

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 Extraordinary General

Meeting of Shareholders

Wednesday, 13 January 2010 at 09.30 am CET

Herman Boerhaave Room

at the offices of Reed Elsevier NV

Radarweg 29, 1043 NX Amsterdam, the Netherlands

To the shareholders of Reed Elsevier NV

Amsterdam, 17 December 2009

Extraordinary General Meeting of Shareholders

Dear shareholder,

I am pleased to invite you to an Extraordinary General Meeting of Shareholders (“EGM”) of Reed Elsevier NV (the “Company”). The EGM will be held on Wednesday 13 January 2010 at 09:30 hrs at the offices of Reed Elsevier NV, Herman Boerhaave Room, Radarweg 29 in Amsterdam.

This Extraordinary General Meeting of Shareholders is convened in order to propose the appointment of Mrs Marike van Lier Lels as a member of the Supervisory Board and further to propose an amendment of the articles of association of the Company in order to increase the availability of venues for the meeting of shareholders.

On 15 December 2009, we announced our intention to appoint Mrs Marike van Lier Lels as a member of the Supervisory Board of Reed Elsevier NV to succeed Mrs Dien de Boer-Kruyt, who will retire at the Annual General Meeting of 2010.

We are very pleased to welcome Mrs Marike van Lier Lels to Reed Elsevier. Mrs Van Lier Lels currently is a member of the supervisory boards of Royal KPN N.V., USG People N.V., TKH Group N.V. and Maersk B.V. She is also a member of the Audit Committee of the Netherlands Court of Audit, of the Advisory Council for the Ministry of Transport, Public Works and Water Management, of the Advisory Council for Science and Technology Policy and of the Central Plan Committee of the Netherlands Bureau for Economic Policy Analysis. Mrs Van Lier Lels held the position of Executive Vice President & COO of Schiphol Group from 2000 – 2005. Furthermore, she has held various senior positions in the Netherlands and in Singapore and Hong Kong for Nedlloyd. She has broad experience as a supervisory board member and has a good understanding of Dutch human resources, pensions and corporate governance issues.

Reed Elsevier’s Nominations Committee has determined that Mrs Van Lier Lels has excellent skills to fulfil the position of member of the Supervisory Board. The Combined Board recommends appointing her as a member of the Supervisory Board.

If you wish to attend the meeting, you can register in the manner described in the explanatory notes to the agenda for the EGM or at the website of the company (www.reedelsevier.com). A proxy form has been sent to those shareholders that are registered in the Company’s shareholders’ register.

Proxy holders representing different shareholders and who have received voting instructions such that they cannot vote all shares for which they will be attending 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 6 January 2010, 5 pm CET**, to enable appropriate processing of those instructions.

I look forward to meeting you on 13 January 2010.

Yours sincerely

Anthony Habgood
Chairman of the Supervisory Board

Secretariat of Reed Elsevier NV, PO Box 470, 1000 AL Amsterdam, Phone +31(0)20 485 2906, fax +31(0)20 485 2032

AGENDA

**Extraordinary General Meeting of Shareholders
of Reed Elsevier NV (the “Company”)
to be held on Wednesday 13 January 2010 at 09.30 am CET
at the offices of the Company, Herman Boerhaave Room,
Radarweg 29, Amsterdam, the Netherlands**

- 1. Opening**
- 2. Appointment of Mrs Marike van Lier Lels as a member of the Supervisory Board (resolution)**
- 3. Proposal to partially amend the articles of association of the Company (resolution)**
- 4. Closing**

Explanatory notes to the agenda

Item 2: Appointment of Mrs Marike van Lier Lels as a member of the Supervisory Board (resolution)

It is the intention of the Combined Board to have Mrs Marike van Lier Lels appointed as a member of the Supervisory Board. This was announced by Reed Elsevier on 15 December 2009. To facilitate the appointment, it is necessary that the Extraordinary General Meeting of Shareholders appoints Mrs Van Lier Lels as a member of the Supervisory Board of Reed Elsevier NV effective per closing of this extraordinary general meeting.

The Nominations Committee recommends the appointment of Mrs Van Lier Lels as a member of the Supervisory Board. Mrs Van Lier Lels has broad experience as a supervisory board member and has a good understanding of Dutch human resources, pensions and corporate governance issues. Mrs Van Lier Lels has the Dutch nationality, is independent and does not hold shares Reed Elsevier NV. The appointment is in accordance with the profile for that board which is available from the Reed Elsevier website (www.reedelsevier.com). In accordance with the recommendation of the Nominations Committee and article 21 under 3 of the Articles of Association, the Combined Board recommends the appointment of Mrs Van Lier Lels as a member of the Supervisory Board.

