

**This document is important and requires your immediate attention**

If you are in any doubt as to what action you should take, you should consult immediately with your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Reed Elsevier PLC, please send this Notice of Annual General Meeting and accompanying documents to the stockbroker, or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

A Form of Proxy for the Annual General Meeting is enclosed and should be completed and returned so as to reach the company's Registrar not less than 48 hours before the time of the meeting. Completion and return of the Form of Proxy will not prevent you from attending and voting at the meeting in person, should you wish. Alternatively, you can register your proxy vote electronically, either via the Internet at [www.reedelsevier.com/vote](http://www.reedelsevier.com/vote), or by using the service provided by Euroclear UK & Ireland Limited. Further details are given in the notes to the attached Notice of Annual General Meeting.



**Reed Elsevier PLC**

Notice of Annual General Meeting

to be held at the Millennium Hotel, Grosvenor Square, London W1K 2HP  
on Tuesday, 21 April 2009 at 11.00 am

## To the holders of Reed Elsevier PLC ordinary shares

Dear Shareholder,

### Annual General Meeting 2009

#### Introduction

I am pleased to invite you to the 2009 Annual General Meeting of the company, which will be held on Tuesday, 21 April 2009 at 11.00 am in the Ballroom at the Millennium Hotel, Grosvenor Square, London W1K 2HP.

#### Dividend

Your Board has proposed a final dividend for 2008 of 15.0p per share, resulting in a total dividend for the year of 20.3p (an increase of 12% over 2007). Subject to approval by shareholders, the dividend will be paid on 22 May 2009, to shareholders appearing on the register of members at the close of business on 24 April 2009. The company will be operating a Dividend Reinvestment Plan ("DRIP") for the 2008 final dividend. Shareholders who have previously elected to participate in the DRIP, and who wish to reinvest their 2008 final dividend, need take no action. The closing date for withdrawing a previous dividend reinvestment election, or making a new election, is 30 April 2009. Further information concerning the DRIP appears on page 190 of the Reed Elsevier Annual Reports and Financial Statements 2008.

#### Board appointments

In November last year we announced the appointment of Ian Smith to succeed Sir Crispin Davis as Chief Executive Officer when Crispin retires later this month. Crispin has been CEO for the last nine years which have seen significant change in the publishing industry and the transformation of Reed Elsevier. Today Reed Elsevier is one of the leading digital, professional information companies in the world, and is a market leader in most of its markets, with a strong online presence and well defined strategy going forward. Crispin leaves an impressive record on which to build, and I would like to thank him for his exceptional contribution.

Ian Smith is a seasoned global business leader with significant international experience of strategy and operations across a diverse range of companies and sectors. Ian joined the Board as CEO-designate on 1 January 2009 and has spent his time since then getting to know Reed Elsevier's businesses, employees and customers. Having been appointed since the last Annual General Meeting, he will retire at the 2009 Annual General Meeting in accordance with the Articles of Association and, being eligible, offers himself for re-election.

Mark Elliott, David Reid and Lord Sharman, representing one-third of the Board, will retire by rotation at the 2009 Annual General Meeting in accordance with the Articles of Association and, being eligible, offer themselves for re-election.

Biographical information concerning the directors seeking re-election appears on page 6.

During 2008 the Corporate Governance Committee conducted a review of the functioning and constitution of the boards and their committees, and also undertook a board effectiveness review. Based on these assessments, the Nominations Committee believes that the performance of each director seeking re-election at the Annual General Meeting continues to be effective, and that they each demonstrate commitment to their respective roles in Reed Elsevier. Accordingly, the Nominations Committee recommends the re-election of each director.

On 26 January 2009 Reed Elsevier announced that I will step down as a director and Chairman of the company and also from of the Supervisory Board of Reed Elsevier NV at the conclusion of the forthcoming Annual General Meetings of those companies. This follows my proposed appointment as Chief Executive Officer of ING Group in April 2009. The Nominations Committee is currently conducting the process of recruiting a successor as Chairman.

#### Special Business Resolutions

The Notice of Meeting on pages 7 and 8 sets out, in addition to the items of routine business, the items of special business to be considered at the Annual General Meeting. These items are noted below and explained in more detail on pages 4 and 5.

#### Directors' Remuneration Report (Resolution 2)

In accordance with legislation, shareholders are given the opportunity to vote on the Remuneration Report. In line with the legislation, this vote will be in respect of the content of the Remuneration Report and not specific to any director's level or terms of remuneration, and will be advisory in nature.

