

This document is important and requires your immediate attention

If you are in any doubt as to what action you should take, you should consult immediately with your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Reed Elsevier PLC, please send this Notice of Annual General Meeting and accompanying documents to the stockbroker, or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

A Proxy Form for the Annual General Meeting is enclosed and should be completed and returned so as to reach the Company's Registrar not less than 48 hours before the time of the meeting. Completion and return of the Proxy Form or such other instrument appointing a proxy will not prevent you from attending and voting at the meeting in person, should you wish. Alternatively, you can register your proxy vote electronically no later than 48 hours before the time of the meeting, either online at www.reedelsevier.com/vote, or by using the service provided by Euroclear UK & Ireland Limited. Further details are given in the notes to the attached Notice of Annual General Meeting.



Reed Elsevier PLC

Notice of Annual General Meeting

To be held at the Millennium Hotel, Grosvenor Square, London W1K 2HP
on Wednesday, 25 April 2012 at 11.00 am

Letter from the Chairman

To the holders of Reed Elsevier PLC ordinary shares

Dear Shareholder,

Annual General Meeting 2012

Introduction

I am pleased to invite you to the 2012 Annual General Meeting (the "AGM") of Reed Elsevier PLC (the "Company"), which will be held on Wednesday, 25 April 2012 at 11.00 am in the Ballroom at the Millennium Hotel, Grosvenor Square, London W1K 2HP.

The Notice of AGM (the "Notice") on pages 7 to 9 sets out the business to be considered at the meeting. Explanatory notes on all of the business to be considered at this year's AGM appear on pages 3 to 5.

Dividend

Your Board has proposed a final dividend for 2011 of 15.9p per ordinary share. Subject to approval by shareholders, the dividend will be paid on 21 May 2012, to shareholders appearing on the register of members at the close of business on 27 April 2012.

The Company will be operating a Dividend Reinvestment Plan ("DRIP") for the 2011 final dividend. Shareholders who have previously elected to participate in the DRIP, and who wish to reinvest their 2011 final dividend, need take no action. The closing date for withdrawing an existing dividend reinvestment election, or making a new election, is 27 April 2012. Further information concerning the DRIP appears on page 190 of the Reed Elsevier Annual Reports and Financial Statements 2011.

Board appointments

In accordance with the recommendation contained in the UK Corporate Governance Code issued by the Financial Reporting Council in May 2010, all directors will retire from the Board at the AGM and, being eligible, each will offer him/herself for re-election. Taking into account the assessment by the Corporate Governance Committee of the qualifications, performance and effectiveness of each individual director seeking re-election, the Board has accepted a recommendation from the Nominations Committee that each director be proposed for re-election at the AGM.

We have been conducting a search for a suitable candidate to join the Board as a non-executive director, and I am delighted to be able to report that this has resulted in the Nominations Committee recommending to the Board the appointment of Mr Brennan, as well as recommending to the Combined Board of Reed Elsevier NV his appointment as a member of their Supervisory Board. Subject to shareholder approval these appointments will be effective from 1 November 2012. Mr Brennan, a US citizen was appointed chief executive officer of AstraZeneca PLC in 2006. He has over 35 years' experience in the biopharmaceutical industry and in the development, manufacturing and commercialisation of innovative medicines. Mr Brennan will bring highly relevant experience to our board discussions. Subject to his appointment at the Annual General Meetings, Mr Brennan will also be appointed a non-executive director of Reed Elsevier Group plc with effect from 1 November 2012.

Biographical information concerning each director appears on page 6.

Recommendation

Your Board considers that the proposed resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole. Accordingly, they unanimously recommend you to vote in favour of each resolution, as they intend to do in respect of their own shareholdings in the Company.

Voting procedures

Enclosed with the Notice is a Proxy Form. Whether or not you plan to attend the AGM, I would ask you to complete the Proxy Form and return it to the Company's Registrar at the address shown on the Proxy Form. Alternatively, a proxy vote may be submitted online at www.reedelsevier.com/vote or, if you are a user of the CREST system, via the CREST electronic proxy appointment service. Further information concerning the appointment of a proxy is set out on pages 10 and 11.

All resolutions proposed at the meeting will be decided by poll in accordance with current recommended best practice.

Yours sincerely

Anthony Habgood
Chairman

12 March 2012

Explanation of business

to be proposed at the 2012 Annual General Meeting

Resolution 1 – Adoption of report and accounts

The directors must present the report of the directors and the accounts of the Company for the year ended 2011 to shareholders at the AGM. The report of the directors, the accounts, and the report of the Company's auditors are contained within the Reed Elsevier Annual Reports and Financial Statements 2011, copies of which have been sent to those shareholders who have elected to receive them, and are available online at www.reedelsevier.com.

Resolution 2 – Directors' Remuneration Report

The Directors' Remuneration Report is contained in the Reed Elsevier Annual Reports and Financial Statements 2011. The Directors' Remuneration Report gives details of the directors' remuneration for the year ended 2011 and sets out the Company's overall policy on directors' remuneration.

The Board considers that appropriate executive remuneration plays a vital part in helping to achieve the Company's overall objectives. In compliance with the legislation, shareholders will be invited to approve the Directors' Remuneration Report. The vote is advisory in nature and not specific to any director's level or terms of remuneration.

