

**PROXY and VOTING INSTRUCTION FORM**

for the **Annual General Shareholders' Meeting (AGM)** of  
**Reed Elsevier N.V.** (the **Company**), Amsterdam, the Netherlands  
 (Register of Companies file number 33155037) to be held on  
**Wednesday 22 April 2015 at 10.30 am CET**  
 at the World Trade Center, Strawinskylaan 77 in Amsterdam

The undersigned,

**Mr/Mrs** .....

Address .....

City .....

(hereinafter **Shareholder**), acting in his/her capacity of holder ..... (number\*) shares in the Company (the **Shares**), hereby appoints\*\*:

**Mr/Mrs\*\*** ..... (name)

residing at ..... (address)

as his/her proxy (**Proxy**) to represent him/her at the AGM, and particularly to attend and speak at the AGM and to vote the Shares in respect of the items on the agenda for the AGM, in the manner set out below.

\* please list the number of shares for each agenda item in the boxes below only if different from the number of shares mentioned above !!

	<b>Agenda item</b>	<b>For*</b>	<b>Against*</b>	<b>Abstain*</b>
4.	Adoption of the 2014 Annual Financial Statements			
5a.	Release from liability of the executive directors			
5b.	Release from liability of the non-executive directors			
6.	Determination and distribution dividend			
7.	Appointment external auditors			
8a.	Re-appointment Anthony Habgood			
8b.	Re-appointment Wolfhart Hauser			
8c.	Re-appointment Adrian Hennah			
8d.	Re-appointment Lisa Hook			
8e.	Re-appointment Marike van Lier Lels			
8f.	Re-appointment Robert Polet			
8g.	Re-appointment Linda Sanford			
8h.	Re-appointment Ben van der Veer			
9a.	Re-appointment Erik Engstrom			
9b.	Re-appointment Nick Luff			
10a.	Amendment of the articles of association of the Company in order to allow for the cancellation of all R Shares			
10b.	Cancellation of all R Shares with repayment			
10c.	Amendment of the articles of association of the Company in order to delete all references to the of R Shares after cancellation			
	<b>MORE ITEMS TO FOLLOW, PLEASE TURN OVER</b>			

\*\* Fill in 'Company Secretary' if you do not have a specific preference for a representative.

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	<b>Agenda item</b>	<b>For*</b>	<b>Against*</b>	<b>Abstain*</b>
11a.	Issue of bonus shares			
11b.	Proposal to exclude any pre-emptive rights with respect to the issue of bonus shares			
12.	Change of the corporate name of the Company			
13a.	Delegation to the Board of the authority to acquire shares in the Company			
13b.	Proposal to reduce the capital of the Company by the cancellation of up to 30 million of its ordinary shares held in treasury			
14a.	Designation of the Board as authorised body to issue shares and to grant rights to acquire shares in the capital of the Company			
14b.	Extension of the designation of the Board as authorised body to limit or exclude pre-emptive rights to the issuance of shares			

The complete agenda and the explanatory notes and documents for the meeting are available on the website ([www.relxgroup.com](http://www.relxgroup.com)) and from the offices of the Company.

## **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 Giro Act (*Wet giraal effectenverkeer*). For holders of shares who 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 Bank N.V. (*ABN AMRO*) via the intermediary in which administration the 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 at the World Trade Center 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 registered in person in the Register of Shareholders of the Company on the Record Date at 5pm CET 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 by **Wednesday 15 April 2015 at 5pm CET** in writing or electronically (see the 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 at the World Trade Center prior to the AGM on 22 April 2015, the shareholder or respectively its representative will be given access to the meeting.

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## 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 its 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 such 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**, 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).

In witness whereof a single original copy of this document was signed by the Shareholder on

.....(date) at ..... (place)

..... (signature)

**Please return to:**  
Company Secretariat  
Reed Elsevier N.V.  
P.O. Box 470  
1000 AL Amsterdam  
The Netherlands

**For more information:**  
Telephone +31 (0)20 485 2906

or: [RENVsecretariaat@reedelsevier.com](mailto:RENVsecretariaat@reedelsevier.com) or by fax: +31 (0)20 485 2032