

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

Annual General Shareholders'

Meeting 2011

Tuesday, 19 April 2011 at 10.30 am CET

Hilton Hotel

Apollolaan 138

1077 BG Amsterdam

The Netherlands



# To the shareholders of Reed Elsevier NV

Amsterdam, 7 March 2011

## Annual General Meeting 2011

Dear shareholder,

I am pleased to invite you to the Annual General Meeting (**AGM**) of Reed Elsevier NV (the **Company**). The AGM will be held on Tuesday 19 April 2011 at 10.30 am at the Hilton Hotel, Apollolaan 138 in Amsterdam.

On 17 February 2011 we announced that Lord Sharman is retiring from the Supervisory Board at the conclusion of the 2011 AGM and is not seeking re-appointment. Lord Sharman was appointed at the annual general shareholders' meeting of the Company in April 2002. I would like to take the opportunity to thank Colin Sharman for 9 years of valuable service on the Supervisory Board and as Chairman of the Audit Committee. Serving on the Nominations Committee and, until recently also as Chairman of the Audit Committee, Colin has been a core member of the Supervisory Board and has greatly influenced the development of the Company over the last decade. We are sorry to see him retire.

Also on 17 February 2011 we announced our intention to appoint Mr Adrian Hennah as member of the Supervisory Board of Reed Elsevier NV and as a member of the Board of Reed Elsevier PLC and Reed Elsevier Group plc. Subject to the approval of shareholders, I am delighted to welcome Adrian Hennah to Reed Elsevier. Adrian Hennah was appointed chief financial officer of Smith & Nephew in 2006. Adrian Hennah's significant skills and experience of 25 years in finance and operations in the medical devices, technology and pharmaceutical industries mean that he will bring highly relevant experience and he will ideally complement the skills within the Supervisory Board of Reed Elsevier.

In accordance with the provisions of The UK Corporate Governance Code issued by the Financial Reporting Council in May 2010, all other directors of the Board of Reed Elsevier PLC will retire from the board of Reed Elsevier PLC at the 2011 annual general meeting and they each offer themselves for re-election. In accordance with Reed Elsevier's governance arrangements, where possible each member of the Boards should stand for re-appointment by the shareholders of the respective parent companies at the same time. In accordance with these governance arrangements, all other members of the Supervisory Board and both members of the Executive Board of the Company shall stand down at the close of the AGM and will also stand for re-appointment as members of the respective Boards. For further details, see the Explanatory notes to the Agenda.

We have reviewed the remuneration of the Supervisory Board that was approved by the annual general shareholders' meeting in 2008. It is proposed to better align the determination of remuneration of the non-executive directors of the parent companies. In order to achieve that and in accordance with article 21 under 8 of the Articles of Association of the Company, the Combined Board proposes to set the maximum amount of remuneration for the Supervisory Board at €600,000 per annum. In comparison, the maximum amount of annual remuneration for non-executive directors of Reed Elsevier PLC is £500,000 which was approved at the annual general meeting of Reed Elsevier PLC in 2010. For further details, see the Explanatory notes to the Agenda.

The rest of the formal agenda will be generally familiar to you and further explanation is provided in the enclosed agenda and the Explanatory notes to the Agenda. You will find the Reed Elsevier Annual Reports and Financial Statements 2010 on Reed Elsevier's website [www.reedelsevier.com](http://www.reedelsevier.com).

Reed Elsevier welcomes active participation of shareholders at the AGM, both through questions and through voting. If you wish to attend the meeting, you can register in the manner described in the Explanatory notes to the Agenda or on the website of Reed Elsevier. A proxy form has been sent to those shareholders that are registered in the Company's shareholders' register and will be sent to those shareholders who participate in the Shareholder's Communication Channel. There will be electronic voting at the AGM. For that purpose proxy holders representing different shareholders who have received voting instructions such that they cannot vote all the shares which they are representing 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 **Tuesday 12 April 2011, 5.00 pm CET**, to enable appropriate processing of those instructions.

I look forward to meeting you on 19 April 2011.

