

**Call for the Annual General Shareholders' Meeting Reed Elsevier N.V.  
on Wednesday 22 April 2015, 10.30 am CET in the Auditorium of the  
World Trade Center, Strawinskylaan 77, Amsterdam, the Netherlands**

Agenda:

1. **Opening**
  2. **Annual Report 2014 (discussion)**
  3. **Implementation of the remuneration policy in 2014 (discussion)**
  4. **Adoption of the 2014 Annual Financial Statements (resolution)**
  5. **Release from liability of the directors**
    - a. Release from liability of the executive directors (resolution)
    - b. Release from liability of the non-executive directors (resolution)
  6. **Determination and distribution of dividend (resolution)**
  7. **Appointment of external auditors (resolution)**
  8. **Re-appointment of the non-executive directors**
    - a. Re-appointment Anthony Habgood (resolution)
    - b. Re-appointment Wolfhart Hauser (resolution)
    - c. Re-appointment Adrian Hennah (resolution)
    - d. Re-appointment Lisa Hook (resolution)
    - e. Re-appointment Marike van Lier Lels (resolution)
    - f. Re-appointment Robert Polet (resolution)
    - g. Re-appointment Linda Sanford (resolution)
    - h. Re-appointment Ben van der Veer (resolution)
  9. **Re-appointment of the executive directors**
    - a. Re-appointment Erik Engstrom (resolution)
    - b. Re-appointment Nick Luff (resolution)
- Simplification of the corporate structure (items 10 and 11)**
10. **Cancellation of R Shares**
    - a. Amendment of the articles of association of the Company in order to allow for the cancellation of all R Shares (resolution)
    - b. Cancellation of all R Shares with repayment (resolution)
    - c. Amendment of the articles of association of the Company in order to delete all references to the of R Shares after cancellation (resolution)
  11. **Issue of bonus shares**
    - a. Issue of bonus shares (resolution)
    - b. Proposal to exclude any pre-emptive rights with respect to the issue of bonus shares (resolution)
  12. **Change of the corporate name of the Company (resolution)**
  13. **Delegation to the Board of the authority to acquire shares in the Company and to reduce the capital of the Company by the cancellation of up to 30 million of its ordinary shares held in treasury**
    - a. Delegation to the Board of the authority to acquire shares in the Company (resolution)
    - b. Proposal to reduce the capital of the Company by the cancellation of up to 30 million of its ordinary shares held in treasury (resolution)
  14. **Designation of the Board as authorised body to issue shares, to grant options and to restrict pre-emptive rights**
    - a. Designation of the Board as authorised body to issue shares and to grant rights to acquire shares in the capital of the Company (resolution)
    - b. Extension of the designation of the Board as authorised body to limit or exclude pre-emptive rights to the issuance of shares (resolution)
  15. **Any other business**
  16. **Close of meeting**

On 10 March 2015 the total number of issued ordinary shares in Reed Elsevier N.V. was 697,596,918 (of which 45,614,344 held in treasury) and the total number of issued R shares was 4,303,179 (of which 264,295 held in treasury). The total number of voting rights in Reed Elsevier's issued share capital on this date is 692,371,414.

The agenda with explanatory notes, the annual report and the financial statements and auditor's opinion, the biographical information concerning candidates for (re)appointment, the proposals for amendment of the articles of association to allow for the cancellation of the R shares and the change of the corporate name, including a form of proxy and voting instructions are available free of charge from the offices of the company, are available on the website ([www.relxgroup.com](http://www.relxgroup.com)) and also available at ABN AMRO Bank N.V. (**ABN AMRO**), tel. +31 (0)20 344 2000 or email: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com).

### **Record date and notification**

The Board has determined that for this meeting the persons who will be considered as entitled to vote and/or attend the meeting, are those persons who are registered as such in a (sub)register designated by the Board on **Wednesday 25 March 2015** (the **Record Date**), after processing of all settlements on that date and who have made a notification in the manner set out below. The (sub)registers which have been designated as such are the records as at the Record Date of intermediaries within the meaning of the Dutch Giro Act (*Wet giraal effectenverkeer*). For holders of shares which are not administered via an intermediary, the designated (sub)register is the Company's register of shareholders.

Holders of shares and holders of a right of pledge or a right of usufruct on such shares with voting rights administered via an intermediary who wish to attend the meeting in person or appoint a representative, must notify ABN AMRO via the intermediary in which administration their relevant shares are registered. Intermediaries must submit to ABN AMRO by **15 April 2015 at 5pm CET** at the latest, for each shareholder concerned (or person entitled to vote) a statement that it wishes to attend the meeting including the number of shares notified for registration and held by the relevant shareholder at the Record Date. The shareholder will receive a confirmation of its notification for the meeting, including the number of shares registered for the meeting. This will serve as admission certificate and upon submission thereof prior to the AGM on 22 April 2015, the shareholder or respectively its representative will be given access to the meeting.

Holders of registered shares and holders of a right of pledge or a right of usufruct on such shares with voting rights who are registered in person in the Register of Shareholders of the Company at 5pm CET as of the Record Date who wish to attend the meeting in person or appoint a representative, will be entitled to attend the AGM if they have notified the Board of the Company of their attendance by **Wednesday 15 April 2015 at 5pm CET** in writing or electronically (see contact details below) of their attendance. They will receive confirmation of their notification from the Company. This will serve as admission certificate and upon submission thereof prior to the AGM on 22 April 2015, the shareholder or respectively its representative will be given access to the meeting.

### **Representation by proxy**

Subject to compliance with the above provisions, shareholders can attend and vote at the AGM in person or by proxy. Proxies need to be in writing (form available free of charge on [www.relxgroup.com](http://www.relxgroup.com)) and should at the discretion of the Company sufficiently identify the shareholder and the proxy holder and the number of shares for which the proxy holder will represent the shareholder at the AGM. In order to give proxy and voting instructions, the shareholder (a) must have registered his shares as set out above and (b) must ensure that the duly completed and signed proxy including, as appropriate, voting instructions, will be received by the Company (see contact details below) no later than **Wednesday 15 April 2015 at 5pm CET**.

Proxy holders representing multiple shareholders whose voting instructions require that they cannot vote individual agenda items similarly for all shares which they represent (for, against, abstain), shall need to contact the Company Secretariat (see contact details below) no later than **Wednesday 15 April 2015 at 5pm CET**, in order to procure appropriate processing of their instructions by the electronic voting system at the AGM. Holders of shares who will not be attending the meeting in person may also give proxy to the Company Secretary and cast their votes on-line via the ABN AMRO e-voting system before the meeting until **Wednesday 15 April 2015 at 5pm CET**. For further information, please visit [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

**Persons without a valid admission certificate will not be given access to the meeting. Attendants may be asked for identification prior to being admitted.**

Amsterdam, 10 March 2015

the Board

*Communication with the company regarding the above information through:*

Company Secretariat  
Reed Elsevier N.V.  
By email: [RENVsecretariaat@reedelsevier.com](mailto:RENVsecretariaat@reedelsevier.com)  
By telephone: +31 (0)20 485 2906  
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