“The company will be entitled from time to time to effect a reduction of its capital (subject to the provisions of the Act) and to create, allot and issue further shares, whether ranking *pari passu* with, in priority to or deferred to the Preference Shares, and such reduction of capital or creation, allotment or issue of any such further shares (whether or not ranking in any respect in priority to the Preference Shares) shall be deemed not to involve a variation of the rights attaching to the Preference Shares for any purpose.”; and
 - (b) article 124 with the following:

“Subject to the provisions of the Act, the company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no such dividend shall exceed the amount recommended by the directors.”.
2. THAT, conditional upon Resolution 1 above being approved, and conditional upon the registration of the documents in respect of the reduction of capital described in Resolution 3 below by the registrar of companies (the **Capital Reduction Effective Time**), the Company declare a dividend of USD 3,143,835.62 to be paid to RELX Inc. on the date on which the Capital Reduction Effective Time occurs.
3. THAT, conditional upon Resolution 1 above being approved, the issued share capital of the Company be reduced in accordance with the Companies Act 2006 from USD 900,000,000 divided into 600,000,000 preference shares of USD 1.50 each and GBP 760,505,001 divided into 760,505,001 ordinary shares of GBP 1.00 each to GBP 560,505,001 divided into 560,505,001 ordinary shares of GBP 1.00 each by cancelling and extinguishing:
 - (a) the 600,000,000 preference shares of USD 1.50 each in the share capital of the Company which are held by RELX Inc., all of which are fully paid up, and the amount by which the share capital is so reduced (being USD 900,000,000) be repaid to RELX Inc. as the holder of such preference shares; and
 - (b) 200,000,000 of the ordinary shares of GBP 1.00 each in the share capital of the Company which are held by RELX (Holdings) Limited, all of which are fully paid up, and the amount by which the share capital is so reduced (being GBP 200,000,000) be retained as a realised profit of the Company.

4. THAT, conditional upon and with effect from the Capital Reduction Effective Time, the articles of association in the form attached to these Resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, each a person entitled to vote on the Resolutions on 15 November 2018 (the **Circulation Date**), hereby irrevocably agrees to the Resolutions and confirm that we have each received a copy of the Solvency Statement at or before the time we received the copy of the Resolutions as required by 642(2) of the Companies Act 2006.

.....*Henry Udon*.....
on behalf of RELX (Holdings) Limited

.....*Kenneth Fogarty*.....
on behalf of RELX Inc.

.....
Name: *HENRY UDON*
Capacity: *DIRECTOR*

.....
Name: *KENNETH FOGARTY*
Capacity: *DIRECTOR*

Date: *15 NOVEMBER 2018*

Date: *15 NOVEMBER 2018*

NOTES:

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - **by hand:** delivering the signed copy for the attention of Alan McCulloch at RELX Overseas Holdings Limited, 1-3 Strand, London, WC2N 5JR; or
 - **by post:** returning the signed copy by post to Alan McCulloch at RELX Overseas Holdings Limited, 1-3 Strand, London, WC2N 5JR.
2. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us by this date.