

NOMINATIONS COMMITTEE

TERMS OF REFERENCE

JOINT COMMITTEE OF THE BOARD OF DIRECTORS OF REED ELSEVIER PLC AND THE COMBINED BOARD OF REED ELSEVIER NV

Purpose

The Nominations Committee (the “Committee”) shall provide assistance to the Boards of Reed Elsevier PLC, Reed Elsevier NV and Reed Elsevier Group plc (the “Boards”) by identifying individuals qualified to become directors and recommending to the Boards the appointment of such nominees.

Responsibilities and Duties

The responsibilities and duties of the Committee are:

- To agree the specification for the recruitment of new Directors, including term limits and age caps.
- To procure the recruitment of new Directors.
- To make recommendations to the Board of Reed Elsevier PLC, to the Combined Board of Reed Elsevier NV and to the Board of Reed Elsevier Group plc for the appointment of such nominees to the Boards of those companies, subject, where applicable, to the appropriate approval of their respective shareholders in due course.
- To recommend Directors to serve on the Committees of the Boards, giving consideration to the criteria for service on each committee as set out in the terms of reference for such committees.
- To recommend members of the Boards to serve as the Chair of the Committees of the Boards.
- To make recommendations to the Board of Reed Elsevier PLC and to the Combined Board of Reed Elsevier NV in relation to the possible re-appointment of directors retiring by rotation from those Boards (it being the intention that non-executive directors should generally serve no more than 3 terms of 3 years each).
- In considering such re-appointments, the Committee should have regard to the profile of the Boards, the needs of the Companies concerned at the relevant time and the performance of the particular director concerned.
- To appoint such consultants and advisers as may be appropriate to enable it to fulfil its purpose, including the authority to approve the fees payable to such advisers and any other terms of retention.
- To deal with such other organisational or other matters as may from time to time be delegated to it by agreement between the Board of Reed Elsevier PLC and the Combined Board of Reed Elsevier NV.

Membership

Membership of the Committee shall comprise:

- The Chairman of Reed Elsevier PLC and of the Supervisory Board of Reed Elsevier NV, for the time being; and
- At least one member of the Supervisory Board appointed by the Combined Board of Reed Elsevier NV and at least one non-executive director appointed by Reed Elsevier PLC and being an independent director of both; and

The Chairman of the Committee shall be the Chairman of Reed Elsevier PLC and of the Supervisory Board of Reed Elsevier NV, for the time being and, in his absence, the person designated by the Chairman to act in his absence or in the absence of such designation the member of the Committee chosen by the other members.

Only members of the Committee have the right to attend Committee meetings. The Committee may invite to its meetings any director, member of management, and such other persons, as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

The Secretary shall be the Secretary of the Company.

Removal

The members of the Committee shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed by a majority vote of the Board of Reed Elsevier PLC and the Combined Board of Reed Elsevier NV.

Quorum

Three persons

Annual Review

The Committee shall review and reassess, at least annually, the adequacy of these terms of reference and recommend to the Board of Reed Elsevier PLC and the Combined Board of Reed Elsevier NV any improvements to such terms that the Committee considers necessary or valuable.

Amended and approved by the Board 14 February 2012