

SH01

Return of allotment of shares



Companies House

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 on
formation of the company or
for an allotment of additional
shares by an unlimited company

WEDNESDAY



LD2 01/07/2015 #3
COMPANIES HOUSE

1 Company details

Company number 0 2 7 4 6 6 1 6

Company name in full RELX Group plc

Filing in this form
Please complete in typescript or in
bold black capitals
All fields are mandatory unless
specified or indicated by *

2 Allotment dates

From Date d 3 0 m 0 6 y 2 0 y 1 5
To Date d d m m y y y y

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)

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

Class of shares (E.g. Ordinary/Preference etc.)	Currency	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
"R" shares	GBP	2	£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 the shares held by Reed Elsevier PLC in Reed Holding B V
pursuant to a Dutch notarial deed of (sale and) transfer issued before a civil law notary on 30
June 2015 by and between persons representing the Company, Reed Elsevier PLC and Reed
Holding B V

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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		63,226	£ 63,226 00
"R" shares	£88,389 15		21,287	£ 21,287 00
"E" shares	£66,087 48		15,487	£ 15,487 00
				£
Totals			100,000	£ 100,000 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 aggregate nominal value Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc
Total number of shares	100,000	
Total aggregate nominal value ④	100,000 00	

① Including both the nominal value and any share premium

② E.g. Number of shares issued multiplied by nominal value of each share

③ Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation page if necessary

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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		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 page Please use a Statement of Capital continuation page if necessary
Class of share	"Ordinary" shares	
Prescribed particulars ①	Please see attached continuation sheet	
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	

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Signature

I am signing this form on behalf of the company		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 X  X	
This form may be signed by Director ②, Secretary, Person authorised ②, 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

Post town London

County/Region

Postcode EC4Y 1HS

Country England

DX DX 23 London/Chancery Lane

Telephone 020 7936 4000



Checklist

We may return the 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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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>(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 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>(i) 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>(ii) 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>(i) 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>(ii) 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>	

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>(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 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>	