

Call for the Extraordinary General Shareholders' Meeting of Reed Elsevier NV on Tuesday 21 October 2014, 11.00 am CET
at the offices of the Company, Radarweg 29, 1043 NX Amsterdam,
the Netherlands

Agenda

1. **Opening**
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 (resolution)**
3. **Proposal to partially amend the articles of association of the Company (resolution)**
4. **Any other business**
5. **Close of meeting**

On 8 September 2014 the total number of issued ordinary shares in Reed Elsevier N.V. was 736,557,556 (of which 74,990,494 held in treasury) and the total number of issued R shares was 4,303,179 (of which 156,394 held in treasury). The total number of voting rights in Reed Elsevier's issued share capital on this date is 703,034,912.

The agenda with explanatory notes and the proposed amendment of the articles of association, including a form of proxy and voting instructions are available free of charge from the offices of the company, are available on the Reed Elsevier website (www.reedelsevier.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.

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 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 **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 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 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 EGM if they have notified the Board of the Company of their attendance by **Tuesday 14 October 2014 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 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) 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 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 Tuesday 14 October 2014 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 **Tuesday 14 October 2014 at 5pm CET**, 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.

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, 8 September 2014

the Board

Communication with the company regarding the above information through:

Company Secretariat Reed Elsevier NV
Telephone +31 (0)20 485 2906
RENVsecretariat@reedelsevier.com
P.O. Box 470, 1000 AL Amsterdam, the Netherlands