**Increase in authorised share capital (Resolution 10)**

The company has not increased its authorised share capital since 1988. Resolution 10, if approved, would increase the authorised but unissued share capital of the company to enable it to make full use of the authorities proposed in Resolutions 11 and 12 below.

**Authority to allot and purchase own shares (Resolutions 11, 12 and 13)**

These items grant to the directors, subject to the limits and conditions described in the individual Resolutions:

- a general authority to allot shares in the capital of the company;
- authority to allot equity securities for cash on a non pre-emptive basis; and
- authority to make market purchases of the company's shares (with the ability to hold the purchased shares in treasury).

**Notice period for general meetings (Resolution 14)**

Under our Articles of Association, we are currently able to call general meetings (other than Annual General Meetings) on 14 days' notice. The Shareholder Rights Directive is intended to be implemented in the UK in August this year. One of the requirements of the Directive is that all general meetings must be held on 21 days' notice unless shareholders agree to a shorter notice period. Resolution 14, if approved, would enable the company to continue to call an extraordinary general meeting on 14 days' notice after the Directive is implemented.

**Recommendation**

Your Board considers that the proposed Resolutions set out in the Notice of Meeting are in the best interests of the company and the shareholders as a whole. Accordingly, they unanimously recommend you to vote in favour of each Resolution, as they themselves intend to do in respect of their own shareholdings in the company.

**Voting procedures**

Enclosed with the Notice of Meeting is a Form of Proxy. Whether or not you plan to attend the Annual General Meeting, I would ask you to complete the Form of Proxy and return it to the company's Registrar at the address shown on the Form of Proxy. Alternatively, a proxy vote may be submitted via the Internet at [www.reedelsevier.com/vote](http://www.reedelsevier.com/vote) or, if you are a user of the CREST system, via the Crest electronic proxy appointment service. Further information concerning the appointment of a proxy is set out on pages 9 and 10.

All Resolutions proposed at the meeting will be decided by poll. This reflects best corporate governance practice and will ensure that shareholders who are not able to attend the Annual General Meeting, but who have appointed proxies, have their votes fully taken into account.

Yours sincerely

**Jan Hommen**  
Chairman

13 March 2009

## Explanation of items of special business to be proposed at the 2009 Annual General Meeting

### Resolution 2 – Directors' Remuneration Report

Under the Directors' Remuneration Report Regulations 2002, shareholders are given the opportunity to vote on the Directors' Remuneration Report. In line with the legislation, this vote will be in respect of the content of the Remuneration Report and not specific to any director's level or terms of remuneration, and will be advisory in nature.

The Directors' Remuneration Report is contained in the Annual Reports and Financial Statements 2008.

### Resolution 10 – Increase in authorised share capital

The company last increased its authorised share capital over twenty years ago in 1988, when it was increased from £150 million to £188 million. In 1999 it was reduced from £188 million to its present level as a result of the repayment of the company's preference share capital.

On 28 February 2009 (the latest practicable date prior to the printing of this document) approximately 1,175 million ordinary shares were in issue or reserved for issue pursuant to the exercise of options granted under employee share plans. Resolution 10 increases the authorised share capital of the company from £183,931,616 comprising approximately 1,137 million ordinary shares of 14<sup>51</sup>/<sub>116</sub>p nominal value, all of which are in issue, and approximately 136 million unclassified shares of 14<sup>51</sup>/<sub>116</sub>p nominal value, none of which are in issue, by the creation of approximately an additional 764 million unclassified shares of 14<sup>51</sup>/<sub>116</sub>p each. The Association of British Insurers has issued new investor protection guidelines stating that it will regard as routine any request by a company for authorisation to allot new shares in an amount up to, in certain circumstances, two thirds of the existing share capital of that company. The additional share capital as described above, which represents an increase of approximately 60% in the authorised share capital, will give the company an appropriate level of authorised but unissued share capital to make use of these new guidelines. The directors may allot additional ordinary shares only with the authority of shareholders.

As a consequence of the phased implementation of the Companies Act 2006, with effect from 1 October 2009, companies will no longer be required to have an authorised share capital. The company intends to seek shareholder approval to amend its Articles of Association at the Annual General Meeting in 2010, in order to implement changes arising from the phased implementation of the Companies Act 2006, including removal of the company's authorised share capital altogether.

