

**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 **24 April 2008**, from **10.30 a.m. CET** 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
1. Opening		No vote	
2. Annual Report presentation and discussion		No vote	
3. Discussion and adoption 2007 Financial Statements			
4(a). Waiver of claims against members of the Executive Board			
4(b) Waiver of claims against members of the Supervisory Board			
5. Dividend proposal (€0.311 final 2007)			
6. Appointment of Deloitte Accountants BV as external auditors			
7. Changes in the Supervisory Board			
(a) Re-appointment Lisa Hook			
8. Changes in the Executive Board			
(a) Re-appointment Sir Crispin Davis			
(b) Re-appointment Gerard van de Aast			
(c) Re-appointment Andrew Prozes			
9(a) Amendment remuneration policy			
9(b) Amendment fees supervisory board			
10. Authority Executive Board to acquire shares in the Company			
11(a). Authority Combined Board to issue shares and grant rights to acquire shares			
11(b). Authority for the Combined Board to restrict or cancel pre-emptive rights on share issues			

The complete agenda and the documents for the meeting are available on the website and from the offices of the Company (see below correspondence detail).

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

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

**Admittance and voting rights**

Shareholders shall have attendance and voting rights if on **Thursday, 27 March 2008** ("the Registration Date"), after processing of all trading transactions on Euronext as of the Registration Date, they are registered as shareholders of the Company with a bank or broker in the Netherlands associated with Euroclear Netherlands

Shareholders, usufructuaries and holders of a pledge over shares with voting rights, who wish to attend the meeting must procure that a bank or broker in the Netherlands associated with Euroclear Netherlands shall notify ABN AMRO Bank NV in the Netherlands (Client desk +31(0)76-579 9455, open between 8 a.m. and 4 p.m. CET, or servicedesk.beleggen@nl.ABNAMRO.com) no later than **Thursday, 17 April 2008** that they were shareholder as of the Registration Date and that they wish to attend the meeting and for which number of shares. The shareholder will receive a confirmation of their notification for the meeting. This will serve as admission certificate and upon submission thereof at Hotel Okura prior to the AGM on 24 April 2008, the shareholder respectively their proxy holder will be given access to the meeting.

Shareholders, usufructuaries and holders of a pledge over shares with voting rights, who are registered in person in the Register of Shareholders of the Company at 6 p.m. CET as of the Registration Date will be entitled to attend the AGM if they have notified the Executive Board of the Company in writing (*see below correspondence detail*) of their attendance. They will receive confirmation of their notification. This will serve as admission certificate and upon submission thereof at Hotel Okura prior to the AGM on 24 April 2008, 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 AGM in person or by proxy. Proxies need to be in writing (form available 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 AGM. The proxy must be received by the Company (*see below correspondence detail*) no later than **Monday, 21 April 2008**.

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 **Monday, 21 April 2008**, in order to procure appropriate processing of their instructions by the electronic voting system at the AGM.

Shareholders who participate in the Netherlands Shareholders Communication Channel ([www.communicatiekanaal.nl](http://www.communicatiekanaal.nl)) have received a proxy form and instructions by mail. Participants can vote electronically via [www.proxyvote.nl](http://www.proxyvote.nl), using the control number on the voting instruction form which they have received by mail.

**Persons without a valid admission certificate will not be given access to the meeting. Attendants may be asked for identification.**

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

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

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

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