

Note: This agenda is a convenience document for English speaking shareholders. The official agenda has been drawn up in the Dutch language and shall be governed and construed in accordance with the laws of the Netherlands. This English translation has been made with due care but the translation of certain Dutch terms and notions may not be fully or adequately understood in translation. For that reason in case of differences the official Dutch language document shall prevail and will determine the legal position of the Company.



## **Reed Elsevier NV**

### Agenda

### Annual General Shareholders' Meeting 2014

Wednesday, 23 April 2014 at 10.30 am CET  
Hotel Okura  
Ferdinand Bolstraat 333  
1072 LH Amsterdam  
The Netherlands

## To the shareholders of Reed Elsevier NV

Amsterdam, 11 March 2014

### Annual General Meeting 2014

Dear shareholder,

I am pleased to invite you to the Annual General Meeting (**AGM**) of Reed Elsevier NV (the **Company**). The AGM will be held at Hotel Okura, Ferdinand Bolstraat 333 in Amsterdam on Wednesday 23 April 2014 at 10.30 am CET.

The implementation of the unitary board governance structure at the Company was approved at the general meeting in April 2013. On 8 May 2013, the articles of association of the Company were amended and the Company now has one board comprising executive and non-executive directors.

Duncan Palmer announced his resignation in September 2013 with 12 months' notice. We would like to thank Duncan Palmer for the positive contribution that he made to Reed Elsevier. We are sorry that his family circumstances require him to return to the US and wish him well for the future.

In January 2014 we announced our intention to appoint Mr Nick Luff as an executive director of the Company to succeed Duncan Palmer as CFO of the Company. The effective date of his appointment remains to be confirmed, but is expected to be no later than 15 December 2014. Nick Luff will join the company from Centrica plc, a FTSE 30 company and the UK's biggest consumer energy group, where he has been CFO since 2007. Prior to this he was at P&O, the FTSE 100 logistics and shipping group, as well as its affiliated companies, including P&O Princess Cruises and Royal P&O Nedlloyd. While at P&O, he worked for 15 years in a variety of senior finance roles, including CFO of the parent company for seven years. He has a first class degree in mathematics from the University of Oxford and is a qualified UK Chartered Accountant. His long-established skills in running the finances of FTSE100 companies make Mr Luff very well placed for the CFO role at Reed Elsevier. He will also be appointed as a director of Reed Elsevier PLC and Reed Elsevier Group plc.

The implementation of the remuneration policy in 2013 has been put on the agenda for discussion prior to the adoption of the annual accounts. The rest of the formal agenda will be generally familiar to you and further explanation is provided in the enclosed agenda and the explanatory notes to the agenda. You will find the Reed Elsevier Annual Reports and Financial Statements 2013 on Reed Elsevier's website ([www.reedelsevier.com](http://www.reedelsevier.com)).

Reed Elsevier welcomes active participation of shareholders at the AGM, both through questions and through voting. If you wish to attend the meeting, you can register in the manner described in the explanatory notes to the agenda or on the website of Reed Elsevier. A proxy form has been sent to those shareholders that are registered in the shareholders' register of the Company. There will be electronic voting at the AGM. For that purpose proxy holders representing different shareholders who have received voting instructions such that they cannot vote all the shares which they

are representing in the same manner (for, against, abstention) for each individual agenda item, will need to contact the Secretariat of the Company (see contact details at the end of this letter) no later than **Wednesday 16 April 2014, 5.00 pm CET**, to enable appropriate processing of those instructions.

I look forward to meeting you on 23 April 2014.

Yours sincerely,

**Anthony Habgood**

Chairman of the Board

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**AGENDA**  
**Annual General Meeting of Shareholders**  
**of Reed Elsevier NV (the *Company*)**  
**to be held on Wednesday, 23 April 2014 at 10.30 pm CET**  
**at Hotel Okura, Ferdinand Bolstraat 333, Amsterdam, the Netherlands**

