

PROXY and VOTING INSTRUCTION FORM

for the **Annual General Shareholders' Meeting (AGM)** of
Reed Elsevier NV (the **Company**), Amsterdam, the Netherlands
 (Register of Companies file number 33155037) to be held on

Tuesday 20 April 2010 at 10.30 am at the Marriott Hotel, Stadhouderskade 12 in Amsterdam

The undersigned,

Mr/Mrs

Address

City

(hereinafter **Shareholder**), acting in his/her capacity of holder (number*) shares in the Company (the **Shares**), hereby appoints**:

Mr/Mrs** (name)

residing 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.

* *please list the number of shares for each agenda item in the boxes below only if different from the number of shares mentioned above !!*

Agenda item	For*	Against*	Abstain*
4. Adoption of the 2009 Annual Financial Statements			
5a. Release from liability of the members of the Executive Board			
5b. Release from liability of the members of the Supervisory Board			
6. Determination and distribution dividend proposal			
7. Appointment external auditors			
8a. Re-appointment Robert Polet			
8b. Re-appointment Anthony Habgood			
8c. Re-appointment Ben van der Veer			
9a. Re-appointment Erik Engstrom			
9b. Re-appointment Mark Armour			
10a. Amendment to remuneration policy			
10b. New long-term incentive plan: the Growth Plan			
10c. New long-term incentive plan: the BIP 2010			
11. Delegation to the Executive Board of the authority to acquire shares in the Company			
12a. Designation of the Combined Board as authorised body to issue shares and to grant rights to acquire shares in the capital of the Company			
12b. Extension of the designation of the Combined Board as authorised body to limit or exclude pre-emptive rights to the issuance of shares			

The complete agenda and the explanatory notes and documents for the meeting are available on the website (www.reedelsevier.com) and from the offices of the Company

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

REED ELSEVIER NV

Proxy and voting instruction form to the AGM 20 April 2010

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 **Tuesday 23 March 2010** (the **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 Record Date of institutions affiliated to Euroclear Nederland (**Euroclear**) within the meaning of the Giro Securities Transfer Act (*Wet giraal effectenverkeer*). For holders of shares who are not administered via Euroclear, the designated (sub)register is the Company's register of shareholders.

Holders of shares and holders of a right of pledge or a right of usufruct on such shares with voting rights administered via Euroclear who wish to attend the meeting in person or appoint a representative, must notify The Royal Bank of Scotland N.V. (**RBS**) via the institution affiliated with Euroclear (*aangesloten instelling*) in whose administration their shares are registered. Affiliated institutions must submit to RBS by **13 April 2010 at 5pm CET** 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 his 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 Marriott Hotel prior to the AGM on 20 April 2010, the shareholder respectively his proxy will be given access to the meeting.

Holders of shares and holders of a right of pledge or a right of usufruct on such shares with voting rights registered in person in the register of shareholders of the Company on the Record Date at 5pm CET who wish to attend the meeting in person or appoint a representative, will be entitled to attend the AGM if they have notified the Executive Board of the Company in writing (see the contact details below) of their attendance by **Tuesday 13 April 2010 at 5pm CET**. The shareholder will receive confirmation of his notification from the Company. This will serve as admission certificate and upon submission thereof at the Marriott Hotel prior to the AGM on 20 April 2010, 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 AGM in person or by proxy. Proxies need to be in writing (form available free of charge on 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. In order to give proxy and voting instructions, the shareholder (a) must have registered his shares as set out above and (b) the duly completed and signed proxy including, as appropriate, voting instructions, must be received by the Company (see contact details below) **no later than Tuesday 13 April 2010**.

Proxy holders representing multiple shareholders who have received voting instructions such that they cannot vote all the shares which they are representing in the same manner (for, against, abstain) for each individual agenda item will, need to contact the Company Secretariat (see contact details below) no later than **Tuesday 13 April 2010**, in order to procure appropriate processing of their instructions by the electronic voting system at the AGM.

Holders of shares who will not be attending the meeting in person may also give proxy to the Company Secretary and cast their votes on-line via the RBS e-voting system before the meeting until **Tuesday 13 April 2010 at 5pm CET**. For further information, please visit www.rbs.com/evoting.

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

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

..... (signature)

Please return to:
Company Secretariat
Reed Elsevier NV
P.O. Box 470
1000 AL Amsterdam
The Netherlands

For more information:
Telephone +31 (0)20 485 2906

or by fax: +31 (0)20 485 2032