### Resolution 11 – Authority to allot shares

This Resolution replaces the authority given to the Board at the 2008 Annual General Meeting, and authorises the directors to allot shares up to an aggregate nominal amount of £53 million which is equivalent to just under 33<sup>1</sup>/<sub>3</sub>% of the issued share capital of the company (excluding shares held in treasury) as at 28 February 2009 or, in the context of a rights issue, equity securities up to a nominal amount of £106 million which is equivalent to just under 66<sup>2</sup>/<sub>3</sub>% of the issued share capital of the company (excluding shares held in treasury) as at 28 February 2009. The Resolution complies with the new investor protection guidelines issued by the Association of British Insurers referred to in the explanatory note to Resolution 10 above. Although at present the directors have no intention of exercising the authority, it is considered prudent to maintain the flexibility it provides.

### Resolution 12 – Disapplication of pre-emption rights

This Resolution replaces the authority of the directors previously approved by shareholders to allot equity securities for cash without first being required to offer such securities to the then existing shareholders pro rata to their holdings. The Resolution complies with the new investor protection guidelines issued by the Association of British Insurers.

Resolution 12(B)(i) relates to the issue of securities of up to a nominal amount of £8.2 million, representing less than 5% of the company's issued ordinary share capital. Companies are generally able to allot equity securities for cash in order to satisfy entitlements under employee share plans without those securities being counted towards that company's normal 5% disapplication limit. However, as a consequence of the merger of the Reed Elsevier PLC and Reed Elsevier NV businesses in 1993, employees of the company and its subsidiaries became employees of either Reed Elsevier Group plc or a Reed Elsevier participating company. This has the effect that equity securities issued by the company under the Reed Elsevier Group plc employee share plans (which were introduced to operate in place of the share plans operated by the company prior to the merger) and which have been approved by shareholders must, as a matter of law, be counted towards the company's disapplication limit. In order to ensure similar treatment with other companies, who are able to allot equity securities on the exercise of options under their share plans without such allotments counting towards their disapplication limits, Resolution 12(B)(ii) relates to the issue of equity securities pursuant to the terms of the Reed Elsevier Group plc employee share plans. As at 28 February 2009, 38.8 million shares in the company, representing 3.5% of the company's issued share capital (excluding shares held in treasury), were under option under the Reed Elsevier Group plc employee share plans.

In accordance with the Pre-Emption Group's Statement of Principles with regard to routine disapplications of pre-emption rights, excluding shares issued in connection with the Reed Elsevier Group plc employee share plans, the company does not intend to issue more than 7<sup>1</sup>/<sub>2</sub>% of the company's ordinary share capital for cash other than to existing shareholders in any rolling three year period without appropriate prior consultation.

**Resolution 13 – Authority to purchase own shares**

This Resolution renews an authority approved by shareholders at last year's Annual General Meeting. It authorises the Board to purchase up to 10% of its issued ordinary shares at or between the minimum and maximum prices specified in the Resolution. The authority will be used only in circumstances where the directors, after careful consideration, believe that such a purchase would result in an expected increase in adjusted earnings per share and would be in the best interests of the company and of its shareholders as a whole. As at 28 February 2009, the company held 34.2 million shares in treasury, representing 3.0% of the issued share capital.

In the event that the authority conferred in this Resolution is exercised, the company will have the ability to hold shares purchased in treasury. To the extent that any shares purchased are held in treasury, earnings per share would only be increased on a temporary basis until such time as the shares are resold out of treasury.

The total number of share options outstanding at 28 February 2009 was 38.8 million. This figure represents 3.5% of the issued share capital of the company (excluding shares held in treasury) at that date. If the company repurchased the maximum number of shares permitted pursuant to this Resolution, the total number of share options outstanding as at 28 February 2009 would represent 3.8% of the issued share capital (excluding shares held in treasury) of the company.

**Resolution 14 – Notice period for general meetings**

This Resolution is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive. The regulation implementing this Directive will increase the notice period for general meetings of the company to 21 days. Under the provisions of the company's Articles of Association, the company is currently able to call general meetings (other than an Annual General Meeting) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 days' notice. Resolution 14 seeks such approval. The company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice.

If approved by shareholders, the authorities contained in Resolutions 11, 12 and 13 will apply until the conclusion of the next Annual General Meeting of the company (or, if earlier, until the close of business on 21 July 2010), and the approval contained in Resolution 14 will apply until the conclusion of the next Annual General Meeting of the company.