- 1. Opening**
- 2. Annual Report 2013 (discussion)**
- 3. Implementation of the remuneration policy in 2013 (discussion)**
- 4. Adoption of the 2013 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. Appointment of Nick Luff as an executive director and an award of shares in the Company (resolutions)**
- 9. Re-appointment of the non-executive directors**
  - a. Re-appointment of Anthony Habgood (resolution)
  - b. Re-appointment of Wolfhart Hauser (resolution)
  - c. Re-appointment of Adrian Hennah (resolution)
  - d. Re-appointment of Lisa Hook (resolution)
  - e. Re-appointment of Marike van Lier Lels (resolution)
  - f. Re-appointment of Robert Polet (resolution)
  - g. Re-appointment of Linda Sanford (resolution)
  - h. Re-appointment of Ben van der Veer (resolution)
- 10. Re-appointment of the executive directors**
  - a. Re-appointment of Erik Engstrom (resolution)
  - b. Re-appointment of Duncan Palmer (resolution)
- 11. Delegation to the Board of the authority to acquire shares in the Company (resolution)**
- 12. 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)
- 13. Any other business**
- 14. Close of meeting**

# Explanatory notes to the Agenda

## Item 2: Annual Report 2013

Mr Erik Engstrom, Reed Elsevier's Chief Executive Officer, will give a presentation of the development of the business and results achieved in 2013. Further, the Report of the Board will be discussed, for which reference is made to page 178 and onwards of the Reed Elsevier Annual Reports and Financial Statements 2013.

## Item 3. Implementation of the remuneration policy in 2013 (discussion)

The director's remuneration report is contained in the Reed Elsevier Annual Reports and Financial Statements on pages 86 to 94. It provides details of the remuneration of the Company's directors.

## Item 4: Discussion and adoption of the 2013 Annual Financial Statements (resolution)

The Company's 2013 Annual Financial Statements are included in and constituted by the Reed Elsevier Annual Reports and Financial Statements 2013. These have been drawn up by the Board and audited by Deloitte Accountants B.V., who have issued an unqualified opinion. The auditor will be present during the meeting to answer questions. It is proposed that the 2013 Annual Financial Statements are adopted by the Annual General Shareholders' Meeting.

## Item 5: Release from liability of the directors

### *5a Release from liability of the executive directors (resolution)*

In accordance with article 30 clause 2 of the articles of association, the General Meeting of Shareholders is requested to release the executive directors from liability for their management insofar as such management is apparent from the financial statements or otherwise disclosed to the general meeting prior to the adoption of the annual accounts.

### *5b Release from liability of the non-executive directors (resolution)*

In accordance with article 30 clause 2 of the articles of association, the General Meeting of Shareholders is requested to release the non-executive directors from liability for their supervision insofar as such supervision is apparent from the financial statements or otherwise disclosed to the general meeting prior to the adoption of the annual accounts.

## Item 6: Determination and distribution of dividend (resolution)

Subject to the adoption of the 2013 Annual Financial Statements by the General Meeting of Shareholders and in accordance with article 32 clause 1 of the articles of association, the Board recommends a final dividend of € 0.374 per ordinary share of €0.07 nominal value. Taking into account the €0.132 interim dividend per ordinary share that was paid on 29 August 2013, this means that the 2013 total dividend per ordinary share amounts to € 0.506. The final dividend will be payable on 23 May 2014 and the ordinary shares will trade ex-(final) dividend from 30 April 2014.

## Item 7: Appointment of external auditors (resolution)

In accordance with article 29 clause 6 of the articles of association, the General Meeting of Shareholders has the authority to appoint the external auditor that will conduct the audit of the financial statements. The Audit Committee has conducted its annual formal review of the effectiveness of the external audit process, which included gaining feedback from key stakeholders across Reed Elsevier. Based on this review, and on their subsequent observations on the planning and execution of the external audit for the financial year ended on 31 December 2013, the Audit Committee has determined that a tender for the audit work is not necessary or appropriate at this time. As a result, the Audit Committee recommended the re-appointment of Deloitte Accountants B.V. as external auditors of the Company until the Annual General Meeting of Shareholders in 2015. The Board follows this recommendation. The terms and conditions applicable to this re-appointment will be determined by the non-executive directors. Reference is made to the Audit Committees report on pages 95 and 96 of the Reed Elsevier Annual Reports and Financial Statements 2013.

