

**PROXY and VOTING INSTRUCTION FORM**

for the **Extraordinary General Meeting of the Shareholders** ('EGM') of  
**Reed Elsevier NV** (the 'Company'),

Amsterdam, the Netherlands (Register of Companies file number 33155037)

to be held on **26 May 2009**, at **3 pm** at the offices of the Company, Radarweg 29, Amsterdam

The undersigned,

Mr/Ms.....(name) .....(address)  
 .....(postal town/country)

(hereinafter "**Shareholder**"), acting in his/her capacity of holder .....(number\*) shares in the Company (the 'Shares'), hereby appoints:

Mr/Mrs.....(name),  
 living 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.

(\*mention the number of shares for each agenda item in the boxes below if different from the number of shares mentioned above!!)

Agenda item	For*	Against*	Abstain*
2. Appointment of Mr. Anthony Habgood as a member of the Supervisory Board			

The complete agenda and the explanatory notes and documents for the meeting are available on the website and from the offices of the Company ([www.reedelsevier.com](http://www.reedelsevier.com))

**Record date and notification**

The Combined Board has determined that those who are registered as shareholders by banks in the Netherlands admitted by Euroclear Nederland, the Dutch giro institute on **Tuesday 5 May 2009** (the Record Date), after processing of all settlements on that date and who have made a notification in the manner set out below, will have the right to attend and to vote at the meeting.

Holders of 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, must notify ABN AMRO Bank N.V., trading under the name RBS ("RBS") via the affiliated institution ("aangesloten instelling") in whose administration their shares are registered. Affiliated institutions must submit to RBS by **Tuesday 19 May 2009 at 5 pm** 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 26 May 2009, the shareholder respectively their proxy 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 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 in writing (see below correspondence detail) of their attendance by **Tuesday 19 May 2009 at 5 pm CET**. They will receive confirmation of their notification. This will serve as admission certificate and upon submission thereof at the offices of the Company prior to the EGM on 26 May 2009, the shareholder respectively their 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](http://www.reedelsevier.com)) and should

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

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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 Tuesday, 19 May 2009**. 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 **Tuesday, 19 May 2009**, in order to procure appropriate processing of their instructions by the electronic voting system at the EGM.

Holders of bearer shares who will not be attending the meeting in person may also give proxy and cast their votes on-line before the meeting until **Tuesday, 19 May 2009, 5 pm CET**. For further information, please visit [www.rbs.com/evoting](http://www.rbs.com/evoting).

In witness whereof a single original copy of this document was signed on

.....(date) at ..... (place)

..... (the Shareholder)

Company Secretariat Reed Elsevier NV  
P.O. Box 470, 1000 AL Amsterdam  
The Netherlands  
Fax +31 (0)20 485 2032