

**PROXY and VOTING INSTRUCTION FORM**

for the **Extraordinary General Shareholders' Meeting (EGM)** of  
**Reed Elsevier NV** (the **Company**), Amsterdam, the Netherlands  
 (Register of Companies file number 33155037) to be held on  
**Tuesday 21 October 2014 at 11.00 am CET**  
 at the offices of the Company, Radarweg 29 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 EGM, and particularly to attend and speak at the EGM and to vote the Shares in respect of the items on the agenda for the EGM, in the manner set out below.

	<b>Agenda item</b>	<b>For*</b>	<b>Against*</b>	<b>Abstain*</b>
2	Proposal to reduce the capital of the Company by the cancellation of up to 40,000,000 of its ordinary shares held in treasury by the Company			
3	Proposal to partially amend the articles of association of the Company			

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

The complete agenda and the explanatory notes and documents for the meeting are available on the website ([www.reedelsevier.com](http://www.reedelsevier.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 **Tuesday 23 September 2014** (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.

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

# REED ELSEVIER NV

Proxy and voting instruction form to the EGM 21 October 2014

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 **Tuesday 14 October 2014 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 offices of the Company prior to the EGM on 21 October 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 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 EGM if they have notified the Board of the Company by **Tuesday 14 October 2014 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 offices of the Company prior to the EGM on 21 October 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 EGM 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 EGM. 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 Tuesday 14 October 2014 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 **Tuesday 14 October 2014**, in order to procure appropriate processing of their instructions by the electronic voting system at the EGM. 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 **Tuesday 14 October 2014 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 NV  
P.O. Box 470  
1000 AL Amsterdam  
The Netherlands  
By fax: +31 (0)20 485 2032  
By email: [RENVsecretariat@reedelsevier.com](mailto:RENVsecretariat@reedelsevier.com)

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