

**40,000,000 Shares**  
**Thomson Reuters Corporation**

**AMENDED AND RESTATED DIVIDEND REINVESTMENT PLAN**

This prospectus covers 40,000,000 common shares of Thomson Reuters Corporation issuable under our amended and restated dividend reinvestment plan which provides holders of our common shares with a simple and convenient method of investing cash dividends declared on our common shares in additional common shares of Thomson Reuters Corporation.

Under the amended and restated dividend reinvestment plan, holders of our common shares resident in Canada, the United States and the United Kingdom (and certain other eligible jurisdictions) may opt to have any cash dividends declared on their common shares reinvested in newly issued common shares, without paying any brokerage commissions or service charges. The price of the common shares to be issued under the plan is calculated based on the weighted average trading price of our common shares on the Toronto Stock Exchange during the five trading days immediately preceding the record date for each dividend payment. Our common shares are listed on both the New York Stock Exchange and the Toronto Stock Exchange under the symbol "TRI". On November 23, 2009, the closing price for our common shares on the Toronto Stock Exchange was C\$32.96 and the closing price for our common shares on the New York Stock Exchange was US\$31.21.

We presently pay quarterly dividends on our common shares. The rate at which we pay dividends takes into account all factors that our board considers relevant from the perspective of our company, including our available cash flow, financial condition and capital requirements. Our dividend policy is reviewed annually by the board and the decision to declare dividends is at the discretion of our board.

We cannot estimate the anticipated proceeds from the issuance of common shares under the plan, which will depend upon the market price of our common shares, the extent of shareholder participation in the plan and other factors.

Our dividend reinvestment plan was initially adopted by our board of directors in April 1989. On May 1, 2002, our board of directors approved an amendment to the dividend reinvestment plan to provide, among other things, for the participation of registered holders of common shares resident in the United States. On April 30, 2008, our board of directors approved the filing of a prospectus to, among other things, register additional common shares issuable pursuant to the dividend reinvestment plan. On June 23, 2009, our board of directors approved the filing of an amendment to the dividend reinvestment plan to reflect the unification of our dual listed company structure on September 10, 2009.

**Investing in our common shares involves risks. See "Special Note Regarding Forward-Looking Statements" on page 11 of this prospectus. See also "Risk Factors" on page 5 of this prospectus for a discussion of certain factors relevant to an investment in our common shares.**

**THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

The date of this prospectus is November 24, 2009.

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## WHERE YOU CAN FIND MORE INFORMATION

We are subject to the information requirements of the U.S. Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act, and, accordingly, file reports with and furnish other information to the Securities and Exchange Commission (the "Commission"). Under the multi-jurisdictional disclosure system adopted by the United States, these reports and other information (including financial information) may be prepared, in part, in accordance with the disclosure requirements of Canada, which differ from those in the United States. The reports and other information we file with or furnish to the Commission in accordance with the Exchange Act can be inspected and copied, at prescribed rates, at the public reference room maintained by the Commission at 100 F Street, N.E., Washington, D.C. 20549. You may call the Commission at 1-800-SEC-0330 for more information on the operation of the public reference room. The Commission maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports and other information that we file or furnish electronically with the Commission. You can also find information about Thomson Reuters on our website at [www.thomsonreuters.com](http://www.thomsonreuters.com). However, any information that is included on or linked to our website is not a part of this prospectus.

We have filed with the Commission under the U.S. Securities Act of 1933, as amended, a registration statement on Form F-3 relating to our plan of which this prospectus is a part. This prospectus does not contain all of the information set forth in such registration statement, and you should refer to the registration statement and its exhibits to read that information. For further information about us and our common shares, you are encouraged to refer to the registration statement and to the schedules and exhibits filed with it. Statements contained in this prospectus as to the provisions of documents filed as exhibits are not necessarily complete, and in each instance reference is made to the copy so filed which is included as an exhibit to the registration statement and each such statement in this prospectus is qualified in all respects by such reference.

## DOCUMENTS INCORPORATED BY REFERENCE

The Commission allows us to "incorporate by reference" into this prospectus certain documents that we file with or furnish to the Commission. This means that we can disclose important information to you by referring to those documents. The information incorporated by reference is considered to be an important part of this prospectus, and later information that we file with the Commission will automatically update and supersede that information. The following documents, which we have filed with or furnished to the Commission, are specifically incorporated by reference in this prospectus:

- The description of our common shares contained in our registration statement on Form 40-F filed on December 11, 1998, as updated by our management information circular dated July 8, 2009 and any amendments or reports filed for the purpose of updating such description;
- Our annual report on Form 40-F for the year ended December 31, 2008 dated March 30, 2009;
- Our management information circular dated March 30, 2009;
- Our management information circular dated July 8, 2009;
- Our unaudited comparative consolidated financial statements for the nine months ended September 30, 2009; and
- Our management's discussion and analysis for the nine months ended September 30, 2009.

In addition, all other annual reports filed by us with the Commission on Form 20-F, Form 40-F or Form 10-K, all subsequent filings by us on Form 10-Q and Form 8-K and any Form 6-K filed or furnished by us that is identified in such form as being incorporated by reference into the registration statement of which this prospectus forms a part, in each case subsequent to the date of this prospectus and prior to the termination of this offering, are incorporated by reference into this prospectus as of the date of the filing of such documents. We will deliver to each person eligible to participate in the plan, including any beneficial owner, to whom this prospectus has been delivered, copies of the documents incorporated by reference in this prospectus, but not delivered with this prospectus, upon written or oral request, without charge. Requests should be directed to us at:

Thomson Reuters  
Attn: Investor Relations Department  
3 Times Square  
New York, New York 10036  
Telephone: (646) 223-4000

You may also inspect information about Thomson Reuters at the offices of the NYSE Euronext at 20 Broad Street, New York, New York 10005.

Our company is a “foreign private issuer” as defined in the Exchange Act. As a result, our proxy solicitations are not subject to the disclosure and procedural requirements of Regulation 14A under the Exchange Act and transactions in our common shares by our officers and directors are exempt from Section 16 of the Exchange Act.

**Any statement contained in a document incorporated by reference in this prospectus shall be deemed to be modified or superseded for the purposes of this prospectus to the extent that a statement contained herein or therein or in any other later filed document which also is incorporated by reference in this prospectus modifies or supersedes that statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.**

#### **ENFORCEABILITY OF CERTAIN CIVIL LIABILITIES IN THE UNITED STATES**

We are incorporated under the laws of the Province of Ontario, Canada. Some of our assets are located outside of the United States and some of our directors and officers, as well as some of the experts named in this prospectus, are residents of Canada or the United Kingdom. As a result, it may be difficult for U.S. investors to:

- effect service within the United States upon us or those directors, officers and experts who are not residents of the United States; or
- realize in the United States upon judgments of courts of the United States predicated upon the civil liability provisions of the United States federal securities laws.