Mrs Van Lier Lels will be paid an annual fee of €48,000 and her time commitment towards Reed Elsevier is expected to be around 12 days per annum.

Biographical information as referred to in article 21 under 4 of the Articles of Association is included in these explanatory notes to the Agenda.

Item 3: Proposal to partially amend the articles of association of the Company (resolution)

The articles of association of the Company were last amended by notarial deed on 11 September 2009.

The proposed amendment is to amend article 37 of the articles of association to include the municipality of Haarlemmermeer as a possible venue for the General Meeting of Shareholders.

The verbatim text of the proposed amendment in Dutch (the official version) and a translation in English are available on the website van Reed Elsevier (www.reedelsevier.com) and at the offices of the Company.

Adoption of the proposal implies that each member of the Executive Board and the Company Secretary will be authorised to implement the proposed partial amendment of the articles of association and to represent the Company before the civil law notary.

Biographical information

As referred to in article 21 under 4 of the Articles of Association, concerning a candidate for appointment as member of the Supervisory Board at the Extraordinary General Meeting of Shareholders

Marike van Lier Lels (50)

Marike van Lier Lels is a Dutch national born on 19 October 1959 who was educated at the HTS (Institute of Technology) of Dordrecht and the Delft University of Technology. Currently, she holds supervisory board positions with Royal KPN N.V., USG People N.V., TKH Group N.V. and Maersk B.V. She is also a member of the Audit Committee of the The Netherlands Court of Audit, of the Advisory Council for the Ministry of Transport, Public Works and Water Management, of the Advisory Council for Science and Technology Policy and of the Central Plan Committee of the Netherlands Bureau for Economic Policy Analysis.

Number of securities held in the Company: none

Reed Elsevier NV Extraordinary General Meeting of Shareholders 13 January 2010

Record date and notification

The Executive 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 Executive Board on **Wednesday 23 December 2009** ("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 Registration Date of institutions affiliated to Euroclear Nederland (Euroclear) within the meaning of the Giro Securities Transfer Act ("Wet giraal effectenverkeer"). For holders of shares who are not administered via Euroclear, the designated (sub)register is the Company's register of shareholders.

Holders of bearer shares and holders of a right of pledge or a right of usufruct on such shares with voting rights administered via Euroclear who wish to attend the meeting in person or appoint a representative, must notify ABN AMRO Bank N.V., trading under the name RBS ("RBS") via the institution affiliated with Euroclear ("aangesloten instelling") in whose administration their shares are registered. Affiliated institutions must submit to RBS by **Wednesday 6 January 2010 at 5 pm CET** at the latest, for each shareholder concerned a written statement that they wish to attend the meeting including the number of shares notified for registration and held by 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 13 January 2010, the shareholder, respectively his proxy will be given access to the meeting.

Holders of registered bearer shares and holders of a right of pledge or a right of usufruct on such shares with voting rights who wish to attend the meeting in person or appoint a representative, who are registered in person in the Register of Shareholders of the Company at 5 pm CET as of the Record Date will be entitled to attend the EGM if they have notified the Executive Board of the Company by **Wednesday 6 January 2010 at 5 pm CET** in writing (see below correspondence detail) 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 13 January 2010, the shareholder respectively his proxy 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 its shares as set out above and (b) the proxy must be received by the Company (see below correspondence detail) no later than **Wednesday 6 January 2010 at 5 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 the below contact detail) no later than **Wednesday 6 January 2010 at 5 pm CET**, in order to procure appropriate processing of their instructions at the EGM. Holders of bearer shares who will not be attending the meeting in person may also give proxy to Company Secretary via RBS up until **Wednesday 6 January 2010 at 5 pm CET**. For further information, please visit www.rbs.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, 17 December 2009

Combined 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

Travel directions to Reed Elsevier NV, Radarweg 29, Amsterdam

By car

From the A10 (Amsterdam Ring Road)

Take exit S102 / IJmuiden

From the south:

Turn left onto Basisweg (direction IJmuiden)

From the north:

Turn right onto Basisweg (direction IJmuiden)

After about 600 meters on the Basisweg, turn right at the 2nd traffic lights onto Radarweg (opposite the Telegraaf building).

Turn right at the first opportunity into the parking garage, at the very beginning of this road.

<p>There is limited parking availability in the parking garage. For reservations, please contact the Secretariat well in advance at +31 (0)20 485 2906.</p>

Train station Amsterdam Sloterdijk

From the front of the station walk 300 meters to the right along Radarweg (cross the Basisweg).

It is the first building on your right hand. The walk takes about 10 minutes.