## Item 8: Appointment of Nick Luff as an executive director and an award of shares in the Company (resolutions)

In September 2013, Duncan Palmer announced his resignation with 12 months' notice. The Nominations Committee retained an external search consultancy to conduct a search process in conjunction with the Board to identify a suitable candidate to succeed Mr Palmer. Following the conclusion of the search process and on the recommendation of the Nominations Committee, Reed Elsevier announced in January 2014 that the Board selected Nick Luff as Chief Financial Officer. The effective date of his appointment remains to be confirmed, but is expected to be no later than 15 December 2014. Following his appointment as executive director, Mr Luff will be appointed as Chief Financial Officer. The relevant biographical information as referred to in article 15 clause 4 of the articles of association concerning Mr Luff are included in these explanatory notes to the agenda.

Mr Luff's base salary will be £650,000 per annum. Consistent with the remuneration policy for executive directors Mr Luff will have a target annual incentive opportunity under the Annual Incentive Plan (AIP - see page 80 of the Reed Elsevier Annual Reports and Financial Statements 2013) of 100% of base salary and will be eligible to participate in the multi-year incentive plans in accordance with the terms of these plans. He will receive an annual cash allowance in lieu of pension contributions of 30% of base salary and will receive benefits in accordance with policies applicable to executive directors.

For 2014, Mr Luff's base salary will be pro-rated to reflect actual service during the year. His AIP entitlement will not be pro-rated but any amount payable will be reduced by the amount of any annual incentive received in respect of 2014 from his previous employer. Mr Luff will be eligible for a matching award under the Bonus Investment Plan 2010 (BIP - see page 81 of the Reed Elsevier Annual Reports and Financial Statements 2013) of up to 100% of base salary, subject to him making an equivalent net of tax investment in Reed Elsevier shares on the date of grant. In respect of the Long Term Incentive Plan 2013 (LTIP - see page 81 of the Reed Elsevier Annual Reports and Financial Statements 2013), Mr Luff will receive an award of shares in the Company and Reed Elsevier PLC at nil cost with an aggregate face value at the date of grant of 200% of base salary. Under the Executive Share Option Scheme 2013 (ESOS - see page 81 of the Reed Elsevier Annual Reports and Financial Statements 2013), Mr Luff will receive market value options to acquire shares in the Company and Reed Elsevier PLC with an aggregate face value on the date of grant of 200% of base salary. The vesting of all of these awards is subject to meeting applicable performance conditions and, in respect of LTIP, additionally meeting his shareholding requirement of 200% of base salary by 31 December 2016.

Dividend equivalents accrue on the BIP and LTIP awards over the relevant vesting period and are paid out in cash on vesting to the extent that the underlying shares vest.

To compensate Mr Luff for the forfeiture of awards from his former employer, he will be granted two one-off awards to acquire shares, to be split evenly between shares in the Company and Reed Elsevier PLC, at nil cost, each award having an aggregate face value on the date of grant of 200% of base salary. These awards will be reduced to the extent to which he receives any long-term incentives awarded to him by his previous employer. The first one-off share award will vest in 2015 and is subject to meeting performance targets, with two thirds vesting for achieving 7% average earnings per share growth per annum for 2013 and 2014 and the remaining one third vesting for achieving return on invested capital of at least 10.7% in 2014. The second one-off share award will vest in 2016 and is subject to the same performance targets as are applicable to the 2013-2015 cycle of the LTIP which are set out on page 89 of the Reed Elsevier Annual Reports and Financial Statements 2013. The share awards lapse on resignation or dismissal for cause (although in the case of a resignation, if an award has already vested and the date of resignation is within two years of Mr Luff joining Reed Elsevier, then time pro-rata clawback provisions will apply to such award). In all other circumstances of termination, the share awards will vest subject to performance at the end of the applicable performance period with pro-rata for service applied, except in the case of a company initiated termination in which event the award will not be pro-rated. In addition, if certain deferred shares that have been awarded to Mr Luff by his previous employer which are due to be released to him in 2014, are not released, then he may receive a cash payment of up to £288,000 (subject to time pro-rated clawback if he resigns within two years of joining Reed Elsevier) to compensate him for this potential loss.

The service contract with Mr Luff is governed by English law and provides for a notice period of one year and does not contain severance pay arrangements or a change of control clause.

Mr Luff will also be proposed for election as a director of Reed Elsevier PLC and appointed as a director of Reed Elsevier Group plc.

The Nominations Committee recommends the appointment of Mr Luff as an executive director. In accordance with the recommendation of the Nominations Committee and article 15 clause 3 of the articles of association, the non-executive members of the Board recommend the appointment of Mr Luff as an executive director.