## RISK FACTORS

*The risks and uncertainties below represent the risks that our management believes are material. If any of the events or developments discussed below actually occurs, our business, financial condition or results of operations could be adversely affected. Other factors not presently known to us or that we presently believe are not material could also affect our future business and operations.*

*Risks and uncertainties relating to our business and operations are also discussed in the materials that we file with or furnish to securities regulatory authorities in Canada and the United States from time to time, including our current annual information form, which is contained in our annual report on Form 40-F, incorporated herein by reference.*

### **We may be adversely affected by a further deterioration in the markets that we serve.**

Our performance depends on the financial health and strength of our customers, which in turn is dependent on the general economies in our major markets in North America, Europe and Asia. The current global economic crisis has caused disruptions and volatility in financial markets in particular. A continued downturn in the financial markets, a prolonged recession in one or more of the countries in which we operate or significant trading market disruptions or suspensions could adversely affect our business. In 2008, we derived approximately 59% of our pro forma revenues from our financial businesses. The deepening economic crisis has also impacted the legal industry, causing a number of law firms to increase their focus on reducing costs. Continued cost-cutting by any of our customer segments in response to the current economic climate may also adversely affect our financial results.

### **We operate in highly competitive markets and may be adversely affected by this competition.**

The information and news industries are highly competitive. Many of our principal competitors have substantial financial resources, recognized brands, technological expertise and market experience. Our competitors are also enhancing their products and services, developing new products and services and investing in technology to better serve the needs of their existing customers and to attract new customers. Our competitors may acquire additional businesses in key sectors that will allow them to offer a broader array of products and services. We may also face increased competition from Internet service companies and search providers that could pose a threat to some of our businesses by providing more in-depth offerings, adapting their products and services to meet the demands of their customers or combining with one of their traditional competitors to enhance their products and services. Competition may require us to reduce the price of our products and services or make additional capital investments that would adversely affect profit margins. If we are unable or unwilling to do so, we may lose market share and our financial results may be adversely affected. In addition, some of our customers have in the past and may decide again to develop independently certain products and services that they obtain from us, including through the formation of consortia. To the extent that customers become more self-sufficient, demand for our products and services of may be reduced which may adversely affect our financial results.

### **Increased accessibility to free or relatively inexpensive information sources may reduce demand for our products and services.**

In recent years, more public sources of free or relatively inexpensive information have become available, particularly through the Internet, and this trend is expected to continue. For example, some governmental and regulatory agencies have increased the amount of information they make publicly available at no cost. In addition, “open source” software that is available for free may provide some functionality similar to that in some of our products. Public sources of free or relatively inexpensive information may reduce demand for our products and services. Although we believe our information is more valuable and enhanced through analysis, tools and applications that are embedded into customers’ workflows, our financial results may be adversely affected if our customers choose to use these public sources as a substitute for our products or services.

### **If we are unable to develop new products, services, applications and functionalities to meet our customers’ needs, attract new customers or expand into new geographic markets, our ability to generate revenues may be adversely affected.**

Our growth strategy involves developing new products, services, applications and functionalities to meet our customers’ needs for intelligent information solutions and maintaining a strong position in the sectors that we serve. As the information and news services industries undergo rapid evolution, we must be able to anticipate and respond to our customers’ needs in order to improve our competitiveness. In addition, we plan to grow by attracting new customers and expanding into new geographic markets. It may take us a significant amount of time and expense to develop new products, services, applications and functionalities to meet needs of customers, attract new customers or expand into new geographic markets. If we are unable to do so, our ability to generate revenues may be adversely affected.

**We generate a significant percentage of our revenues from subscription-based arrangements, and our ability to generate higher revenues is dependent in part on maintaining a high renewal rate.**

In 2008, 86% of our pro forma revenues were derived from subscriptions or similar contractual arrangements, which result in recurring revenues. Our subscription arrangements are most often for a term of one year or renew automatically under evergreen arrangements. With appropriate notice, however, certain arrangements are cancelable quarterly, particularly within our Markets division. In addition, the renewals of longer term arrangements are often at the customer's option. In order to generate higher revenues, we are dependent on a significant number of our customers to renew their arrangements with us. Our revenues could also be lower if a significant number of our customers renewed their arrangements with us, but reduced the amount of their spending.

**We rely heavily on network systems and the Internet and any failures or disruptions may adversely affect our ability to serve our customers.**

We are dependent on our ability to handle rapidly substantial quantities of data and transactions on computer-based networks and the capacity, reliability and security of our electronic delivery systems and the Internet. Any significant failure or interruption of these systems, including operational services, loss of service from third parties, sabotage, break-ins, terrorist activities, human error, natural disaster, power or coding loss and computer viruses could cause our systems to operate slowly or interrupt service for periods of time and could have a material adverse effect on our business and results of our operations. Our ability to effectively use the Internet may be impaired due to infrastructure failures, service outages at third party Internet providers or increased government regulation. In addition, we are facing significant increases in our use of power and data storage. We may experience shortage of capacity and increased costs associated with such usage. These events may affect our ability to store, handle and deliver data and services to our customers.

From time to time, update rates of market data have increased. This can sometimes impact product and network performance. Factors that have significantly increased the market data update rates include:

- the emergence of proprietary data feeds from other markets;
- high market volatility;
- decimalization;
- reductions in trade sizes resulting in more transactions;
- new derivative instruments;
- increased automatically-generated algorithmic and program trading;
- market fragmentation resulting in an increased number of trading venues; and
- multiple listings of options and other securities.

Changes in legislation and regulation pertaining to market structure and dissemination of market information may also increase update rates. While we continue to implement a number of capacity management initiatives, there can be no assurance that our company and our network providers will be able to accommodate accelerated growth of peak traffic volumes or avoid other failures or interruptions.

**We are dependent on third parties for information and other services.**

We obtain significant information through licensing arrangements with content providers. In addition, we rely on third party service providers for telecommunications, IT support and certain human resources administrative functions. Some providers may seek to increase fees for providing their proprietary content or services. If we are unable to renegotiate commercially acceptable arrangements with these content or service providers or find alternative sources of equivalent content or service, our business could be adversely affected.

**We may be adversely affected by changes in legislation and regulation.**

Laws relating to communications, data protection, e-commerce, direct marketing and digital advertising and the use of public records have become more prevalent in recent years. Existing and proposed legislation and regulations, including changes in the manner in which such legislation and regulations are interpreted by courts, in the United States, the United Kingdom, Canada and other jurisdictions may impose limits on our collection and use of certain kinds of information and our ability to communicate such information effectively to our customers. We may also be impacted by legislative and regulatory changes in the financial services sector that apply to customers of our Markets division, as well as how we provide products and services to these customers. It is difficult to predict in what form laws and regulations will be adopted or how they will be construed by the relevant courts, or the extent to which any changes might adversely affect us. In addition, changes in tax laws and/or uncertainty over their application and interpretation may adversely affect our results. We operate in many countries worldwide and our earnings are subject to taxation in many different jurisdictions and at different rates. We seek to organize our affairs in a tax efficient manner, taking account of the jurisdictions in which we operate. Tax laws that apply to our company may be amended by the relevant authorities, for example, as a result of changes in fiscal circumstances or priorities. Such amendments, or their application to our company, may adversely affect our results.

