

**PROXY and VOTING INSTRUCTION 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 **18 April 2007**, from **10.30 am** at 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 2006 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 (€0.304 final 2006)			
6. Appointment of Deloitte Accountants BV as external auditors			
7. Changes in the Supervisory Board			
(a) Re-appointment Mr J.H.M. Hommen			
(b) Re-appointment Lord C.M. Sharman			
(c) Re-appointment Mr R.W.H. Stomberg			
(d) Appointment Mr R.B. Polet			
8. Changes in the Executive Board			
(a) Re-appointment Mr M.H. Armour			
(b) Re-appointment Mr E.N. Engstrom			
9. Amendment to the remuneration policy			
10. Amendment Articles of Association			
11. Conditional amendment Articles re Share Consolidation			
12. Delegation to the Executive Board of the authority to acquire shares in the Company			
13(a). Delegation to the Combined Board of the authority to issue shares and to grant share options			
13(b). Delegation to the Combined Board of the authority to restrict or cancel pre-emptive rights			

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

REED ELSEVIER NV

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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.

**Notification and Registration Shareholders**

Shareholders who wish to attend the meeting must procure that a bank or broker in the Netherlands associated with Euroclear Netherlands shall inform ABN AMRO Bank N.V. in the Netherlands (Service desk: +31(0)20-579 9455) of their intention to attend the meeting and for which number of shares, no later than **Wednesday, 11 April 2007.**

Shareholders shall have attendance rights if on **Wednesday, 11 April 2007** ("the Registration Date"), after processing of all trading transactions on the Registration Date, they are registered as shareholders of the Company with a bank or broker in the Netherlands associated with Euroclear Netherlands and this and the number of shares for which they wish to attend the meeting has been confirmed to ABN AMRO Bank N.V. in the Netherlands.

Following receipt of the notification and share confirmation by ABN AMRO Bank N.V., the shareholder will receive a confirmation of notification. Upon submission thereof by the shareholder or the proxy at Hotel Okura prior to the AGM on 18 April 2007, the shareholder or the proxy holder will be given access to the meeting.

**Shareholders in the Company's shareholder register**

Shareholders, usufructuaries and holders of pledges over shares with voting rights, who are registered in person in the Register of Shareholders of the Company on the Registration Date at 5 p.m. (CET) will be entitled to attend the AGM if they have notified the Executive Board of the Company in writing (see the below correspondence address) of their intention to attend the AGM. They will subsequently receive a confirmation hereof and upon submission thereof at Hotel Okura prior to the AGM on 18 April 2007, they will be given access to the meeting.

**Attendance by Proxy**

Subject to compliance with the above provisions, shareholders can attend and vote at the AGM 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 (see the below correspondence address) no later than **Friday, 13 April 2007.**

Proxy holders representing different shareholders and who have received voting instructions such that they cannot vote all the 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 set out below) no later than Friday 13 April 2007, to enable appropriate processing of those instructions.

**Communication with the Company regarding the above information through:**

Company Secretariat Reed Elsevier N.V.  
Tel. +31(0)20 485 2222, Fax +31 (0)20 485 2032  
P.O. Box 470, 1000 AL Amsterdam  
The Netherlands

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

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

\_\_\_\_\_ (the Shareholder)