Yours sincerely,

**Anthony Habgood**

Chairman of the Supervisory Board

Secretariat of Reed Elsevier NV

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**AGENDA**  
**Annual General Meeting of Shareholders**  
**of Reed Elsevier NV (the Company)**  
**to be held on Tuesday, 19 April 2011 at 10.30 a.m. CET**  
**at Hilton Hotel, Apollolaan 138, Amsterdam, the Netherlands**

1. **Opening**
2. **Annual Report 2010 (discussion)**
3. **Adoption of the 2010 Annual Financial Statements (resolution)**
4. **Release from liability of the members of the Executive Board and the Supervisory Board**
  - a. Release from liability of the members of the Executive Board (resolution)
  - b. Release from liability of the members of the Supervisory Board (resolution)
5. **Determination and distribution of dividend (resolution)**
6. **Appointment of external auditors (resolution)**
7. **Composition of the Supervisory Board**
  - a. Appointment Adrian Hennah (resolution)
  - b. Re-appointment Mark Elliott (resolution)
  - c. Re-appointment Anthony Habgood (resolution)
  - d. Re-appointment Lisa Hook (resolution)
  - e. Re-appointment Marike van Lier Lels (resolution)
  - f. Re-appointment Robert Polet (resolution)
  - g. Re-appointment David Reid (resolution)
  - h. Re-appointment Ben van der Veer (resolution)
8. **Composition of the Executive Board**
  - a. Re-appointment of Erik Engstrom (resolution)
  - b. Re-appointment of Mark Armour (resolution)
9. **Remuneration of the Supervisory Board**
  - a. Introduction of a fee for the Senior Independent Director (resolution)
  - b. Proposal of the Combined Board to set the maximum amount of annual remuneration of the Supervisory Board at €600,000 (resolution)
10. **Delegation to the Executive Board of the authority to acquire shares in the Company (resolution)**
11. **Designation of the Combined Board as authorised body to issue shares, to grant options and to restrict pre-emptive rights**
  - a. Designation of the Combined Board as authorised body to issue shares and to grant rights to acquire shares in the capital of the Company (resolution)
  - b. Extension of the designation of the Combined Board as authorised body to limit or exclude pre-emptive rights to the issuance of shares (resolution)
12. **Any other business**
13. **Close of meeting**

## Explanatory notes to the Agenda

### Item 2: Annual Report 2010

Mr Erik Engstrom, Reed Elsevier's Chief Executive Officer, will give a presentation of the development of the business and results achieved in 2010. Further, the Report of the Supervisory Board and the Executive Board will be discussed, for which reference is made to page 166 and onwards of the Reed Elsevier Annual Reports and Financial Statements 2010.

### Item 3: Discussion and adoption of the 2010 Annual Financial Statements (resolution)

The Company's 2010 Annual Financial Statements are included in and constituted by the Reed Elsevier Annual Reports and Financial Statements 2010. These have been drawn up by the Executive Board and audited by Deloitte Accountants B.V., who has issued an unqualified opinion. The auditor will be present during the meeting to answer questions. It is proposed that the 2010 Annual Financial Statements are adopted by the General Meeting of Shareholders.

### Item 4: Release from liability of the members of the Executive Board and the Supervisory Board

#### *4a. Release from liability of the members of the Executive Board (resolution)*

In accordance with article 31 under 2 of the Articles of Association, the General Meeting of Shareholders is requested to release the members of the Executive Board from liability for their management insofar as such management is apparent from the financial statements or otherwise disclosed to the general meeting prior to the adoption of the annual accounts.

#### *4b. Release from liability of the members of the Supervisory Board (resolution)*

In accordance with article 31 under 2 of the Articles of Association, the General Meeting of Shareholders is requested to release the members of the Supervisory Board from liability for their supervision insofar as such supervision is apparent from the financial statements or otherwise disclosed to the general meeting prior to the adoption of the annual accounts.

### Item 5: Dividend (resolution)

Subject to the adoption of the 2010 Annual Financial Statements by the General Meeting of Shareholders and in accordance with article 33 under 1 of the Articles of Association, the Combined Board recommends a final dividend of €0.303 per ordinary share of €0.07 nominal value. Taking into account the €0.109 interim dividend per ordinary share that was paid on 27 August 2010, this means that the 2010 total dividend per ordinary share amounts to €0.412. The final dividend will be payable on 17 May 2011 and the ordinary shares will trade ex-(final) dividend from 21 April 2011.