The Board further proposes that the AGM approves that 50% of the value of each of the one-off share awards set out above be granted over shares in the Company.

## Item 9: Re-appointment of non-executive directors

- 9a *Re-appointment of Anthony Habgood (resolution)*
- 9b *Re-appointment of Wolfhart Hauser (resolution)*
- 9c *Re-appointment of Adrian Hennah (resolution)*
- 9d *Re-appointment of Lisa Hook (resolution)*
- 9e *Re-appointment of Marike van Lier Lels (resolution)*
- 9f *Re-appointment of Robert Polet (resolution)*
- 9g *Re-appointment of Linda Sanford (resolution)*
- 9h *Re-appointment of Ben van der Veer (resolution)*

All eligible directors of the Board of Reed Elsevier PLC will retire from the board of Reed Elsevier PLC at the 2014 Annual General Meeting and they each offer themselves for re-election. In accordance with Reed Elsevier's governance arrangements, where possible each director should stand for re-appointment by the shareholders of the respective parent

companies at the same time. In accordance with these governance arrangements, all non-executive directors of the Company shall stand down at the close of the AGM and will also stand for re-appointment as directors. All directors are eligible and have stated their willingness to accept re-appointment.

During 2013 the Corporate Governance Committee conducted an internal review of the functioning and constitution of the Reed Elsevier Boards and their committees, and also undertook a board effectiveness review. Based on these assessments, the Nominations Committee believes that the contribution and performance of each director seeking re-appointment at the AGM continues to be valuable and effective, and that they each demonstrate commitment to their respective roles in Reed Elsevier. Accordingly, the Nominations Committee recommends the re-appointment of each director.

In accordance with recommendations of the Nominations Committee and article 15 clause 3 of the articles of association, it is recommended by the Board that Messrs Anthony Habgood, Wolfhart Hauser, Adrian Hennah, Robert Polet, and Ben van der Veer and Ms Lisa Hook, Ms Marike van Lier Lels and Ms Linda Sanford are re-appointed as non-executive directors.

Biographical information as referred to in article 15 clause 5 of the articles of association in relation to the non-executive directors recommended for re-appointment is included in these explanatory notes to the agenda. Appointments to the Board are made in accordance with the profile for that board which is available on the Reed Elsevier website ([www.reedelsevier.com](http://www.reedelsevier.com)).

#### **Item 10: Re-appointment of the executive directors**

*10a Re-appointment of Erik Engstrom (resolution)*

*10b Re-appointment of Duncan Palmer (resolution)*

The executive directors of the Board of Reed Elsevier PLC will retire from the board of Reed Elsevier PLC at the 2014 Annual General Meeting and they each offer themselves for re-election. In accordance with Reed Elsevier's governance arrangements, where possible each director should stand for re-appointment by the shareholders of the respective parent companies at the same time. In accordance with these governance arrangements, both executive directors of the Company shall stand down at the close of the AGM and will also stand for re-appointment as directors. Both directors are eligible and have stated their willingness to accept a re-appointment.

Erik Engstrom, who was appointed as an executive director and CEO of the Elsevier division in 2004, was appointed Chief Executive Officer of Reed Elsevier in November 2009. Duncan Palmer was appointed in 2012 as an executive director of Reed Elsevier NV and as Chief Financial Officer. He announced his resignation in September 2013 with 12 months' notice. Assuming his re-appointment by the shareholders' meeting as an executive director, Duncan Palmer will step down later in 2014 in connection with his resignation.

Based on the internal review by the Corporate Governance Committee referred to above, the Nominations Committee believes that the contribution and performance of both directors seeking re-appointment 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-appointment of both directors. The Board recommends in accordance with article 15 clause 3 of the articles of association to re-appoint Erik Engstrom and Duncan Palmer as executive directors. The relevant biographical information concerning Messrs Engstrom and Palmer are included in these explanatory notes to the agenda.

#### **Item 11: Delegation to the Board of the authority to acquire shares in the Company (resolution)**

The General Shareholders' Meeting granted the Board the authority to acquire shares in the Company on 24 April 2013 for a period up to and including 23 October 2014.

In accordance with article 9 of the articles of association, it is proposed to again grant the Board the authority to acquire shares in the Company through stock exchange trading or otherwise, for a period of 18 months from the date of the AGM and therefore up to and including 22 October 2015.