**Operating globally involves challenges that we may not be able to meet and that may adversely affect our ability to grow.**

There are certain risks inherent in doing business globally which may adversely affect our business and ability to grow. These risks include difficulties in penetrating new markets due to established and entrenched competitors, difficulties in developing products and services that are tailored to the needs of local customers, lack of local acceptance or knowledge of our products and services, lack of recognition of our brands, unavailability of joint venture partners or local companies for acquisition, instability of international economies and governments, exposure to adverse government action in countries where we may conduct reporting activities, changes in laws and policies affecting trade and investment in other jurisdictions, and exposure to varying legal standards, including intellectual property protection laws. Adverse developments in any of these areas could cause our actual results to differ materially from expected results. However, there are also advantages to operating globally, including a proportionately reduced exposure to the market developments of a single country or region.

**Our goodwill is key to our ability to remain a trusted source of information and news.**

The integrity of our reputation is key to our ability to remain a trusted source of information and news. Failure to protect our brands or failure to uphold our Trust Principles may adversely impact our credibility as a trusted supplier of content and may have a negative impact on our information and news business.

**We may be subject to impairment losses that would reduce our reported assets and earnings.**

Goodwill and identifiable intangible assets comprise a substantial portion of our total assets. Economic, legal, regulatory, competitive, contractual and other factors may affect the value of goodwill and identifiable intangible assets. If any of these factors impair the value of these assets, accounting rules would require that we reduce their carrying value and recognize an impairment charge, which would reduce our reported assets and earnings in the year the impairment charge is recognized.

**Our intellectual property rights may not be adequately protected, which may adversely affect our financial results.**

Many of our products and services are based on information delivered through a variety of media, including the Internet, software-based applications, books, journals, compact discs, dedicated transmission lines and handheld wireless devices. We rely on agreements with our customers and patent, trademark, copyright and other intellectual property laws to establish and protect our proprietary rights in our products and services. Third parties may be able to copy, infringe or otherwise profit from our proprietary rights without authorization and the Internet may facilitate these activities. The lack of specific legislation relating to the protection of intellectual property rights for content delivered through the Internet or other electronic formats creates an additional challenge for us in protecting our proprietary rights in content delivered through these media. We also conduct business in some countries where the extent of effective legal protection for intellectual property rights is uncertain. We cannot assure you that we have adequate protection of our intellectual property rights. If we are not able to protect our intellectual property rights, our financial results may be adversely affected.

**We may operate in an increasingly litigious environment, which may adversely affect our financial results.**

We may become involved in legal actions and claims arising in the ordinary course of business. Due to the inherent uncertainty in the litigation process, the resolution of any particular legal proceeding could have a material adverse effect on our financial position and results of operations.

We are significantly dependent on technology and the rights related to it, including rights in respect of business methods. This, combined with the recent proliferation of “business method patents” issued by the US Patent Office, and the increasingly litigious environment that surrounds patents in general, increases the possibility that we may be sued for patent infringement.

If an infringement suit were successful, it is possible that the infringing product would be enjoined by court order and removed from the market and we may be required to compensate the party bringing the suit either by a damages claim or through ongoing license fees or other fees, and such compensation could be significant, in addition to the legal fees that would be incurred defending such a claim. Responding to intellectual property claims, regardless of the validity, could also be time consuming and could require us to release source code to third parties, possibly under open source license terms.

**Our credit ratings may be downgraded, or adverse conditions in the credit markets may continue, which may impede our access to the debt markets or raise our borrowing rates.**

Our access to financing depends on, among other things, suitable market conditions and the maintenance of suitable long-term credit ratings. Our credit ratings may be adversely affected by various factors, including increased debt levels, decreased earnings, declines in customer demands, increased competition, a continued deterioration in general economic and business conditions and adverse publicity. Any downgrades in our credit ratings or continued adverse conditions in the credit markets may impede our access to the debt markets or raise our borrowing rates.

**Currency fluctuations and interest rate fluctuations may have a significant impact on our reported revenues and earnings.**

Our financial statements are expressed in US dollars and are, therefore, subject to movements in exchange rates on the translation of the financial information of businesses whose operational currencies are other than our reporting currency. We receive revenue and incur expenses in many currencies and are thereby exposed to the impact of fluctuations in various currency rates. To the extent that these currency exposures are not hedged, exchange rate movements may cause fluctuations in our consolidated financial statements.

Substantially all of our non-US dollar-denominated debt has been hedged into US dollars. Our hedging strategies against currency risk could also impact our financial results when the US dollar strengthens against other currencies. In addition, an increase in interest rates from current levels could adversely affect our results in future periods.

**If we do not continue to recruit and retain high quality management and key employees, we may not be able to execute our strategies.**

The completion and execution of our strategies depends on our ability to continue to recruit and retain high quality management and employees across all of our businesses. We compete with many businesses that are seeking skilled individuals, including those with advanced technological abilities. We may not be able to continue to identify or be successful in recruiting or retaining the appropriate qualified personnel for our businesses and this may adversely affect our ability to execute our strategies.

**We have significant funding obligations for pension and post-retirement benefit arrangements that are affected by factors outside of our control.**

We have significant funding obligations for various pension and other post-retirement benefit arrangements that are affected by factors outside our control. The valuations of material plans are determined by independent actuaries. Long-term rates of return for pension plans and post-retirement benefit arrangements are based on evaluations of historical investment returns and input from investment advisors. These valuations and rates of return require assumptions to be made in respect of future compensation levels, expected mortality, inflation, the expected long-term rate of return on the assets available to fund the plans, the expected social security costs and medical cost trends, along with the discount rate to measure obligations. These assumptions are reviewed annually. While we believe that these assumptions are appropriate given current economic conditions, significant differences in results or significant changes in assumptions may materially affect pension plan and post-retirement benefit obligations and related future expenses.



**Woodbridge controls our company and is in a position to affect our governance and operations.**

The Woodbridge Company Limited and other companies affiliated with it, or Woodbridge, held approximately 55% of our outstanding common shares as of November 23, 2009. For so long as Woodbridge maintains its controlling interest in Thomson Reuters, it will generally be able to approve matters submitted to a majority vote of our shareholders without the consent of other shareholders, including, among other things, the election of our board. In addition, Woodbridge may be able to exercise a controlling influence over our business and affairs, the selection of our senior management, the acquisition or disposition of our assets, our access to capital markets, the payment of dividends and any change of control of our company, such as a merger or take-over. The effect of this control may be to limit the price that investors are willing to pay for our shares. In addition, a sale of shares by Woodbridge or the perception of the market that a sale may occur may adversely affect the market price of our shares.

