

Profile for non-executive directors/members of the Supervisory Board of Reed Elsevier NV

From 17 February 2010

The purpose of this profile is to provide a guide to the membership and work of the Supervisory Board of Reed Elsevier NV.

The role of the Supervisory Board is to supervise the policies of the Executive Board and the general affairs of Reed Elsevier and its operations, as well as to assist the Executive Board by providing advice. In discharging its role, the Supervisory Board shall be guided by the interests of Reed Elsevier and its operations, and shall take into account the relevant interests of its shareholders. The Supervisory Board shall also have due regard for corporate social responsibility issues that are relevant to the company. The Supervisory Board is responsible for the quality of its own performance.

Membership of the Supervisory Board should reflect the requirements needed to engage in relevant, informed, expert and efficient discussion and decision making at board level regarding all aspects of Reed Elsevier's activities and the management of its operations, having regard for:

- (i) the nature, size and the markets of Reed Elsevier's activities;
- (ii) applicable rules of corporate governance which govern Reed Elsevier's activities and corporate organisation in applicable constituencies, taking into account the nature of Reed Elsevier NV and Reed Elsevier PLC as listed companies, including but not limited to the provisions of the Governing Agreement between Reed Elsevier NV and Reed Elsevier PLC, applicable since 1 January 1993 as amended from time to time;
- (iii) the specific organisational structure of Reed Elsevier;
- (iv) the duties and responsibilities allocated to the non-executives as per the corporate governance arrangements within Reed Elsevier.

Expertise and membership

On that basis the following specific elements shall need to be sufficiently represented as regards the knowledge, experience and back ground of the non-executive directors, separately or in combination:

- Executive management experience at main board level with a company comparable in size and international spread of activities with those of Reed Elsevier and with a stock exchange listing in Amsterdam, London or New York;
- Knowledge of corporate governance issues applicable to companies with a primary listing on the Amsterdam, London or New York stock exchanges;
- Understanding of the specific markets (product and geographical) where Reed Elsevier is active;
- Experience with and understanding of telecommunications and computer technology, electronic commerce and techniques for electronic collection, processing and dissemination of information;

- Relevant practical legal experience, particularly but not limited to corporate legal, securities law and mergers & acquisitions work;
- Understanding of the management of human resources in a large creative international company and with the selection and remuneration of main board members and senior executives;
- Awareness of corporate social responsibility issues including global issues as sustainability, environment, communities, values;
- Experience with financial organisations, audit and relevant developments, including internal control and risk management, particularly in the UK, The Netherlands and the USA;
- International banking, tax and corporate finance.

Most of these elements are represented by the current members of the Supervisory Board as set out in the attached survey. The attachment indicates the more specific experience and qualities of the Supervisory Board members, but it is emphasized that the absence of a director in any of the mentioned categories does not imply that the individuals would fail to have any experience or qualifications in that specific area.

Each member of the Supervisory Board is capable to assess the broad outline of the overall policy of Reed Elsevier. The Combined Board of Reed Elsevier ensures that when making nominations for appointments on the Supervisory Board, that the nominee shall have the specific expertise required for the fulfilment of duties assigned to the nominee within the framework of the profile for the Supervisory Board.

Appointments to the Supervisory Board shall be made without regard to gender, national, religious or ethnical background. It is the intention of the Nominations Committee when it makes recommendations for the appointment of new members of the Supervisory Board to also consider the composition of the company's work force and their residency. The Supervisory Board is keen to aim for a diverse composition in terms of such factors as gender and age.

The provisions of the Dutch Corporate Governance Code 2008 regarding appointments to and the constitution of the Supervisory Board shall be taken into account when (recommendations for) appointments to the Supervisory Board are made.

Attachment to non-executive/Supervisory Board profile – 19 April 2011

Specific expertise and know how of individual non-executive directors and Supervisory Board members*

	Mark Elliott	Anthony Habgood	Adrian Hennah	Lisa Hook	Marieke van Lier Lels	Robert Polet	David Reid	Ben van der Veer
Executive management experience in a large international listed company at main board level		X	X		X	X	X	
Knowledge of corporate governance issues for companies listed on the stock exchanges of Amsterdam, London or New York	X	X	X	X	X	X	X	X
Operational experience in Reed Elsevier's <i>product</i> markets	X	X		X				
Operational experience in Reed Elsevier's main <i>geographical</i> markets	US, EU** UK	UK, US, NL, EU**	UK, US	US	NL, Asia	NL, UK, US, EU**	UK, US, EU**	NL, UK, EU**
Marketing, customer relations	X	X	X	X		X	X	X
Knowledge of and operational experience with telecommunication/ computer technology, electronic publishing	X	X	X	X	X			
Management of human resources, selection and remuneration of executives and senior management	X	X	X	X	X	X	X	X
Corporate Social Responsibility	X	X	X	X	X	X	X	X
Legal matters		X	X	X	X	X	X	X
Banking, tax and corporate finance		X	X				X	X
Fin. and organisational audit		X	X	X	X		X	X
Corporate strategy and organisation	X	X	X	X	X	X	X	X

* The above table only provides an indication of more specific qualities and experience. The absence of the individual directors in any category does not intend to imply that he/she would not avail of relevant expertise or know how.

** EU = Europe, excluding the UK and/or the Netherlands.

The Audit Committee financial experts as referred to in III.5.7 are Ben van der Veer, David Reid and Adrian Hennah