## Biographical information

### Concerning directors seeking re-election at the 2009 Annual General Meeting

**Ian Smith (55)**  
(British)

Appointed to the Board 1 January 2009 as Chief Executive Officer designate. Will become Chief Executive Officer on 19 March 2009 upon the retirement of Sir Crispin Davis. Was Chief Executive of Taylor Woodrow plc from January 2007 until July 2007 following their merger with Wimpey plc. Prior to that was Chief Executive Officer of the General Healthcare Group since 2004, having previously been CEO Europe for Exel, Group Commercial Director of Ocean Group plc and prior to that, Managing Director of Monitor Company Europe, a strategy consulting firm. Began his career with Royal Dutch/Shell Group of companies. Non-executive director of Galiform plc.

**Mark Elliott (59)**  
(American)

Appointed 2003. Chairman of the Remuneration Committee, and a member of the Nominations and Corporate Governance Committees. Non-executive director of G4S plc. Serves on the Dean's Advisory Council and the Technology Advisory Council at Indiana University. Until his retirement in April 2008, was General Manager IBM Global Solutions, having previously held a number of positions with IBM, including Managing Director of IBM Europe, Middle East and Africa. Served on the board of IBAX, a hospital software company jointly owned by IBM and Baxter Healthcare.

**David Reid (62)**  
(British)

Appointed 2003. Senior independent non-executive director and a member of the Audit, Nominations, Remuneration and Corporate Governance Committees. Non-executive chairman of Tesco plc, having previously been executive deputy chairman until December 2003, and finance director from 1985 to 1997. Chairman of Kwik-Fit and previously a non-executive director of De Vere PLC, Legal and General PLC and Westbury PLC.

**Lord Sharman of Redlynch (66)**  
(British)

Appointed 2002. Chairman of the Audit Committee, and a member of the Nominations and Corporate Governance Committees. Non-executive chairman of Aviva PLC and a non-executive director of BG Group plc. Member of the House of Lords since 1999. Was chairman of KPMG Worldwide until 1999, having joined KPMG in 1966. Formerly chairman of Aegis Group plc, deputy chairman of G4S plc, a non-executive director of Young & Co's Brewery plc and AEA Technology plc, and a member of the supervisory board of ABN AMRO Holding NV.

# Notice of Annual General Meeting

## to be held on 21 April 2009 at 11.00 am

Notice is hereby given that the Annual General Meeting of Reed Elsevier PLC will be held in the Ballroom at the Millennium Hotel, Grosvenor Square, London W1K 2HP on Tuesday, 21 April 2009 commencing at 11.00 am for the following purpose.

To consider and, if thought fit, pass the Resolutions noted below. Other than Resolutions 12, 13 and 14, which will be proposed as special resolutions, all of the Resolutions will be proposed as ordinary resolutions.

An explanation of those Resolutions which relate to items of special business appears in the letter accompanying this Notice.

1. To receive the company's Financial Statements for the year ended 31 December 2008, together with the reports of the directors and auditors thereon.
2. To approve the Directors' Remuneration Report as set out in the Reed Elsevier Annual Reports and Financial Statements 2008.
3. To declare a final dividend for 2008 on the company's ordinary shares.
4. To re-appoint Deloitte LLP as auditors of the company until the next general meeting of the company at which accounts are laid.
5. To authorise the directors to fix the remuneration of the auditors.
6. To re-elect Ian Smith as a director.
7. To re-elect Mark Elliott as a director.
8. To re-elect David Reid as a director.
9. To re-elect Lord Sharman of Redlynch as a director.

Detailed biographical information concerning each director seeking re-election appears on page 6.

10. That the authorised share capital of the company be increased to £294,290,599 by the creation of an additional 764,277,136 unclassified shares of 14<sup>5</sup>/<sub>116</sub>p each.
11. That the Board be authorised to allot relevant securities (pursuant to section 80 of the Companies Act 1985):
  - (A) up to a nominal amount of £53 million; and
  - (B) comprising equity securities (as defined in the Companies Act 1985) up to a nominal amount of £106 million (including within such limit any shares issued under (A) above) in connection with an offer by way of a rights issue:
    - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
    - (ii) to people who are holders of other equity securities if this is required by the rights of those securities or, if the Board considers it necessary, as permitted by the rights of those securities,
 and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply until the conclusion of the next Annual General Meeting (or, if earlier, until the close of business on 21 July 2010) but, in each case, so that the company may make offers and enter into agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority ends and the Board may allot relevant securities under any such offer or agreement as if the authority had not ended.