### Item 6: Appointment of external auditors (resolution)

In accordance with article 30 under 6 of the Articles of Association, the General Meeting of Shareholders has the authority to appoint the external auditor that will conduct the audit of the financial statements. The Audit Committee has conducted a formal review of the performance of the external auditors and the effectiveness of the audit. Based on this review, and on their subsequent observations on the planning and execution of the external audit for the financial year ended on 31 December 2010, the Audit Committee has recommended the re-appointment of Deloitte Accountants B.V. as external auditors of the Company until the Annual General Meeting of Shareholders in 2012. The Supervisory Board follows this recommendation with the support of the Executive Board. The terms and conditions applicable to this re-appointment will be determined by the Supervisory Board. Reference is made to the Audit Committee report on pages 81 to 84 of the Reed Elsevier Annual Reports and Financial Statements 2010.

### Item 7: Composition of the Supervisory Board

- 7a. Appointment Adrian Hennah (resolution)*
- 7b. Re-appointment of Mark Elliott (resolution)*
- 7c. Re-appointment of Anthony Habgood (resolution)*
- 7d. Re-appointment of Lisa Hook (resolution)*
- 7e. Re-appointment Marike van Lier Lels (resolution)*
- 7f. Re-appointment of Robert Polet (resolution)*
- 7g. Re-appointment of David Reid (resolution)*
- 7h. Re-appointment of Ben van der Veer (resolution)*

Lord Sharman is retiring from the Supervisory Board at the conclusion of the 2011 AGM and is not seeking re-appointment.

In view of the retirement of Lord Sharman, a search has been conducted for a suitable candidate to join the Supervisory Board. This has resulted in the Nominations Committee recommending to the Combined Board the appointment of Adrian Hennah as a member of the Supervisory Board and as non-executive director to the board of Reed Elsevier PLC. Adrian Hennah was appointed chief financial officer of Smith & Nephew in 2006. He has over 25 years experience in finance and operations in the medical devices, technology and pharmaceutical industries and he will bring highly relevant experience to our board discussions.

It is the intention of the Combined Board to have Adrian Hennah appointed as member of the Supervisory Board. This was announced by Reed Elsevier on 17 February 2011.

To facilitate that appointment, it is necessary that the General Meeting of Shareholders appoints Adrian Hennah as a member of the Supervisory Board effective at the closing of this AGM. Subject to shareholder approval of his appointment, Adrian Hennah will become a member of the Audit Committees and of the Corporate Governance Committee.

The Nominations Committee recommends the appointment of Mr Hennah 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 Hennah as a member of the Supervisory Board.

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

In accordance with the provisions of The UK Corporate Governance Code issued by the Financial Reporting Council in May 2010 relating to annual re-election of directors, all other directors of the board of Reed Elsevier PLC will retire from the board of Reed Elsevier PLC at the 2011 annual general meeting and they each offer themselves for re-election. In accordance with Reed Elsevier's governance arrangements, where possible each member of the Boards should stand for re-appointment by the shareholders of the respective parent companies at the same time. In accordance with these governance arrangements, all other members of the Supervisory Board of the Company shall stand down at the close of the AGM and will also stand for re-appointment as members of the respective Boards. All members other than Lord Sharman are eligible and have stated their willingness to accept a re-appointment.

During 2010 the Corporate Governance Committee conducted a review of the functioning and constitution of the Reed Elsevier Boards and their committees, and also undertook a board effectiveness review. Based on these assessments, the Nominations Committee believes that the contribution and performance of each board member seeking re-appointment at the AGM continues to be effective, and that they each demonstrate commitment to their respective roles in Reed Elsevier. Accordingly, the Nominations Committee recommends the re-appointment of each board member with the exception of Lord Sharman.

In accordance with recommendations of the Nominations Committee and article 21 under 3 of the Articles of Association, it is recommended by the Combined Board that Messrs Mark Elliott, Anthony Habgood, Robert Polet, David Reid and Ben van der Veer and Ms Hook and Ms Van Lier Lels are re-appointed as members of the Supervisory Board. Biographical information as referred to in article 21 under 4 of the Articles of Association in relation to the members of the Supervisory Board recommended for re-appointment are included in these explanatory notes to the Agenda. Appointments to the Supervisory Board are made in accordance with the profile for that board which is available on the Reed Elsevier website ([www.reedelsevier.com](http://www.reedelsevier.com)).