**Thomson Reuters Founders Share Company holds a Thomson Reuters Founders Share in our company and may be in a position to affect our governance and management.**

Thomson Reuters Founders Share Company was established to safeguard the Thomson Reuters Trust Principles, including the independence, integrity and freedom from bias in the gathering and dissemination of information and news. Thomson Reuters Founders Share Company holds a Thomson Reuters Founders Share in our company. The interest of Thomson Reuters Founders Share Company in safeguarding the Thomson Reuters Trust Principles may conflict with our other business objectives, impose additional costs or burdens on us or otherwise affect the management and governance. In addition, the Thomson Reuters Founders Share enables Thomson Reuters Founders Share Company to exercise extraordinary voting power to safeguard the Thomson Reuters Trust Principles and to thwart those whose holdings of voting shares of our company threaten the Thomson Reuters Trust Principles. As a result, Thomson Reuters Founders Share Company may prevent a change of control (including by way of a take-over bid or similar transaction) of our company in the future. The effect of these rights of Thomson Reuters Founders Share Company may be to limit the price that investors are willing to pay for our shares.

**We may be unable to derive fully the anticipated benefits from our existing or future acquisitions, joint ventures, investments or dispositions.**

We have acquired, invested in and/or disposed of, and in the future may seek to acquire, invest in and/or dispose of, various companies and businesses. In the future, we may not be able to successfully identify attractive acquisition opportunities or make acquisitions on terms that are satisfactory to our company from a commercial perspective. In addition, competition for acquisitions in the industries in which we operate during recent years has escalated, and may increase costs of acquisitions or cause us to refrain from making certain acquisitions. We may also be subject to increasing regulatory scrutiny from competition and antitrust authorities. Achieving the expected returns and synergies from past and future acquisitions will depend in part upon our ability to integrate the products and services, technology, administrative functions and personnel of these businesses into our segments in an efficient and effective manner. We cannot assure you that we will be able to do so, or that our acquired businesses will perform at anticipated levels. If we are unable to successfully integrate acquired businesses, our anticipated revenues and profits may be lower. Our strategies have historically resulted in decisions to dispose of assets or businesses that were no longer aligned with strategic objectives. We expend costs and management resources to complete divestitures. Any failures or delays in completing divestitures could have an adverse effect on our financial results and on our ability to execute our strategy.

**Benefits from our integration program may not be achieved to the extent, or within the time period, currently expected.**

We achieved \$975 million of run-rate savings (against a total program target of \$1.4 billion by year-end 2011) as of September 30, 2009. We expect to achieve run-rate savings of at least \$1 billion by year-end 2009. The savings achieved to date have been primarily from headcount reductions to eliminate redundant positions and the retirement of legacy products. The expected remaining savings are expected to come primarily from technology and product rationalization. We may encounter difficulties during this process that could eliminate, reduce or delay the realization of the savings that are currently expected. Among other things, these difficulties could include:

- unexpected issues, higher than expected costs and an overall process that takes longer than originally anticipated;
- our inability to successfully integrate operations, technologies, products and services;
- loss of key employees;
- modification or termination of existing agreements with customers and suppliers and delayed entry into new agreements with prospective customers and suppliers; and
- the diversion of management's attention from day-to-day business or developing longer-term strategy as a result of the need to deal with integration program issues.

As a result of these difficulties, the actual savings generated may be less, and may take longer to realize, than is currently expected.

**Our acquisition of Reuters may not maximize the growth potential of, or deliver greater value for, our company beyond the level that either Thomson or Reuters could have achieved on its own.**

One of the principal reasons for the acquisition of Reuters was to maximize our growth potential beyond the level that either Thomson or Reuters could have achieved on its own. Achieving this growth potential is dependent upon a number of factors, many of which are beyond our control. We may not be able to pursue successfully innovative product development opportunities or enhance the quality and competitiveness of our product offerings to the extent anticipated. The inability to realize the full extent of the anticipated growth opportunities, as well as any delays encountered in the integration process, could have an adverse effect on our revenues, operating results and financial strength.

## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained and incorporated by reference in this Form F-3 constitute “forward-looking statements”. When used in this Form F-3 or the documents incorporated by reference herein, the words “anticipate”, “believe”, “plan”, “estimate”, “expect”, “intend”, “will”, “may”, “should” and similar expressions are intended to identify forward-looking statements. These forward-looking statements are not historical facts but reflect expectations, estimates and projections. These forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations. These risks include, but are not limited to:

- changes in the general economy;
- actions of competitors;
- increased accessibility to free or relatively inexpensive information sources;
- failure to develop new products, services, applications and functionalities to meet customers’ needs, attract new customers or expand into new geographic markets;
- failure to maintain a high renewal rate for our subscription-based arrangements;
- failures or disruptions of network systems or the Internet;
- detrimental reliance on third parties for information and other services;
- changes to legislation and regulations;
- failure to meet the challenges involved in operating globally;
- failure to protect the reputation of Thomson Reuters;
- impairment of goodwill and identifiable intangible assets;
- inadequate protection of intellectual property rights;
- threat of legal actions and claims;
- downgrading of credit ratings and adverse conditions in the credit markets;
- fluctuations in foreign currency exchange and interest rates;
- failure to recruit and retain high quality management and key employees;
- effect of factors outside of the control of Thomson Reuters on funding obligations in respect of pension and post-retirement benefit arrangements;
- actions or potential actions that could be taken by Woodbridge;
- failure to fully derive anticipated benefits from future or existing acquisitions, joint ventures, investments or dispositions;
- failure to achieve benefits from our integration program to the extent, or within the time period, currently expected; and
- failure to realize the maximum growth potential of Thomson Reuters or to complete our integration process in a timely way.

These factors and other risk factors, including those under “Risk Factors” above, represent risks our management believes are material. Other factors not presently known to us or that we presently believe are not material, could also cause actual results to differ materially from those expressed in the forward-looking statements contained and incorporated by reference herein. Accordingly, undue reliance should not be placed on these forward-looking statements. We do not undertake any obligation to update publicly or to revise any of the forward-looking statements contained or incorporated by reference in this Form F-3, whether as a result of new information, future events or otherwise, except as required by law, rule or regulation.

## **BUSINESS**

We are the leading source of intelligent information for the world's businesses and professionals, providing customers with competitive advantage. Intelligent information is a unique synthesis of human intelligence, industry expertise and innovative technology that provides decision-makers with the knowledge to act, enabling them to make better decisions faster. Through more than 50,000 people across more than 100 countries, we deliver this must-have insight to the financial, legal, tax and accounting, healthcare, science and media markets, powered by the world's most trusted news organization.

