

What this form is for
You may use this form to give notice of a cancellation of shares by a limited company on purchase

X What this form is NOT
You cannot use this form to
give notice of a cancellation of
shares held by a public company
under section 663 of the
Companies Act 2006. If you
please use form SH07.

MONDAY



LD7

L42UAWKG

09/03/2015

COMPANIES HOUSE

#5

1 Company details

Company number	0	2	7	4	6	6	1	6
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Company name in full	RELX Group plc
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► Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless specified or indicated by *

2	Date of cancellation
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Date of cancellation	^d 2	^d 5	^m 0	^m 2	^y 2	^y 0	^y 1	^y 5
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3	Shares cancelled
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[illegible]

SH06

Notice of cancellation of shares

Statement of capital

Section 4 (also **Section 5** and **Section 6** if appropriate) should reflect the company's share capital immediately following the cancellation

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	4 Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc
Total number of shares	99996	
Total aggregate nominal value ⁴	£99996 00	

¹ Including both the nominal value and any share premium

³ Number of shares issued multiplied by nominal value of each share

² Total number of issued shares in this class

Continuation pages

Please use a Statement of Capital continuation page if necessary

SH06

Notice of cancellation of shares

7

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

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section 4** and **Section 5**

Class of share "Ordinary" shares

Prescribed particulars 1 Please see attached continuation sheet

1 Prescribed particulars of rights attached to shares

The particulars are

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 pages

Please use a Statement of Capital continuation page if necessary

Class of share "R" shares

Prescribed particulars 1 Please see attached continuation sheet

Class of share "E" shares

Prescribed particulars 1 Please see attached continuation sheet

8

Signature

I am signing this form on behalf of the company

Signature

Signature

X  X

This form may be signed by
Director 2, Secretary, Person authorised 3, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager

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

3 Person authorised

Under either section 270 or 274 of the Companies Act 2006

SH06

Notice of cancellation of shares

**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 completed Section 2
- ☐ You have completed Section 3
- ☐ You have completed the relevant 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 NR 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

SH06 - continuation page

Notice of cancellation of shares



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>	<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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</p> <p>A separate table must be used for each class of share</p>

SH06 - continuation page

Notice of cancellation of shares



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</p>	

1 Prescribed particulars of rights attached to shares

The particulars are

- 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

SH06 - continuation page

Notice of cancellation of shares



7

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

Class of share	"R" shares (continued)	
Prescribed particulars	<p>of each of the R shareholder and the E shareholder 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>(1) 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>(11) 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</p>	<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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</p> <p>A separate table must be used for each class of share</p>

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

Class of share	"R" shares (continued)	1 Prescribed particulars of rights attached to shares
Prescribed particulars	<p>assumption that each of the R shareholder and the E shareholder is also wound up)</p> <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 particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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</p> <p>A separate table must be used for each class of share</p>

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

Class of share	"R" shares (continued)	1 Prescribed particulars of rights attached to shares
Prescribed particulars	<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 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>	<p>The particulars are</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

7

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

Class of share	"E" shares	1 Prescribed particulars of rights attached to 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</p>	<p>The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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</p> <p>A separate table must be used for each class of share</p>

SH06 - continuation page

Notice of cancellation of shares



7

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

Class of share	"E" shares (continued)	
Prescribed particulars	<p>of each of the R shareholder and the E shareholder 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>(1) 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>(11) 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</p>	<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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</p> <p>A separate table must be used for each class of share</p>

SH06 - continuation page

Notice of cancellation of shares



7

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

Class of share	"E" shares (continued)	1 Prescribed particulars of rights attached to shares
Prescribed particulars	<p>assumption that each of the R shareholder and the E shareholder is also wound up)</p> <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 particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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</p> <p>A separate table must be used for each class of share</p>

7

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

Class of share	"E" shares (continued)	1. Prescribed particulars of rights attached to shares
Prescribed particulars	<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 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>	<p>The particulars are</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>