## **Item 8: Composition of the Executive Board**

*8a. Re-appointment of Erik Engstrom (resolution)*

*8b. Re-appointment of Mark Armour (resolution)*

On 23 November 2010 Reed Elsevier announced the retirement of Andy Prozes from his role as Chief Executive Officer of LexisNexis and from the Executive Board of Reed Elsevier NV with effect from 31 December 2010. Mr Prozes will not be replaced on the Executive Board and no further executive board appointments will be made at this time.

In accordance with the provisions of The UK Corporate Governance Code issued by the Financial Reporting Council in May 2010 relating to annual re-election of directors, all directors of the board of Reed Elsevier PLC will retire from the board of Reed Elsevier PLC at the 2011 annual general meeting and other than Lord Sharman who is retiring, they each offer

themselves for re-election. In accordance with Reed Elsevier's governance arrangements, where possible each member of the Boards should stand for re-appointment by the shareholders of the respective parent companies at the same time. In accordance with these governance arrangements, both members of the Executive Board of the Company shall stand down at the close of the AGM and will also stand for re-appointment as members of the respective Boards. Both members are eligible and have stated their willingness to accept a re-appointment.

Erik Engstrom, who was appointed as a member of the Executive Board and CEO of the Elsevier division in 2004, was appointed Chief Executive Officer of Reed Elsevier in November 2009. Mark Armour was appointed in 1999 as a member of the Executive Board of Reed Elsevier NV and as Chief Financial Officer.

During 2010 the Corporate Governance Committee conducted a review of the functioning and constitution of the Reed Elsevier Boards, and also undertook a board effectiveness review. Based on these assessments, the Nominations Committee believes that the contribution and performance of both Executive Board members seeking re-appointment at the AGM continues to be effective, and that they each demonstrate commitment to their respective roles in Reed Elsevier.

Accordingly, the Nominations Committee recommends the re-appointment of both Executive Board members. The Combined Board recommends in accordance with article 15 under 2 of the Articles of Association to re-appoint Erik Engstrom and Mark Armour as members of the Executive Board. The relevant personal details of Messrs Engstrom and Armour appear on page 10 below of these Explanatory notes to the Agenda.

## **Item 9: Remuneration of the Supervisory Board**

### *9a. Introduction of a fee for the Senior Independent Director (resolution)*

The fees for members of the Supervisory Board were last reviewed and increased in 2008 at which time the Combined Board resolved not to introduce a fee for the role of Senior Independent Director (SID) although there was an increasing trend for such fees at that time. This trend has continued with many of the AEX companies and the majority of FTSE 100 companies paying fees to their SID/Deputy Chairmen. The amended Dutch Corporate Governance Code 2008 and the revised UK Corporate Governance Code 2010 have extended the role of the SID from being a point of contact for concerned shareholders, to, in addition, now requiring him/her to act as a sounding board for the Chairman and act as an intermediary for other members of the Supervisory Board and members of the Executive Board/ (non-)executive directors when necessary.

The Combined Board therefore recommends that the General Meeting of Shareholders shall approve a fee for the SID to recognise the additional responsibility and workload which the role now entails and that a total fee of £20,000 be paid in addition to the total Supervisory Board member/non-executive director fee of £55,000. The proposed fee to the SID represents the position at all three boards. It is proposed that this fee be implemented retrospectively from 1 January 2011.

### *9b. Proposal of the Combined Board to set the maximum amount of annual remuneration of the Supervisory Board at €600,000 (resolution)*

We have reviewed the remuneration of the Supervisory Board that was approved by the annual general shareholders meeting in 2008. It is proposed to better align the determination of remuneration of the non-executive directors of the parent companies.

At the annual general shareholders' meeting of Reed Elsevier PLC in 2010, the cap on the aggregate remuneration for non-executive directors of Reed Elsevier PLC was set at £500,000 per annum. The total fee paid to members of the Supervisory Board of the Company who also serve as non-executive directors of the boards of Reed Elsevier PLC and Reed Elsevier Group plc is disclosed in the remuneration report included in the Reed Elsevier Annual Reports and Financial Statements 2010 on page 74.

In order to achieve alignment of determination of remuneration of the Supervisory Board with determination of non-executive fees at Reed Elsevier PLC and in accordance with article 21 under 8 of the Articles of Association of the Company, the Combined Board proposes to set the maximum amount of remuneration for the Supervisory Board at €600,000 per annum. This proposed limit of €600,000 per annum will only apply to the proportion of the fees borne by the Company, not to the fees borne by Reed Elsevier PLC and Reed Elsevier Group plc. The Combined Board recommends that the AGM approves the proposed maximum amount of annual remuneration of the Supervisory Board.

