

**Extraordinary General Meeting of Shareholders of  
Reed Elsevier N.V.**  
held on Thursday 3 September 2009  
at 11.00 am, at the offices of the company,  
Tjalling C. Koopmans room, Radarweg 29, Amsterdam

*The meeting was chaired by the Chairman of the Supervisory Board. The minutes were kept by the Company Secretary. A draft of the minutes is made available on the website of the Company for a period of three months ending 4 December 2009, so as to enable comments.*

*Convocation for the meeting was announced in accordance with the Articles of Association on 13 August 2009. The full agenda and explanatory notes, the proposed amendments to articles of association of the Company and the full text of the articles of association after amendment had been made available at the offices of the Company and on the Company's website from the notice of meeting. The documents for the meeting are archived with these minutes and are available from the Company's website.*

*The minutes are intended to be a reliable and accurate summary of the order of, the discussions at and resolutions taken by the meeting. Notwithstanding the careful manner with which these minutes have been drawn up, it cannot be excluded that the precise meaning or scope of the observations or questions from individual shareholders at the meeting were not properly understood and reflected herein. For that purpose the possibility for comments was introduced. No rights can be derived from these minutes other than as regards the conclusions of the Chairman regarding the formalities for the meeting and the resolutions taken. Shareholders have had an opportunity to object to the disclosure of their identity in the published minutes. Where they made use of that right, this is reflected in these minutes.*

*The meeting was chaired by the Chairman in the English language. In view of the international constitution of the Company's shareholder base these minutes have been drawn up in the English language. On request a Dutch translation will be made available.*

*Voting at the meeting was by show of hands and the outcome of the voting was immediately communicated to those attending. The precise voting outcome was published on, the Company's website shortly after the meeting.*

## **1. Opening**

On behalf of the Supervisory Board and the Executive Board, the Chairman welcomed the shareholders to this Extraordinary General Meeting of Shareholders and thanked those shareholders present for taking the time to attend.

In accordance with article 38 subsection 1 of the articles of association, the Chairman chaired the meeting.

Mrs Jans van der Woude was appointed as Secretary of this Extraordinary General Meeting of Shareholders.

Mr Ian Smith and Mr Andrew Prozes, members of the Executive Board, and Lord Sharman, Mr Reid, Mr Polet, Mr Elliott and Ms Hook, members of the Supervisory Board, had sent their apologies; they were not able to attend this meeting, due to other prior commitments. Mrs Dien de Boer and the Chairman were in attendance representing the Supervisory Board and Mr Armour and Mr Engstrom were in attendance as members of the Executive Board.

The convocation for the meeting had been published on 13 August 2009 in the following newspapers:

- the Official Price Gazette of Euronext Amsterdam; and
- het Financieele Dagblad.

The full agenda and the explanatory notes to the agenda, including the information relating to

- the appointment of Mr Ben van der Veer as a member of the Supervisory Board;
- the proposed amendments to articles of association of the Company; and
- the full text of the articles of association after amendment;

were available at the Company, at RBS, and on the website of Reed Elsevier as per 13 August 2009. The Chairman noted that the meeting had been convened in accordance with the legal and statutory requirements.

Voting took place by show of hands. The exact results of the voting were announced in a press release available on the Company website on 3 September 2009.

328,323,775 ordinary shares with a nominal value of seven eurocents and 4,303,179 million R-shares with a nominal value of seventy eurocents were present or represented at the meeting. This entitled to 366,774,565 million votes. The Chairman noted that the total outstanding nominal share capital at the time of the meeting was approximately € 52 million comprised of about 700 million ordinary shares and 4.3 million R shares. 49.38 % of the share capital was represented.

## **2. Appointment of Mr Ben van der Veer as member of the Supervisory Board (resolution)**

Item 2 on the agenda related to the appointment of Mr Ben van der Veer as a member of the Supervisory Board. The Chairman referred to the explanatory notes to the agenda and the biographical information concerning a candidate for appointment contained therein.

On 13 August 2009, the Company announced its intention to appoint Mr Ben van der Veer RA as a member of the Supervisory Board of Reed Elsevier NV. Mr Van der Veer would also become a non-executive director of Reed Elsevier PLC with effect from 3 September 2009. It was also announced that Mr Van der Veer would subsequently be appointed as a member of the Audit Committees, effective the same date. The Chairman went on to note that Mr Van der Veer has had an extremely distinguished career with KPMG in the Netherlands where he was chairman of the executive board for 10 years and internationally where he was chairman EMEA and served on the International Management Committee. He is also serving on other Supervisory Boards, most notably Aegon NV and TomTom NV. The Chairman stated that his significant skills and experience mean that he would complement the skills within the Supervisory Board of Reed Elsevier and would be a valuable addition to the Audit Committees.

The Nominations Committee had determined that Mr Ben van der Veer has excellent skills to fulfill the position of member of the Supervisory Board and the Combined Board recommended appointing him as a member of the Supervisory Board. Mr Van der Veer was present at this meeting.

There were no further questions and the meeting proceeded to voting. The Company Secretary had received voting instructions from several institutions, which represented 266,043,960 votes for, 525,759 votes against and 278 abstentions.

The Chairman declared that the proposal had been approved with 366,248,528 votes cast for, 525,759 votes cast against and 278 abstentions and that Mr Van der Veer had been appointed as a member of the Supervisory Board effective per the close of this meeting for a maximum period of three years, thus ending at the closing of the AGM of 2012. The Chairman thanked the shareholders for their confidence and congratulated Mr Van der Veer and Reed Elsevier on his appointment.

### **3. Proposal to partially amend the articles of association of the Company (resolution)**

Item 3 on the agenda related to a proposed partial amendment of the articles of association, which amendments were of a technical nature. This proposal was made by the Combined Board in connection with recent legislative changes in the laws and regulations for public limited companies.

The articles of association of the Company were last amended by notarial deed on 4 January 2008.

The verbatim text of the proposed amendment was available in Dutch (the official version) and in a translation in English on the website of Reed Elsevier ([www.reedelsevier.com](http://www.reedelsevier.com)) and at the offices of the Company.

The Chairman went on to note that adoption of the proposal implied that each member of the Executive Board and the Company Secretary would be authorised to implement the proposed partial amendment of the articles of association and to represent the Company before the civil law notary.

There were no further questions and the meeting proceeded to voting. The Company Secretary had received voting instructions for several institutions, which represented 265,515,667 votes for, 539,052 votes against and 515,278 abstentions.

The Chairman declared that the proposal had been approved with 365,720,235 votes cast for, 539,052 votes cast against and 515,278 abstentions. The articles of association would be partially amended as per the proposal by a public deed before the civil law notary.

### **4. Closing**

There were no questions or comments and the Chairman declared the meeting closed and thanked the shareholders again for attending.