The delegation of authority relates to the maximum number of shares mentioned in article 9 clause 2(b) of the articles of association, for prices not below the nominal value and not exceeding the higher of (a) 105% of the average market price of the Company's ordinary shares on NYSE Euronext Amsterdam during the five trading days immediately preceding the date of the re-purchase, (b) the price of the last independent trade of an ordinary share of the Company on NYSE Euronext Amsterdam or (c) the then current independent bid for an ordinary share of the Company on NYSE Euronext Amsterdam.

If the re-purchase concerns R shares, the price shall not be lower than the nominal value and not higher than if calculated on the basis of the price of the ordinary shares into which they can be converted.

**Item 12: Designation of the Board as authorised body to issue shares, to grant options and to restrict pre-emptive rights (resolution)**

*12a Designation of the Board as authorised body to issue shares and to grant rights to acquire shares in the capital of the Company (resolution)*

Pursuant to a resolution passed by the General Shareholders' Meeting on 24 April 2013, the designation of the Board as authorised body to issue shares and to grant rights to subscribe for shares as referred to in article 6 of the articles of association was extended for a period expiring on 23 October 2014.

The Board recommends and proposes to the General Shareholders' Meeting, for a period of 18 months from the date of the AGM and therefore up to and including 22 October 2015, in accordance with and within the limits of article 6 clause 2 of the articles of association, to designate the Board as authorised body:

- (i) to issue shares and grant rights to acquire shares in the capital of the Company, provided this authority shall be limited to 10% of the issued share capital of the Company at the close of trading on NYSE Euronext Amsterdam on 23 April 2014, plus an additional 10% of the issued share capital of the Company as per the same date in relation to mergers or acquisitions; furthermore and without application of the 10% limitation,
- (ii) to issue shares in the capital of the Company in so far as this would be done to meet obligations resulting from the exercise of rights to acquire shares under approved share (option) schemes, it being understood that the authority under (i) and (ii) shall be restricted by the limitations provided in article 6 clause 2 of the articles of association.

Subject to the approval of the designation of the Board being approved in accordance with this proposal, the current designation of the Board as authorised body to issue shares and to grant rights to acquire shares in the Company will lapse.

*12b Extension of the designation of the Board as authorised body to limit or exclude statutory pre-emptive rights to the issuance of shares (resolution)*

The Board recommends and proposes to the General Shareholders' Meeting, for a period of 18 months from the date of the AGM and therefore up to and including 22 October 2015, in accordance with and within the limits of article 7 clause 4 of the articles of association, to extend the current designation of the Board as authorised body to limit or exclude the statutory pre-emptive rights of shareholders at an issue of shares or a grant of rights to acquire shares in the capital of the Company, which is resolved upon by the Board pursuant to item 12a.

Subject to the extension of the designation of the Board as authorised body being approved in accordance with this proposal, the current designation of the Board as authorised body to limit or exclude the statutory pre-emptive rights of shareholders at an issue of shares or a grant of rights to acquire shares in the capital of the Company will lapse.

## Biographical information

As referred to in article 15 clause 4 of the articles of association, concerning executive directors seeking re-appointment at the 2014 Annual General Shareholders' Meeting.

### **Erik Engstrom (50)**

(Swedish)

Chief Executive Officer since November 2009. Joined Reed Elsevier as Chief Executive Officer of Elsevier in 2004. Prior to joining Reed Elsevier was a partner at General Atlantic Partners. Before that was president and chief operating officer of Random House Inc and, before its merger with Random House, president and chief executive officer of Bantam Doubleday Dell, North America. Began his career as a consultant with McKinsey and served as a non-executive director of Eniro AB and Svenska Cellulosa Aktiebolaget SCA. Holds a BSc from Stockholm School of Economics, an MSc from the Royal Institute of Technology in Stockholm, and gained an MBA from Harvard Business School as a Fulbright Scholar.

Number of securities held in the Company: 516,765

### **Duncan Palmer (48)**

(British and American)

Chief Financial Officer since November 2012. Non-executive director of Oshkosh Corporation. Prior to joining Reed Elsevier was Chief Financial Officer and Senior Vice President of Owens Corning Inc. from 2007 having previously held various senior finance positions within Royal Dutch Shell for 20 years in the UK, the Netherlands and the US. Holds an MBA from Stanford University, an MA in Mathematics from Cambridge University and UK-qualified as a Chartered Management Accountant.

