

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 2009

Thursday, 3 September 2009 at 11.00 am CET  
Tjalling C. Koopmans Room  
at the offices of Reed Elsevier NV  
Radarweg 29, 1043 NX Amsterdam, the Netherlands

**To the shareholders of Reed Elsevier NV**

Amsterdam, 13 August 2009

**Extraordinary General Meeting of Shareholders**

Dear shareholder,

I am pleased to invite you to the Extraordinary General Meeting of Shareholders (“EGM”) of Reed Elsevier NV (the “Company”). The EGM will be held on Thursday 3 September 2009 at 11.00 am at the offices of Reed Elsevier NV, Tjalling C Koopmans Room, Radarweg 29 in Amsterdam.

The Extraordinary General Meeting of Shareholders is convened in order to propose for the appointment of Mr Ben van der Veer as a member of the Supervisory Board and further to propose certain technical amendments of the articles of association of the Company in order to align the articles of association of the Company with legislative changes that became effective 1 July 2009.

Today, 13 August 2009, we announced our intention to appoint Mr Ben van der Veer RA as a member of the Supervisory Board of Reed Elsevier NV. He will also become a non-executive director of Reed Elsevier PLC with effect from 3 September 2009. Mr Van der Veer will subsequently be appointed as member of the Audit Committees, effective the same date.

We are very pleased to welcome Ben van der Veer to Reed Elsevier. Ben van der Veer held the position of chairman of the Executive Board of KPMG in the Netherlands from 1999 – 2008 and was a member of the Management Committee of the International Network of KPMG. Ben van der Veer has recent and relevant business and financial experience. He is currently member of the Supervisory Board and Audit Committee of AEGON NV, member of the Supervisory Board and chairman of the Audit Committee of TomTom NV and member of the Supervisory Board of Siemens Nederland NV. Ben’s significant skills and experience mean that he will complement the skills within the Supervisory Board of Reed Elsevier and will be a valuable addition to the Audit Committees.

Reed Elsevier’s Nominations Committee has determined that Mr Ben van der Veer has excellent skills to fulfil the position of member of the Supervisory Board and the Combined Board recommends appointing him 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](http://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 **Thursday 27 August 2009, 5.00 pm CET**, to enable appropriate processing of those instructions.

I look forward to meeting you on 3 September 2009.

Yours sincerely,

Anthony Habgood  
Chairman of the Supervisory Board

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

## **AGENDA**

**Extraordinary General Meeting of Shareholders  
of Reed Elsevier NV (the “Company”)  
to be held on Thursday, 3 September 2009 at 11.00 am CET  
at the offices of the Company, Tjalling C. Koopmans Room,  
Radarweg 29, Amsterdam, the Netherlands**

- 1. Opening**
- 2. Appointment of Mr Ben van der Veer 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 Mr Ben van der Veer as a member of the Supervisory Board (resolution)**

It is the intention of the Combined Board to have Mr Ben van der Veer RA appointed as member of the Supervisory Board. He will also become a non-executive director of Reed Elsevier PLC with effect from 3 September 2009. This was announced by Reed Elsevier on 13 August 2009. Mr Van der Veer will subsequently be appointed as member of the Audit Committees, effective the same date.

To facilitate the appointment, it is necessary that the General Meeting of Shareholders appoints Mr Van der Veer as a member of the Supervisory Board effective per closing of this general meeting.

The Nominations Committee recommends the appointment of Mr Van der Veer as a member of the Supervisory Board and the appointment is in accordance with the profile for that board which is available from the Reed Elsevier website ([www.reedelsevier.com](http://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 Mr Van der Veer as a member of the Supervisory Board.

Mr Van der Veer will be paid an annual fee of €75,000 and his time commitment towards Reed Elsevier is expected to be around 20 days per annum.

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

### **Item 3: Proposal to partially amend the articles of association**

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

The proposed amendments are of a technical nature and are being proposed in connection with recent legislative changes in the laws and regulations for public limited companies.

The proposed amendment of articles 6 under 5, 30 under 2 and 32 under 1 is being made in order to align these provisions with current applicable legislation.

Additionally, pursuant to the implementation of the Transparency Directive in the Dutch Financial Supervision Act (*Wet op Financiële Toezicht, "Wft"*), the obligation to advertise in the Dutch Official Price Gazette and a nationally distributed Dutch newspaper under the Euronext Rulebook, General Rules of the Euronext Amsterdam Stock Market ("Rulebook II") was removed per 1 July 2009. All information that the Company is required to disclose according to Rulebook II, must be published in the manner prescribed by the Wft. Currently, article 43 of the articles of association still provides a double obligation to advertise in a nationally distributed Dutch newspaper and in the Dutch Official Price Gazette. The Combined Board proposes to amend article 43 of the articles of association by including a reference to applicable legislation.

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](http://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

### **Ben van der Veer (58)**

(Dutch)

Ben van der Veer is a Dutch national born on 24 March 1951 who was educated at the HEAO of Amsterdam and holds the NIVRA certification as registered accountant (RA). He is a member of the Supervisory Board and Audit Committee of AEGON NV, member of the Supervisory Board and chairman of the Audit Committee of TomTom NV and member of the Supervisory Board of Siemens Nederland NV.

Mr Van der Veer held the position of chairman of the Executive Board of KPMG in the Netherlands from 1999 – 2008 and was a member of the Management Committee of KPMG International Board. He is member of the Supervisory Board and chairman of the Audit Committee of UNICEF Netherlands, member of the Supervisory Board of Stichting Amsterdams Historisch Museum, member of the Advisory Board of Stichting Nieuwe Kerk Amsterdam and member of the Board of Nationaal Fonds 4 and 5 May.

Number of securities held in the Company: 1298 ordinary shares

## Reed Elsevier NV Extraordinary General Meeting of Shareholders 3 September 2009

### **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 **Thursday 13 August 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). For holders of shares who are not administered via Euroclear, the designated (sub)register is the Company’s register of shareholders.

Holders of shares 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 **Thursday 27 August 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 3 September 2009, the shareholder, respectively his proxy will be given access to the meeting.

Holders of registered shares 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 **Thursday 27 August 2009 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 3 September 2009, 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](http://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 **Thursday 27 August 2009 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 **Thursday 27 August 2009 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 **Thursday 27 August at 5 pm CET**. For further information, please visit [www.rbs.com/evoting](http://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, 13 August 2009

Combined Board

Communication with the Company regarding the above information through:  
Company Secretariat Reed Elsevier NV  
Tel. +31(0)20 485 2906  
Fax +31(0)20 485 2032  
P.O. Box 470  
1000 AL Amsterdam  
The Netherlands

## Travel Directions 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 3rd traffic lights on to Radarweg (opposite the Telegraaf building).

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

**There is limited parking availability in the parking garage. Please contact the Secretariat well in advance at +31(0)20 485 2906.**

### 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.