

PROXY FORM

for the **Annual General Meeting of the Shareholders** ('AGM') of
Reed Elsevier NV (the 'Company'),
 Amsterdam, the Netherlands (Register of Companies file number 33155037)
 to be held on **19 April 2006**, from **10.30 am** at the Hotel Okura, Amsterdam

The Undersigned,

(name)

(address)

(hereinafter "**Shareholder**"), by these presents acting in his/her capacity of holder
(number*) shares in the Company (the 'Shares'), for the purposes and to the extent set forth
 herein, hereby appoints:

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

living at

.....(address)**

as his/her proxy ("**Proxy**") to represent him/her at the AGM, and particularly to attend and speak at the AGM and to
 vote the Shares in respect of the items on the agenda for the AGM, 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*	Abstention*
3. Approval of the 2005 Financial Statements			
4(a). Waiver claims against members of the Executive Board			
4(b). Waiver of claims against members of the Supervisory Board			
5. Dividend proposal (€0.267 final, €0.359 total 2005)			
6. Appointment of Deloitte Accountants BV as external auditors for 2006			
7. Changes to Long Term Incentive Share Option Scheme 2003			
8. Changes in the Supervisory Board			
(a) Appointment Mrs L Hook			
(b) Re-appointment Mrs G de Boer-Kruyt			
(c) Re-appointment Mr M Elliott			
(d) Re-appointment Mr C van Lede			
(e) Re-appointment Mr D Reid			
9. Changes in the Executive Board			
(a) Re-appointment Mr G van de Aast			
(b) Re-appointment Mr P Tierney			
10. Delegation to the Executive Board of the authority to acquire shares in the Company			
11(a). Delegation to the Combined Board of the authority to issue shares and to grant share options			
11(b). Delegation to the Combined Board of the authority to restrict or cancel pre-emptive rights			

REED ELSEVIER NV

Proxy form AGM 19 April 2006 page 2

The complete agenda and the documents for the meeting are available on the website and from the offices of the Company.

Procedural guidelines

This power of attorney shall be effective subject to observance of the following guidelines.

The Shareholder shall have observed the requirements for attending the Annual General Meeting of the Shareholders on 19 April 2006 as set out in the notice of meeting attached to the agenda as Appendix A and summarised below.

Shareholders have access to the AGM if they hold shares in the Company on **12 April 2006** (“the Registration Date”) **at 5 pm (CET)** after processing of all transactions in shares on that date, and have notified ABN AMRO Bank NV in the Netherlands, through their bank or broker in the Netherlands, of their intention to attend the AGM, with confirmation of the shares in the Company which they hold on the Registration Date. This notification and confirmation must have been received by ABN AMRO Bank NV no later than Wednesday, **12 April 2006**. Following receipt of the notification and confirmation by ABN AMRO Bank NV, and having established that the shares are held in the name of the shareholder on the Registration Date, the shareholder will receive a certificate of registration. Upon submission thereof by the shareholder or the proxy at the Hotel Okura prior to the AGM on 19 April 2006, the shareholder or the proxy holder will be given access to the meeting.

Shareholders who are registered in person in the Register of Shareholders of the Company will be entitled to attend the AGM if they have notified the Executive Board of the Company in writing (Reed Elsevier NV c/o Company Secretariat, PO Box 470, 1000 AL Amsterdam; Fax +31(0)20-6180325) of their intention to attend the AGM and if it has been established that, having accounted for all transactions in shares notified to the Company, they are registered in the Register of Shareholders on **12 April 2006, 5 pm CET**. A confirmation hereof will be sent to the shareholder. Upon submission thereof by the shareholder or the proxy holder at the Hotel Okura prior to the AGM on 19 April 2006, the shareholder or the proxy will be given access to the meeting.

Subject to the above, shareholders who have qualified for attendance at the AGM, can be present in person or by proxy. Proxies need to be in writing 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 AGM. The proxy must be received by the Company (Reed Elsevier NV c/o Company Secretariat, PO Box 470, 1000 AL Amsterdam) no later than **Friday, 14 April 2006**.

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

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

_____ (the Shareholder)

Reed Elsevier NV
Company secretariat
PO Box 470
1000 AL Amsterdam
The Netherlands
Fax +31(0)20-6180325