Number of securities held in the Company: 30,022

As referred to in article 15 clause 4 of the articles of association, concerning executive directors seeking appointment at the 2014 Annual General Shareholders' Meeting.

### **Nick Luff (47)**

(British)

Recommended for appointment as an executive director and CFO. Mr Luff has been Group Finance Director of Centrica plc since 2007. Prior to this he was at P&O, the FTSE 100 logistics and shipping group, as well as its affiliated companies, including P&O Princess Cruises and Royal P&O Nedlloyd. Whilst at P&O, he worked for 15 years in a variety of senior finance roles, including Chief Financial Officer of the parent company for seven years. He has a first class degree in mathematics from the University of Oxford and is a qualified UK Chartered Accountant.

As referred to in article 15 clause 5 of the articles of association, concerning non-executive directors seeking re-appointment at the 2014 Annual General Shareholders' Meeting.

### **Anthony Habgood (67) R.N.C**

(British)

Chairman since 2009. Chairman of the Nominations and Corporate Governance Committees. Chairman of Whitbread plc and of Preqin Holding Limited. Was chairman of Bunzl plc and of Mölnlycke Healthcare Limited and served as chief executive of Bunzl plc, chief executive of Tootal Group plc and a director of The Boston Consulting Group Inc. Previously served as a non-executive director of Geest plc; Marks and Spencer plc; National Westminster Bank plc; Norfolk and Norwich University Hospitals Trust, Powergen plc; and SVG Capital plc. Holds an MA in Economics from Cambridge University and an MS in Industrial Administration from Carnegie Mellon University. He is a visiting Fellow at Oxford University.

Number of securities held in the Company: 25,000

### **Wolfhart Hauser (64) R.C**

(German)

Non-executive director since 2013. Chairman of the Remuneration Committee of Reed Elsevier Group plc. Chief Executive Officer of Intertek Group plc. Was Chairman of Dragenopharm GmbH & Co AG from 2002 to 2006. Prior to that he was Chief Executive Officer of TÜV Süddeutschland between 1998 and 2002 and was Chief Executive Officer of TÜV Product Services GmbH for 10 years. Served as a non-executive director of Logica Plc and Intertek Group plc before his current position at the company.

Number of securities held in the Company: 750

**Adrian Hennah (56) <sup>A,C</sup>**

(British)

Non-executive director since April 2011. Chief Financial Officer of Reckitt Benckiser Group plc. Was Chief Financial Officer of Smith & Nephew plc from 2006 to 2012. Before that was chief financial officer of Invensys plc, having previously held various senior finance and management positions within GlaxoSmithKline for 18 years.

Number of securities held in the Company: 0

**Lisa Hook (56) <sup>R,N,C</sup>**

(American)

Non-executive director since 2006. Senior Independent Director. President and Chief Executive Officer of NeuStar Inc and a director of Island Press. Was President and Chief Executive Officer at Sun Rocket Inc. Before that was President of AOL Broadband, Premium and Developer Services. Prior to joining AOL, was a founding partner at Brera Capital Partners LLC. Previously was Chief Operating Officer of Time Warner Telecommunication and has served as senior advisor to the Federal Communications Commission Chairman and a senior counsel to Viacom Cable. Formerly a director of The Ocean Foundation.

Number of securities held in the Company: 4,800

**Marika van Lier Lels (54) <sup>C</sup>**

(Dutch)

Non-executive director since 2010. Member of the Corporate Governance Committee. Member of the supervisory boards of Royal KPN N.V., USG People N.V., TKH Group N.V. and Eneco Holding N.V., and a member of the executive committee of the Aegon Association. A member of various Dutch governmental advisory boards. Was a Member of the Supervisory board of Maersk B.V., Executive Vice President and Chief Operating Officer of the Schiphol Group. Prior to joining Schiphol Group, was a member of the executive board of Deutsche Post Euro Express and held various senior positions with Nedlloyd.