We are organized in two divisions:

- Markets, which consists of our financial and media businesses; and
- Professional, which consists of our legal, tax and accounting, healthcare and science businesses.

Our principal executive office is located at 3 Times Square, New York, New York 10036.

Thomson Reuters Corporation was incorporated under the *Business Corporations Act* (Ontario) by articles of incorporation dated December 28, 1977. Thomson Reuters Corporation most recently amended and restated its articles effective September 10, 2009. Its registered office is located at Suite 2706, Toronto Dominion Bank Tower, P.O. Box 24, Toronto-Dominion Centre, Toronto, Ontario M5K 1A1, Canada. Prior to April 17, 2008, Thomson Reuters Corporation was known as The Thomson Corporation.

## **USE OF PROCEEDS**

We have no basis for estimating precisely either the number of common shares that may be sold under the plan or the prices at which such common shares may be sold. We intend to use the net proceeds from the sale of the common shares for general corporate purposes.

## THE AMENDED AND RESTATED DIVIDEND REINVESTMENT PLAN

### PURPOSE OF THE PLAN

The purpose of our amended and restated dividend reinvestment plan is to provide holders of our common shares resident in Canada, the United States and the United Kingdom (and certain other eligible jurisdictions) with a simple and convenient method of investing cash dividends declared on our common shares in additional common shares of Thomson Reuters Corporation, without paying any brokerage commissions or service charges.

We presently pay quarterly dividends on our common shares. The rate at which we pay dividends takes into account all factors that our board considers relevant from the perspective of our company, including our available cash flow, financial condition and capital requirements. Our dividend policy is reviewed annually by the board and the decision to declare dividends is at the discretion of our board.

### PARTICIPATION IN THE PLAN

#### *Eligibility*

You are eligible to participate in the plan if you are a registered or beneficial owner of common shares resident in Canada, the United States or the United Kingdom (and certain other eligible jurisdictions) and meet the requirements outlined below. Shareholders resident in other jurisdictions may be allowed to participate in the plan only if we determine that participation should be made available to those shareholders taking into account the necessary steps to comply with the laws relating to the offering and the sale of common shares in the jurisdiction of those shareholders. Holders of our Depository Interests (which represent common shares) who are resident in eligible jurisdictions may also enroll in the plan.

#### *Enrollment – Registered Shareholders*

If you are a registered shareholder, you may enroll all of your common shares in the plan. To become a participant, you must complete an enrollment form and forward it to Computershare Trust Company of Canada (“Computershare”) in the manner indicated below. You may obtain an enrollment form at any time from the “Investor Relations” section of [www.thomsonreuters.com](http://www.thomsonreuters.com) or by making a request to Computershare.

Your participation in the plan will commence with the next dividend payment date after Computershare receives your enrollment form, provided Computershare receives it at least five business days before the record date of the dividend. If an enrollment form is received by Computershare after that date, that dividend will be paid to you in the usual manner and your participation in the plan will commence with the next dividend. Dividend record dates for the common shares have historically been approximately three to four weeks prior to the dividend payment dates.

If the common shares are registered in more than one name, all registered holders must sign the enrollment form. Also, if your total holding is registered in different names (e.g., full name on some share certificates and initials and surname on other share certificates), a separate enrollment form must be completed for each different registration name. If dividends from all shareholdings are to be reinvested under one account, registration must be identical.

#### *Enrollment – Beneficial Owners of Common Shares*

If you are a beneficial owner whose common shares are registered in the name of CDS Clearing and Depository Services Inc. (“CDS”) or The Depository Trust Company (“DTC”) or a name other than your own, you may participate in the plan by (i) having those common shares transferred into your name directly and then enroll such common shares in the plan or (ii) make appropriate arrangements with the broker, investment dealer, financial institution or other nominee who holds your common shares to enroll in the plan on your behalf, either as a nominee that delivers a completed and executed enrollment form to Computershare in the manner provided in the plan, or, if applicable, as a CDS participant or a DTC participant through enrollment by CDS or DTC, respectively.

If you are a beneficial owner of common shares and wish to enroll in the plan through a CDS participant or a DTC participant in respect of your common shares registered through CDS or DTC, appropriate instructions must be received by CDS or DTC, as applicable, from the CDS participant or DTC participant not later than such deadline as may be established by CDS or DTC from time to time, in order for the instructions to take effect on the dividend payment date to which that dividend record date relates.

Instructions received by CDS or DTC after their internal deadline will not take effect until the next following dividend payment date. CDS participants and DTC participants holding common shares on behalf of beneficial owners of common shares registered through CDS or DTC must arrange for CDS or DTC, as applicable, to enroll such common shares in the plan on behalf of such beneficial owners in respect of each dividend payment date.

If you are a beneficial owner of common shares, you should contact your broker, investment dealer, financial institution or other nominee who holds your common shares to provide instructions regarding your participation in the plan and to inquire about any applicable deadlines that the nominee may impose or be subject to and to confirm what fees, if any, the nominee may charge to enroll all or any portion of your common shares in the plan on your behalf or whether the nominee's policies might result in any costs otherwise becoming payable by you.

#### *Enrollment – Holders of Depositary Interests*

If you are a holder of Depositary Interests representing common shares and you reside in an eligible jurisdiction, you may enroll all of your Depositary Interests in the plan. To become a participant, you must complete an enrollment form and forward it to Computershare Investor Services PLC (“Computershare UK”) in the manner indicated below. You may obtain an enrollment form at any time from the “Investor Relations” section of [www.thomsonreuters.com](http://www.thomsonreuters.com) or by making a request to Computershare UK.

Your participation in the plan will commence with the next dividend payment date after Computershare UK receives your enrollment form, provided Computershare UK receives it at least five business days before the record date of the dividend. If an enrollment form is received by Computershare UK after that date, that dividend will be paid to you in the usual manner and your participation in the plan will commence with the next dividend. Dividend record dates for the common shares have historically been approximately three to four weeks prior to the dividend payment dates.

If the Depositary Interests are registered in more than one name, all registered holders must sign the enrollment form. Also, if your total holding is registered in different names (e.g., full name on some Depositary Interest statements and initials and surname on other Depositary Interest statements), a separate enrollment form must be completed for each different registration name. If dividends from all holdings are to be reinvested under one account, registration must be identical.

As Depositary Interests represent common shares, references to common shares in the discussion below should also be read to include Depositary Interests, as applicable. In addition, references to Computershare in the discussion below should be read as references to Computershare UK, as applicable, for holders of Depositary Interests.

Depositary Interests are not being offered or sold in the United States.

#### *Continued Enrollment*

Once you have enrolled in the plan (other than through CDS or DTC), you will automatically remain enrolled until you discontinue participation, until we terminate the plan or if you change your residence to a country where residents of your new country are not eligible to participate in the plan (see “Amendment, Suspension or Termination”).