**Item 10: Delegation to the Executive Board of the authority to acquire shares in the Company (resolution)**

The General Shareholders' Meeting granted the Executive Board the authority to acquire own shares of the Company on 20 April 2010 for a period up to and including 19 October 2011. In accordance with article 9 of the Articles of Association, it is proposed to again grant the Executive Board the authority to acquire own shares of the Company through stock exchange trading or otherwise, for a period of 18 months from the date of the AGM and therefore up to and including 18 October 2012. The delegation of authority relates to the maximum number of shares mentioned in article 9 under 2(b) of the Articles of Association, for prices not below the nominal value and not exceeding the higher of (a) 105% of the average market price of the Company's ordinary shares on NYSE Euronext Amsterdam during the five trading days immediately preceding the date of the re-purchase, (b) the price of the last independent trade of an ordinary share of the Company on NYSE Euronext Amsterdam or (c) the then current independent bid for an ordinary share of the Company on NYSE Euronext Amsterdam. If the re-purchase concerns R shares, the price shall not be lower than the nominal value and not higher than if calculated on the basis of the price of the ordinary shares in which they can be converted.

**Item 11: Designation of the Combined Board as authorised body to issue shares, to grant options and to restrict pre-emptive rights (resolution)**

*11a. Designation of the Combined Board as authorised body to issue shares and to grant rights to acquire shares in the capital of the Company (resolution)*

Pursuant to a resolution passed by the General Shareholders' Meeting on 20 April 2010, the designation of the Combined Board as authorised body to issue shares and to grant rights to subscribe for shares as referred to in article 6 of the Articles of Association was extended for a period expiring on 19 October 2011.

The Combined Board recommends and proposes to the General Shareholders' Meeting, for a period of 18 months from the date of the AGM and therefore up to and including 18 October 2012, in accordance with and within the limits of article 6.2 of the Articles of Association, to designate the Combined Board as authorised body:

- (i) to issue shares and grant rights to acquire shares in the capital of the Company, provided this authority shall be limited to 10% of the issued share capital of the Company at close of trading on NYSE Euronext Amsterdam on 19 April 2011, plus an additional 10% of the issued share capital of the Company as per the same date in relation with mergers or acquisitions; furthermore and without application of the 10% limitation,
- (ii) to issue shares in the capital of the Company in so far as this would be done to meet obligations resulting from the exercise of rights to acquire shares under approved share (option) schemes, it being understood that the authority under (i) and (ii) shall be restricted by the limitations provided in article 6.2 of the Articles of Association.

*11b. Extension of the designation of the Combined Board as authorised body to limit or exclude statutory pre-emptive rights to the issuance of shares (resolution)*

The Combined Board recommends and proposes to the General Shareholders' Meeting, for a period of 18 months from the date of the AGM and therefore up to and including 18 October 2012, in accordance with and within the limits of article 7.4 of the Articles of Association, to extend the current designation of the Combined Board as authorised body to limit or exclude the statutory pre-emptive rights of shareholders at an issue of shares or a grant of rights to acquire shares in the capital of the Company, which is resolved upon by the Combined Board pursuant to Item 11a.

## Biographical information

As referred to in article 15 under 3 of the Articles of Association, concerning members of the Executive Board seeking re-appointment at the 2011 AGM.

### **Erik Engstrom (47)**

(Swedish)

Chief Executive Officer since November 2009. Joined Reed Elsevier as Chief Executive Officer of Elsevier in 2004. Prior to joining Reed Elsevier was a partner at General Atlantic Partners. Before that was president and chief operating officer of Random House Inc and, before its merger with Random House, president and chief executive officer of Bantam Doubleday Dell, North America. Began his career as a consultant with McKinsey. Served as a non-executive director of Eniro AB and Svenska Cellulosa Aktiebolaget SCA. Holds a BSc from Stockholm School of Economics, a MSc from the Royal Institute of Technology in Stockholm, and gained an MBA from Harvard Business School as a Fulbright Scholar.

Number of securities held in the Company: 383,450

### **Mark Armour (56)**

(British)

Chief Financial Officer of Reed Elsevier Group plc and Reed Elsevier PLC since 1996, and of Reed Elsevier NV since 1999. Non-executive director of SABMiller plc. Prior to joining Reed Elsevier as Deputy Chief Financial Officer, was a partner in Price Waterhouse. Holds an MA in Engineering from Cambridge University and qualified as a Chartered Accountant.