Number of securities held in the Company: 0

**Robert Polet (58) <sup>R,C</sup>**

(Dutch)

Non-executive director since 2007. Chairman of Safilo Group S.p.A. and non-executive director of Philip Morris International Inc., William Grant & Sons Limited, Scotch & Soda N.V. and Crown Topco Limited, parent company of Vertu. Member of the supervisory board of Nyenrode Foundation. Was President and Chief Executive Officer of Gucci Group from 2004 to 2011, having previously spent 26 years at Unilever working in a variety of marketing and senior executive positions throughout the world including President of Unilever's Worldwide Ice Cream and Frozen Foods division. Formerly a non-executive director of Wilderness Holdings Limited.

Number of securities held in the Company: 0

**Linda Sanford (61) <sup>A,C</sup>**

(American)

Non-executive director since December 2012. Senior Vice President, Enterprise Transformation at IBM Corporation. Serves on the board of directors of The Business Council of New York State and the Partnership for New York City. Also serves on the board of trustees of the State University of New York, St. John's University and Rensselaer Polytechnic Institute and the New York Hall of Science. Was Non-executive director of ITT Industries until May 2013.

Number of securities held in the Company: 0

**Ben van der Veer (62) <sup>A,N,C</sup>**

(Dutch)

Non-executive director since 2009. Chairman of the Audit Committees. Member of the supervisory boards of AEGON NV, TomTom NV and Koninklijke FrieslandCampina NV. Was chairman of the executive board of KPMG in the Netherlands and a member of the management committee of the KPMG International board until his retirement in 2008, having joined in 1976. Formerly a member of the supervisory board of Siemens Nederland N.V.

Number of securities held in the Company: 7,000

**Board Committee Membership**

A Audit Committees: Reed Elsevier Group plc, Reed Elsevier PLC and Reed Elsevier NV

R Remuneration Committee: Reed Elsevier Group plc

N Nominations Committee: joint Reed Elsevier PLC and Reed Elsevier NV

C Corporate Governance Committee: joint Reed Elsevier PLC and Reed Elsevier NV

# Reed Elsevier NV Annual General Meeting of Shareholders 23 April 2014

## 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 26 March 2014 (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 Bank N.V. (**ABN AMRO**) via the intermediary in which administration their relevant shares are registered. Intermediaries must submit to ABN AMRO by **Wednesday 16 April 2014 at 5.00 pm 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 an admission certificate and upon submission thereof prior to the AGM on 23 April 2014, 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 by **Wednesday 16 April 2014 at 5.00 pm 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 an admission certificate and upon submission thereof prior to the AGM on 23 April 2014, 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.reedelsevier.com](http://www.reedelsevier.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 proxy will be received by the Company (see contact details below) no later than **Wednesday 16 April 2014 at 5.00 pm 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 16 April 2014 at 5.00 pm CET**, in order to procure appropriate processing of their instructions at the AGM. Holders of shares who will not be attending the meeting in person may also give proxy to the Company Secretary or cast their votes on-line via the ABN AMRO e-voting system up until **Wednesday 16 April 2014 at 5.00 pm 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. Attendees may be asked for identification prior to being admitted.**

Amsterdam, 11 March 2014

the Board

*Communication with the Company regarding the above information through:*  
 Company Secretariat Reed Elsevier NV  
 Telephone +31 (0)20 485 2906  
 Fax +31 (0)20 485 2032  
 P.O. Box 470, 1000 AL Amsterdam, the Netherlands  
[RENVsecretariat@reedelsevier.com](mailto:RENVsecretariat@reedelsevier.com)

## Travel directions Hotel Okura

Hotel Okura is easy to reach by public transport.

### **By public transport:**

#### **From Amsterdam Zuid/WTC Station:**

bus 65 – (direction KNSM eiland) stop Scheldestraat

#### **From Amstel Station:**

tram 12 – stop Cornelis Troostplein

bus 15 – stop Scheldestraat

#### **From RAI Station:**

10 -15 minutes' walk to Hotel Okura

### **By car:**

From all directions follow Ring A10. Exit RAI (S109) and at lights turn right direction RAI/Centrum (S109). Follow road signs direction Zuid (S109). Drive straight on, past the RAI, follow the right lane into Scheldestraat. At lights, crossing Churchilllaan, go straight on. Across the bridge you will see Hotel Okura at your right.

### **Parking at Hotel Okura**

There is limited availability of parking space at Hotel Okura: 40 spaces above ground and 100 spaces below ground. Unfortunately, parking space at the hotel cannot be guaranteed.

Paid parking is available in the neighbourhood of Hotel Okura.