CDS or DTC, as applicable, will provide instructions to Computershare regarding the extent of its participation in the plan, on behalf of beneficial owners of common shares, in respect of every dividend payment date on which cash dividends otherwise payable to CDS or DTC, as applicable, as shareholder of record, are to be reinvested under the plan.

Any common shares acquired outside of the plan which are not registered in exactly the same name or manner as common shares enrolled in the plan will not be automatically enrolled in the plan. If you purchase additional common shares outside the plan, you are advised to contact Computershare to ensure that all common shares you own are enrolled in the plan.

For holders of common shares, death will not affect your election to participate. Upon death, your participation will remain effective until terminated by a personal representative of your estate or by us. For holders of Depositary Interests, participation will cease upon death.

#### *Certain Limitations*

You may not transfer the right to participate in the plan to another person.

Subject to applicable law and regulatory policy, we reserve the right to determine, from time to time, a minimum number of common shares that a participant must hold in order to be eligible to participate in, or continue to participate in, the plan. Without limitation, we further reserve the right to refuse participation in the plan to, or terminate the participation of, any person who, in our sole opinion, is participating in the plan primarily with a view to arbitrage trading, whose participation in the plan is part of a scheme to avoid applicable legal requirements or engage in unlawful behavior or has been artificially accumulating our securities, for the purpose of taking undue advantage of the plan to our detriment. We may also deny the right to participate in the plan to any person or terminate the participation of any participant in the plan if we deem it advisable under any laws or regulations.

## **METHOD OF PURCHASE**

Under the terms of the plan, if you are a holder of common shares, through the enrollment form you may direct Computershare to reinvest all cash dividends on all common shares registered in your name to purchase newly issued common shares. You will not be entitled to direct payment of less than 100% of all cash dividends on the common shares you own. Cash dividends payable on common shares registered for a participant in the plan, after deduction of any applicable withholding tax, will be paid to Computershare and applied automatically by Computershare on each dividend payment date to the purchase of common shares for that participant. Your account (or, in the case of CDS and DTC, credited by Computershare to CDS and DTC, respectively, which will each in turn credit the accounts of the applicable CDS participants or DTC participants, respectively) will be credited with the number of common shares, including fractions, equal to the cash dividends reinvested for you divided by the applicable purchase price for the common shares. As discussed below in the section entitled “Fractional Common Shares”, Computershare UK will not maintain fractional holdings in Depositary Interests.

## **PURCHASE PRICE**

The purchase price of common shares to be purchased on your behalf with reinvested cash dividends on your common shares will be the weighted average trading price for the common shares on the Toronto Stock Exchange for the five trading days preceding the record date for the dividend. Participants will not be charged any brokerage commissions or service charges and all administration costs of the plan will be paid by us. Any cash dividends payable in currencies other than Canadian currency will be translated into Canadian dollars at the applicable Canadian dollar exchange rate on the record date for the dividend (or the next business day if this day is not a business day).

## **FRACTIONAL COMMON SHARES**

Computershare will credit your account with fractions of common shares and dividends in respect of such fractions to allow full investment of eligible funds. The rounding of any fractional interest shall be determined by Computershare using such methods as it deems appropriate in the circumstances.

Computershare UK will not maintain fractional holdings in Depositary Interests. Instead, Computershare UK will hold any residual cash left over on behalf of holders of Depositary Interests. No interest will be payable on this residual cash. The next time that a dividend is paid, this residual cash will be used to acquire additional whole Depositary Interests.

## **PLAN ADMINISTRATION**

Computershare, as agent for plan participants, will administer the plan. Its responsibilities include:

- receiving eligible funds;
- purchasing and holding the common shares accumulated under the plan;
- reporting regularly to the participants; and
- other duties required by the plan.

Common shares purchased under the plan will be registered in the name of each participant and will be held by Computershare in the accounts of participants. We will pay all costs of administering the plan, including the fees and expenses of Computershare. Computershare will be paid fees for its services as may, from time to time, be agreed upon by Computershare and us.

## **REPORTS TO PARTICIPANTS**

Computershare will maintain a separate account for each participant in the plan. You will receive from Computershare a detailed statement of your account following each dividend payment (or, in the case of CDS participants and DTC participants, CDS or DTC, as the case may be, will receive such statement on behalf of beneficial owners participating in the plan). This statement will set out the record date, the dividend payment date, the amount of cash dividend paid on your common shares, the amount of any applicable withholding tax, the number of common shares purchased through the plan with respect to such dividend, the purchase price per common share and the updated total number of common shares being held by Computershare for a participant’s account. Statements provided to holders of Depositary Interests will also reflect any residual cash balance.

## **TERMINATION FROM THE PLAN**

You may terminate your participation in the plan at any time by writing to Computershare if you are a registered holder of common shares (or in the case of beneficial owners, by making arrangements to terminate your participation through your nominee).

Computershare must receive your notice of termination at least five business days before the record date for the next dividend payment. If Computershare receives your termination request after this date, the withdrawal will be effective the day following the dividend payment date. When a registered holder withdraws from the plan, certificates for whole common shares credited to its account under the plan will be issued, and a cash payment will be made for any fraction of a common share based upon the closing price of the common shares on the Toronto Stock Exchange on the day immediately preceding the effective date of termination. Registered holders of common shares may alternatively request a DRS transfer (book entry registration without a certificate). Thereafter, cash dividends on any of our common shares that a registered holder continues to hold will be paid to it and will not be reinvested.

For holders of common shares, death will not affect a holder's election to participate in the plan which will remain effective until terminated by a personal representative of your estate or by us. For holders of Depositary Interests, participation will cease upon death.

## **CERTIFICATES AND OWNERSHIP STATEMENTS**

All common shares purchased pursuant to the plan will be credited to your individual account held by Computershare if you are a registered holder of common shares. This protects registered holders against the loss, theft or destruction of share certificates. If a registered holder requests, in accordance with this paragraph, or if a registered holder withdraws from the plan or if the plan terminates, Computershare will issue and deliver certificates for all whole common shares credited to an account. The number of common shares held for a registered holder under the plan (less any common shares for which certificates have been delivered) will be shown on a statement of account. A registered holder may request delivery of share certificates by writing to Computershare; however certificates for less than five common shares will not be issued except upon withdrawal from or termination from the plan. In no event will certificates be issued for fractional shares. Certificates will be sent to a registered holder after Computershare receives a written request.

Accounts under the plan are maintained in the names in which the common shares of the participants were registered at the time they enrolled in the plan. Consequently, certificates for shares will be similarly registered when issued.

Registered holders may alternatively request a DRS transfer (book entry registration without a certificate).

Shares purchased on behalf of holders of Depositary Interests will be transferred to the custodian of the Depositary Interest service, and a corresponding number of Depositary Interests will be credited to your relevant account.

## **SHAREHOLDER VOTING**

For any meeting of shareholders, your common shares will be voted as you direct or you may vote by proxy or in person at the meeting of shareholders. A fractional share does not carry the right to vote.

