

Please note that this is an unofficial office translation, in which an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch text will by law govern.

DEED OF PARTIAL AMENDMENT OF THE ARTICLES OF ASSOCIATION OF REED ELSEVIER N.V.

On the [*] day of January two thousand and ten appeared before me, Dirk-Jan Jeroen Smit, civil law notary, officiating in Amsterdam, the Netherlands:

[*].

The person appearing declared that on the thirteenth day of January two thousand and ten, the general meeting of shareholders of **Reed Elsevier N.V.**, a public company with limited liability (*naamloze vennootschap met beperkte aansprakelijkheid*) incorporated under the laws of the Netherlands, having its official seat in Amsterdam, the Netherlands, and its office address at Radarweg 29, 1043 NX Amsterdam, the Netherlands, resolved to partially amend the articles of association of the company. An extract of the minutes of the meeting evidencing this resolution together with to authorisation granted to the person appearing to execute this deed have been attached to this deed.

The articles of association of the company have lastly been amended by a notarial deed of amendment of the articles of association executed before Dirk-Jan Jeroen Smit, civil law notary, officiating in Amsterdam, the Netherlands, on the eleventh day of September two thousand and nine, for which the required ministerial declaration of no-objections has been granted on the ninth day of September two thousand and nine, under number NV 208889.

The person appearing declared to partially amend the articles of association of the company as follows:

Article 37 will be amended and will read as follows:

“Article 37. Venue of Meetings.

General Meetings of Shareholders shall be held in Amsterdam, Rotterdam or Haarlemmermeer.”

Final.

The ministerial declaration of no-objections has been granted on the [*] day of January two thousand and ten under number NV 208889 and has been attached to this deed.

In witness whereof the original of this deed, which shall be retained by me, civil law notary, was executed in Amsterdam, the Netherlands, on the date first given in the head of this deed.

Having conveyed and explained the substance of this deed to the person appearing she declared that she took cognisance of the contents of the deed, agreed to these contents and did not require the deed to be read out to her in full.

Immediately after the reading of those parts of the deed which the law prescribes to be read out, this deed was signed by the person appearing, who is known to me, civil law notary, and by myself, civil law notary.