## Notice of Annual General Meeting

to be held on 21 April 2009 at 11.00 am

12. That the Board be given power to allot equity securities (as defined in the Companies Act 1985) for cash under the authority given by Resolution 11 and/or where the allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the Companies Act 1985, free of the restriction in section 89(1) of the Companies Act 1985, such power to be limited:

(A) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 11(B), by way of a rights issue only):

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to people who are holders of other equity securities if this is required by the rights of those securities or, if the Board considers it necessary, as permitted by the rights of those securities,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(B) in the case of the authority granted under resolution 11(A), to the allotment (otherwise than under (A) above) of equity securities:

(i) up to a nominal amount of £8.2 million; and

(ii) pursuant to the terms of the Reed Elsevier Group plc employee share plans approved by the company,

such power to apply until the conclusion of the next Annual General Meeting (or, if earlier, until the close of business on 21 July 2010) but during this period the company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended.

13. That subject to and in accordance with Article 59 of the company's Articles of Association, the Board be generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of 14<sup>51</sup>/<sub>114</sub>p nominal value each in the capital of the company, such authority to apply until the conclusion of the next Annual General Meeting (or, if earlier until the close of business on 21 July 2010) except in relation to the purchase of ordinary shares the contract for which was concluded before such date and which is executed wholly or partly after such date), unless such authority is renewed prior to such time provided that this authority shall be limited so that:

(i) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 113.7 million;

(ii) the minimum price which may be paid for each ordinary share is 14<sup>51</sup>/<sub>114</sub>p, which amount shall be exclusive of expenses; and

(iii) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:  
(a) an amount equal to 105% of the average of the middle market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the ordinary share is purchased; and (b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the current highest independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS).

14. That a general meeting other than an Annual General Meeting may be called on not less than 14 days' clear notice.

By order of the Board  
**Stephen J Cowden**  
Secretary

13 March 2009

Registered Office:  
1-3 Strand  
London WC2N 5JR

## Notes to Notice of Annual General Meeting

### Proxy appointment

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the company. A proxy may be appointed:
  - a) By completion and return of the Form of Proxy enclosed with the Notice of Meeting;
  - b) Via the Internet at [www.reedelsevier.com/vote](http://www.reedelsevier.com/vote). You will need your personal Voting ID; Task ID and Shareholder Reference Number shown on your Form of Proxy;
  - c) Via the CREST electronic proxy appointment service, as described in paragraphs 8-11.
2. To be valid any Form of Proxy or other such instrument appointing a proxy must reach the company's Registrar not less than 48 hours before the time of the meeting.
3. The return of a completed Form of Proxy, other such instrument or any CREST proxy appointment will not prevent a shareholder attending the meeting and voting in person if he/she wishes to do so.

### Nominated persons

4. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the company.

### Right to attend and vote at the Meeting

6. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the company of the votes they may cast), shareholders must be registered in the Register of Members of the company at 6.00 pm on 19 April 2009. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

### Total voting rights

7. As at 28 February 2009 the company's issued share capital (excluding shares held in treasury) consisted of 1,102,814,487 ordinary shares, carrying one vote each. Therefore, the total voting rights in the company as at 28 February 2009 were 1,102,814,487.

### CREST members

8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (CREST ID RA19) not less than 48 hours before the time of the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

10. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. The company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

#### **Corporate representatives**

12. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.

#### **Attendance at the meeting**

13. A Registration Card is attached to the Form of Proxy enclosed with the Notice of Meeting. Please bring the Registration Card with you to the meeting since this will help the company's Registrar to admit you without delay. The meeting will start at 11.00 am and registration will be available from 10.15 am. Please try to arrive by 10.45am to allow time for registration.
14. For the safety and comfort of those attending the meeting, security measures will be in place at the meeting. Certain items will not be permitted in the meeting. These include bags, cameras, recording equipment, mobile telephones, items of any nature with potential to cause disorder and such other items as the chairman of the meeting may specify.
15. The meeting is easily accessible for wheelchair users. A hearing loop system will be provided in the meeting. Please ask at registration if you require assistance.
16. Tea and coffee will be available before the commencement of the meeting. Light refreshments with soft drinks will be available immediately after the conclusion of the meeting for approximately one hour.

#### **Documents available for inspection**

17. The following documents will be available for inspection at the registered office of the company until the time of the meeting and at the place of the meeting from 15 minutes before the Annual General Meeting until it ends:
- Copies of the executive directors' service contracts
  - Copies of letters of appointment of the non-executive directors