## **RIGHTS OFFERINGS**

If we have a rights offering pursuant to which holders of our common shares may subscribe for additional common shares or other securities, rights attributable to fractional interests held for participants under the plan will be sold by Computershare and the net proceeds will be used to acquire additional common shares and participants' respective entitlements thereto will be credited to their accounts.

## **STOCK SPLITS AND STOCK DIVIDENDS**

Common shares distributed pursuant to a stock dividend or a stock split on shares held by Computershare for a participant under the plan will be retained by Computershare and credited by Computershare proportionately to the accounts of the participants in the plan.



## LIABILITY OF THE COMPANY AND COMPUTERSHARE

We and Computershare, in administering the plan, are not liable for any act or omission to act, including, without limitation, any claims of liability: (a) with respect to receipt or non-receipt of any payment, form or other writing purported to have been sent to us or Computershare; (b) actions taken as a result of inaccurate and incomplete information or instructions; (c) in respect of any decision to amend, suspend, terminate or replace the plan in accordance with the terms hereof; (d) in respect of the involuntary termination of your participation in the plan in the circumstances described herein; (e) with respect to the prices at which common shares are purchased for your account and the times such purchases are made; or (f) in respect of income taxes or other liabilities payable by any participant or beneficial owner in connection with their participation in the plan.

Neither we nor Computershare can assure a profit or protect against a loss on common shares purchased under the plan.

Both we and Computershare shall have the right to reject any request regarding enrollment, withdrawal or termination from the plan if such request is not received in proper form. Any such request will be deemed to be invalid until any irregularities have been resolved to our satisfaction and/or Computershare's satisfaction. Neither we nor Computershare are under any obligation to notify any shareholder of an invalid request.

## AMENDMENT, SUSPENSION OR TERMINATION OF THE PLAN

We reserve the right to amend, modify, suspend or terminate the plan at any time, but such actions shall have no retroactive effect that would prejudice your interests. Computershare will notify you in writing of any modifications made to the plan that in our opinion may materially prejudice participants. Generally, no notice will be given to participants regarding any amendments to the plan intended to cure, correct or rectify any ambiguities, defective or inconsistent provisions, errors, mistakes or omissions. If we terminate the plan, Computershare will remit to registered holders as soon as possible, certificates for whole common shares held in their accounts under the plan and cash payments for any fraction of a common share based upon the closing price of the common shares on the Toronto Stock Exchange on the day immediately preceding the effective date of termination of the plan. If we suspend the plan, Computershare will make no investment on the dividend payment date immediately following the effective date for such suspension. Any common share dividends subject to the plan and paid after the effective date of such suspension will be remitted by Computershare to the participants to whom these are due.

## NOTICES

All notices from Computershare to participants will be addressed to registered holders at their last known address on Computershare's register. All notices, requests, elections or instructions under the plan required or permitted to be given to Computershare should be in writing and signed and should be sent to the following address:

### Holders of common shares:

Computershare Trust Company of Canada  
Attention: Dividend Reinvestment Department  
100 University Avenue, 9th Floor  
Toronto, Ontario M5J 2Y1  
Canada

Tel: (800) 564-6253 (in Canada and the United States)  
(514) 982-7555 (from any country)

Fax: (888) 453-0330

Email: [service@computershare.com](mailto:service@computershare.com)

Website URL: [www.computershare.com](http://www.computershare.com)

### Holders of Depositary Interests:

Computershare Investor Services PLC  
The Pavilions, Bridgwater Road  
Bristol BS99 6ZZ  
United Kingdom

Tel: +44 (0) 870 707 1804

Email: [allukglobaltransactionteam@computershare.co.uk](mailto:allukglobaltransactionteam@computershare.co.uk)

Website URL: [www.computershare.com](http://www.computershare.com)

**GENERAL**

We reserve the right to interpret and regulate the plan as we deem necessary or desirable and any such interpretation or regulation will be final.

Unless the context requires otherwise, words importing the singular number only shall include the plural and vice versa, words importing the masculine gender shall include feminine and neuter genders and vice versa, and words importing persons shall include individuals, partnerships, associations, trusts, unincorporated organizations and corporations.

**GOVERNING LAW**

The plan shall be governed and construed in accordance with the laws in force of the Province of Ontario, Canada.

## INCOME TAX CONSIDERATIONS RELATING TO THE PLAN

THE FOLLOWING SUMMARY OF TAX CONSEQUENCES IS OF A GENERAL NATURE ONLY AND IS NOT INTENDED TO BE LEGAL OR TAX ADVICE TO ANY PARTICULAR PARTICIPANT. IT IS THE RESPONSIBILITY OF PARTICIPANTS IN THE PLAN TO CONSULT THEIR OWN TAX ADVISORS WITH RESPECT TO THE TAX CONSEQUENCES OF PARTICIPATION IN THE PLAN IN THEIR RESPECTIVE COUNTRY OF RESIDENCE.

### CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The following summarizes the principal Canadian federal income tax considerations of participating in the plan generally applicable to you if at all relevant times:

- for purposes of the *Income Tax Act* (Canada) (the “ITA”) and any applicable tax treaty or convention, you are not a resident, or deemed to be a resident, of Canada,
- you do not use or hold (and will not use or hold) and are not deemed to use or hold the common shares in, or in the course of, carrying on a business in Canada and do not carry on an insurance business in Canada and elsewhere, and
- your shares do not constitute “taxable Canadian property” for purposes of the ITA.

Provided that the common shares are listed on a designated stock exchange (which currently includes the Toronto Stock Exchange and the New York Stock Exchange) at a particular time, the common shares will generally not constitute taxable Canadian property to you at that time. This rule applies unless, at any time during the five-year period immediately preceding that time, 25% or more of the issued shares of any class or series of a class of our capital stock was owned by you, by persons with whom you did not deal at arm’s length or by you and any such persons. Your common shares can be deemed to be taxable Canadian property in certain circumstances set out in the ITA.

This summary is based on the current provisions of the ITA, the regulations thereunder, all specific proposals to amend the ITA or the regulations publicly announced by the Minister of Finance (Canada) prior to the date hereof, and our understanding of the current published administrative practices of the Canada Revenue Agency.

Dividends on our common shares paid or credited to you will generally be subject to Canadian withholding tax at the rate of 25%, subject to any applicable reduction in the rate of withholding in an applicable tax treaty where you are a resident of a country with which Canada has an income tax treaty.

If you are a United States resident entitled to benefits under the *Canada-United States Income Tax Convention* (1980) (the “Convention”), dividends on our common shares of which you are the beneficial owner will generally be subject to Canadian withholding tax at the rate of 15%. Under the Convention, dividends paid to certain religious, scientific, charitable and similar tax-exempt organizations and certain pension organizations that are resident in, and exempt from tax in, the United States are exempt from Canadian withholding tax. Provided that certain administrative procedures are observed regarding registration of such organizations, we will not be required to withhold tax from dividends paid to such organizations. Qualifying organizations that fail to follow the required administrative procedures will have to file a claim for refund to recover any amounts withheld. The amount of dividends invested in additional common shares pursuant to the plan will be reduced by the amount of applicable Canadian withholding taxes withheld.