Number of securities held in the Company: 136,889

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 2011 AGM.

### **Adrian Hennah (53)**

(British)

To be proposed for appointment as a member of the Supervisory Board at the 2011 Annual General Meeting. Chief financial officer of Smith & Nephew plc. Before that was chief financial officer of Invensys plc, having previously held various senior finance and management positions within GlaxoSmithKline for 18 years.

Number of securities held in the Company: 0

As referred to in article 21 under 4 of the Articles of Association, concerning members of the Supervisory Board seeking re-appointment at the 2011 AGM.

### **Mark Elliott (61)**

(American)

Member of the Supervisory Board since 2003. Chairman of the Remuneration Committee of Reed Elsevier Group plc and a member of the Nominations and Corporate Governance Committees. Chairman of QuinetiQ Group plc and a non-executive director of G4S plc. Until his retirement in 2008, was General Manager IBM Global Solutions, having held a number of positions with IBM, including Managing Director of IBM Europe, Middle East and Africa.

Number of securities held in the Company: 0

### **Anthony Habgood (64)**

(British)

Chairman since 2009. Chairman of Reed Elsevier's Nominations and Corporate Governance Committees, and a member of the Remuneration Committee. Chairman of Whitbread plc. Was chairman of Bunzl plc and of Mölnlycke Healthcare Limited and served as chief executive of Bunzl plc, chief executive of Tootal Group plc and a director of The Boston Consulting Group Inc. He has also been non-executive director of Geest plc; Marks and Spencer plc; National Westminster Bank plc; Powergen plc; and SVG Capital plc. Holds an MA in Economics from Cambridge University and an MS in Industrial Administration from Carnegie Mellon University. He is a visiting Fellow at Oxford University.

Number of securities held in the Company: 25,000

**Lisa Hook (52)**

(American)

Member of the Supervisory Board since 2006. Member of the Audit Committees and Corporate Governance Committee. President and Chief Executive Officer of NeuStar Inc. A director of The Ocean Foundation. Before that was President and Chief Executive Officer at Sun Rocket Inc. Was President of AOL Broadband, Premium and Developer Services. Prior to joining AOL, was a founding partner at Brera Capital Partners LLC. Previously was chief operating officer of Time Warner Telecommunications. Has served as senior advisor to the Federal Communications Commission Chairman and a senior counsel to Viacom Cable.

Number of securities held in the Company: 0

**Marike van Lier Lels (51)**

(Dutch)

Member of the Supervisory Board since 2010. Member of the Corporate Governance Committee. Currently holds supervisory board positions with Royal KPN N.V., USG People N.V., TKH Group N.V. and Maersk B.V. She is also a member of the Audit Committee of the Netherlands Court of Audit, of the Advisory Council for the Ministry of Transport, Public Works and Water Management, of the Advisory Council for Science and Technology Policy and of the Central Plan Committee of the Netherlands Bureau for Economic Policy Analysis.

Number of securities held in the Company: 0

**Robert Polet (55)**

(Dutch)

Member of the Supervisory Board since 2007. Member of the Remuneration Committee and of the Corporate Governance Committee. Non-executive director of Wilderness Holdings Limited. President and chief executive officer of Gucci Group until 1 March 2011. Spent 26 years at Unilever working in a variety of marketing and senior executive positions throughout the world including President of Unilever's Worldwide Ice Cream and Frozen Foods division.

Number of securities held in the Company: 0

**David Reid (64)**

(British)

Member of the Supervisory Board since 2003. Senior independent director and a member of the Audit, Nominations Remuneration and Corporate Governance Committees. Non-executive chairman of Tesco PLC, having previously been executive deputy chairman until December 2003, and finance director from 1985 to 1997. Chairman of Kwik-Fit and previously a non-executive director of De Vere PLC, Legal and General Group plc and Westbury PLC.

Number of securities held in the Company: 0

**Ben van der Veer (59)**

(Dutch)

Member of the Supervisory Board since 2009. Chairman of the Audit Committee from August 2010, member of the Nominations Committee and of the Corporate Governance Committee. Member of the supervisory boards of AEGON NV, TomTom NV, Siemens Nederland NV and Koninklijke FrieslandCampina NV. Was chairman of the executive board of KPMG in the Netherlands and a member of the management committee of the KPMG International board until his retirement in 2008, having joined in 1976.