You will not be subject to tax under the ITA in respect of any capital gain realized on the disposition of common shares.

### UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

The following is a summary of certain United States federal income tax considerations generally applicable to certain participants who reinvest cash dividends in additional common shares under the plan. The summary is based upon the Internal Revenue Code of 1986, as amended (the “Code”), existing and proposed regulations promulgated thereunder, and judicial decisions and administrative interpretations, all of which are subject to change, possibly with retroactive effect. These United States federal income tax considerations apply only to a person or entity who holds common shares as a capital asset and who, for United States federal income tax purposes, is:

- a citizen or resident of the United States,
- a corporation, partnership or other entity organized under the laws of the United States or of any political subdivision thereof,
- an estate whose income is subject to United States federal income taxation regardless of its source, or
- a trust (i) if a United States court can exercise primary jurisdiction over the trust's administration and one or more United States persons have the authority to control all substantial decisions of the trust, or (ii) that has elected to be treated as a United States person under applicable Treasury regulations.

This summary does not address all aspects of the United States federal income tax laws that may be relevant to participants subject to special treatment under the United States federal income tax laws (including banks, a dealer in securities or currencies, a tax-exempt organization, insurance companies, regulated investment companies, financial institutions, a person that owns 10% or more of the common shares, a person whose functional currency is not the United States dollar and a person that holds common shares as part of a straddle, hedging or conversion transaction).

A participant will be treated for United States federal income tax purposes as having received a distribution in an amount equal to the fair market value of the common shares acquired pursuant to the plan plus the amount of any Canadian income tax withheld therefrom. The fair market value of the common shares so acquired will be equal to the average of the high and low sale prices of the common shares on the dividend payment date as reported on the principal securities exchange on which the shares are traded, which amount may be higher or lower than the average market price used to determine the number of common shares acquired under the plan. The distribution will be includable in a participant's income as a taxable dividend to the extent of the Thomson Reuters Corporation's current and accumulated earnings and profits as determined for U.S. federal income tax purposes. The amount of any such dividend will not be eligible for the dividends received deduction generally available to U.S. corporate shareholders. Subject to certain limitations under the Code, participants who are subject to United States federal income tax will be entitled to a credit or deduction for Canadian income taxes withheld from any such dividends.

A participant's tax basis per share for common shares purchased pursuant to the plan will be equal to the fair market value per share on the dividend payment date. A participant's holding period for common shares purchased with dividends will begin on the day following the dividend payment date.

Participants generally will recognize a taxable gain or loss when they sell or exchange common shares and when they receive cash payments for fractional shares credited to their accounts upon withdrawal from or termination of the plan or otherwise. The amount of such gain or loss will be the difference between the amount a participant receives for his or her common shares or fraction thereof and the adjusted tax basis therefor. The gain or loss will be a capital gain or loss and will be a long-term capital gain or loss if the holding period for such common shares exceeds one year. For taxable years beginning on or before December 31, 2010, capital gain of a non-corporate U.S. holder is generally taxed at a maximum rate of 15% if the property has been held for more than one year. The deductibility of capital losses is subject to limitations. The gain or loss realized by participants who are subject to U.S. federal income tax will generally be gain or loss from sources within the United States for foreign tax credit limitation purposes.

## DESCRIPTION OF COMMON SHARES

The common shares to be offered by this prospectus will be offered to our shareholders pursuant to participation in the plan. The common shares are currently listed on the Toronto Stock Exchange and the New York Stock Exchange.

Our authorized share capital consists of an unlimited number of common shares, an unlimited number of preference shares, issuable in series, of which 6,000,000 shares consist of Series II Preference Shares and a Thomson Reuters Founders Share.

On November 23, 2009, there were 829,436,581 common shares and 6,000,000 Series II Preference Shares outstanding. The Thomson Reuters Founders Share is held by Thomson Reuters Founders Share Company for the purpose of protecting the Thomson Reuters Trust Principles.

Each common share entitles its holder to receive notice of and to attend all meetings of our shareholders (except for meetings of holders of a particular class or series of shares other than the common shares required by applicable laws to be held as a separate class or series meeting) and to vote on all matters submitted to a vote on the basis of one vote for each share held. Each common share also entitles its holder to receive dividends when declared by our board of directors, subject to the rights of holders of the preference shares. All dividends are paid equally on all common shares. Holders of common shares will participate equally in any distribution of our assets upon liquidation, dissolution or winding-up, subject to the rights of the holders of the preference shares. There are no preemptive, redemption, purchase or conversion rights attaching to our common shares.

## EXPENSES

Our registration statement, as originally filed on May 1, 2008, provided an estimate of the approximate amount of the fees and expenses payable by our company in connection with the registration of the common shares being offered.

## INDEMNIFICATION

Our directors are indemnified by our company to the extent permitted by applicable laws and regulations.

Under the *Business Corporations Act* (Ontario) ("OBCA"), a corporation may indemnify a director or officer of the corporation, a former director or officer of the corporation or another individual who acts or acted at the corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the corporation or other entity, if the individual acted honestly and in good faith with a view to the best interests of the corporation or other entity or, as the case may be, to the best interests of the other entity for which the individual acted at the corporation's request, and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such individual had reasonable grounds for believing that his or her conduct was lawful.

Thomson Reuters maintains, at its expense, a directors' and officers' liability insurance policy that provides protection for its directors and officers against liability incurred by them in their capacities as such. This policy provides for a limit of at least \$100 million for each claim and \$100 million in the aggregate and that there is no deductible for this coverage. The insurance applies in certain circumstances where Thomson Reuters may not indemnify its directors and officers for their acts or omissions.

Pursuant to the Amended and Restated Thomson Reuters Corporation Articles, Thomson Reuters Corporation will indemnify the individuals referred to above and the heirs and legal representatives of such individuals to the extent permitted by the OBCA.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the applicable provisions, we have been informed that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

## LEGAL MATTERS

Certain legal matters have been passed upon for us by Torys LLP, New York, New York and Toronto, Ontario. As of the date of this prospectus, the partners and associates of Torys LLP owned beneficially, directly or indirectly, less than 1% of the outstanding common shares of our company. A partner and an associate of Torys LLP are a director and an assistant secretary, respectively, of certain of our affiliates.

## **EXPERTS**

The consolidated financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) of Thomson Reuters Corporation incorporated in this Registration Statement by reference to the annual report on Form 40-F of Thomson Reuters Corporation for the year ended December 31, 2008 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, Toronto, Canada, independent auditors, given on the authority of said firm as experts in auditing and accounting.