Number of securities held in the Company: 1,298

# Reed Elsevier NV Annual General Meeting of Shareholders 19 April 2011

## 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 22 March 2011 (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 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 **Tuesday 12 April 2011 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 its notification for the meeting, including the number of shares registered for the meeting. This will serve as admission certificate and upon submission thereof prior to the AGM at the Hilton Hotel on 19 April 2011, the shareholder, respectively his proxy, will be given access to the meeting.

Holders of registered shares and holders of a right of pledge or a right of usufruct on such shares with voting rights who are registered in person in the Register of Shareholders of the Company at 5pm CET as of the Record Date 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 by **Tuesday 12 April 2011 at 5pm CET** in writing or electronically (see contact details below) 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 Hilton Hotel prior to the AGM on 19 April 2011, 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](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. 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 contact details below) no later than **Tuesday 12 April 2011 at 5pm CET**.

There will be electronic voting at the AGM. 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 contact details below) no later than **Tuesday 12 April 2011 at 5pm CET**, in order to procure appropriate processing of their instructions at the AGM. Holders of shares who will not be attending the meeting in person may also give proxy to Company Secretary and cast their shares on-line via the RBS e-voting system up until **Tuesday 12 April 2011 at 5pm CET**. For further information, please visit [www.rbs.com/evoting](http://www.rbs.com/evoting).

## Shareholders Communication Channel

Shareholders participating in the Shareholders' Communication Channel will receive by mail or via email instructions on the manner in which they can be represented at the meeting. They have the facility to vote electronically via [www.proxyvote.nl](http://www.proxyvote.nl), by using the control number on the proxy form.

**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, 7 March 2011

Executive Board

Communication with the Company regarding the above information through:

Company Secretariat Reed Elsevier NV

Telephone +31 (0)20 485 2906

Fax +31 (0)20 485 2032

P.O. Box 470

1000 AL Amsterdam

The Netherlands

RENvsecretariat@reedelsevier.com

## Travel directions Hilton Hotel

### By public transport

#### From Amsterdam Central Station by tram

There are various options

Tram nr 5; direction Amstelveen Binnenhof or tram nr. 24; direction Stadionplein. Get off at stop Apollolaan on the Beethovenstraat (on a bridge). Cross (right) at the pedestrian crossing onto Apollolaan and keep walking in that direction for about ± 400 meters. Cross at pedestrian crossing. Hilton Hotel Amsterdam is on your right hand side.

Tram nr 16; direction VU Medisch Centrum. Get off at stop Emmastraat on De Lairessestraat. Walk back in the direction that the tram came from and take the first street on the right, Emmastraat. Follow this street, cross the bridge and Hilton Amsterdam will be on your left hand side.

#### From Schiphol Airport / Station Zuid/WTC

Take a train that stops at station Zuid/WTC. From station Zuid/WTC take tram nr 5; direction Centraal Station. Get off at stop Apollolaan on the Beethovenstraat (on a bridge). Cross (right) at the pedestrian crossing onto Apollolaan and keep walking in that direction for about ± 400 meters. Cross at pedestrian crossing. Hilton Hotel Amsterdam is on your right hand side.

#### Shuttle service from Station Zuid/WTC

Reed Elsevier has arranged for a shuttle service from Station Zuid/WTC. Right across the exit of the railway station at the WTC side you will find a shuttle bus at the loading and unloading location to take you to the Hilton hotel.

### By car

#### Coming from The Hague / Schiphol Airport A4

Via A4 onto A10, exit Amstelveen/S108. Turn right at the traffic lights onto Amstelveenseweg.

At the third traffic lights keep the right lane onto Stadionweg and take the first left after the tram stop onto Olympiaweg. Follow this road until it becomes the Apollolaan, turn left at the 3rd traffic lights and turn left again and park in front of the Hilton Hotel.

#### Coming from Utrecht A2

Via A2 onto A10 follow direction 'Schiphol'. Take exit Amstelveen/S108. For the remaining directions, see above.

#### Parking at the Hilton Hotel

The hotel has some parking space in front of the hotel. Reed Elsevier cannot guarantee parkingspace.

The Reed Elsevier meeting organisation provides free tickets.