Resolution 3 – Declaration of 2011 Final Dividend

A final dividend can only be paid after the shareholders at a general meeting have approved it. If approved, the dividend will be paid on 21 May 2012 to shareholders on the register of members at the close of business on 27 April 2012.

Resolutions 4 and 5 – Re-appointment of Auditors and Auditors' Remuneration

The auditors of a Company must be re-appointed at each general meeting at which accounts are laid. Resolution 4 proposes the re-appointment of the Company's existing auditors, Deloitte LLP, until the conclusion of the next general meeting of the Company at which accounts are laid. Resolution 5 gives authority to the directors to determine the auditors' remuneration.

Resolution 6 – Election of a director (to be proposed as a special resolution)

Resolution 6 proposes the election of Mr Brennan as a non-executive director of the Company with effect from 1 November 2012.

The Nominations Committee believes that Mr Brennan is independent in character and there are no relationships or circumstances likely to affect his independence or judgement. Accordingly, the Nominations Committee recommends the election of Mr Brennan as a director.

Resolutions 7 to 15 – Re-election of directors

Resolutions 7 to 15 relates to those directors who are seeking re-election in accordance with the annual re-election provisions of The UK Corporate Governance Code, issued by the Financial Reporting Council in May 2010.

In October 2011 we announced that Mark Armour, Chief Financial Officer, has decided to retire from the boards of Reed Elsevier at the end of 2012. The Nominations Committee is currently in the process of identifying his successor and has appointed an executive search firm to review both internal and external candidates.

In order to allow for an orderly transition to newly appointed non-executive directors and after having determined that Sir David Reid and Mark Elliott both remain independent in character and judgement and that there were no circumstances likely to affect their independent judgement, the Nominations Committee has requested Sir David Reid and Mark Elliott to be available for re-appointment for a period of one year after this Annual General Meeting. Sir David Reid and Mark Elliott have served three terms of each three years as non-executive directors.

During 2011, the Corporate Governance Committee conducted a review of the functioning and constitution of the boards and their committees. The Corporate Governance Committee appointed an external evaluator to carry out an independent evaluation of the board's effectiveness. Based on their review, the Nominations Committee believes that the contribution and performance of each director seeking re-election at the AGM continues to be valuable and effective, and that they each demonstrate commitment to their respective roles in the Company. The Nominations Committee believes that the non-executive directors are independent in character and there are no relationships or circumstances likely to affect their independence or judgement. Accordingly, the Nominations Committee recommends the re-election of each director in resolutions 7 to 15.

Biographical information concerning each director appears on page 6.

Resolution 16 – Authority to allot shares

Resolution 16 renews a similar authority approved by shareholders at the 2011 AGM. The Company's directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by shareholders. The authority conferred on the directors at last year's AGM under section 551 of the Companies Act 2006 (the "2006 Act") to allot shares expires on the date of the forthcoming AGM. Accordingly, this resolution seeks to grant a new authority under section 551 of the 2006 Act to authorise the directors to allot shares (including treasury shares) in the Company or grant rights to subscribe for, or convert any security into, shares in the Company and will expire at the conclusion of the 2013 AGM or, if earlier, the close of business on 25 July 2013.

Paragraph (A) of resolution 16 will, if passed, authorise the directors to allot shares or grant rights to subscribe for, or to convert any security into, such shares in the Company up to a maximum nominal amount of £58.6 million. This amount represents just under 33.3% of the Company's existing issued ordinary share capital (excluding treasury shares) as at 29 February 2012 (being the latest practicable date prior to publication of this Notice of AGM). Paragraph (B) of resolution 16 authorises the directors to allot, including the shares referred to in (A), further of the Company's unissued shares up to an aggregate nominal amount of £117.1 million in connection with a pre-emptive offer to existing shareholders by way of a rights issue (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the rights issue cannot be made due to legal and practical problems). This amount represents just under 66.6% of the Company's existing issued ordinary share capital (excluding treasury shares) as at 29 February 2012. The proposals contained in resolution 16 are in accordance with the current institutional guidelines published by the Association of British Insurers.

Although at present the directors have no intention of exercising this authority, it is considered prudent to maintain the flexibility that it provides.

The Company held 34.2 million treasury shares as at 29 February 2012. This amount represents 2.7% of the Company's issued ordinary share capital as at that date.

Resolution 17 – Disapplication of pre-emption rights

This resolution also renews an authority approved at the 2011 AGM. Under section 561(1) of the 2006 Act, if the directors wish to allot ordinary shares, or grant rights to subscribe for, or convert securities into, ordinary shares, or sell treasury shares for cash they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the directors need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. This cannot be done under the 2006 Act unless the shareholders have first waived their pre-emption rights. Resolution 17 asks the shareholders to do this and, apart from rights issues or any other pre-emptive offer concerning equity securities, the authority contained in this resolution will be limited to the issue of shares for cash up to an aggregate nominal value of £9.0 million (which includes the sale on a non pre-emptive basis of any shares held in treasury), which represents less than 5% of the Company's issued ordinary share capital as at 29 February 2012.

Companies are generally able to allot equity securities for cash in order to satisfy entitlements under employee share plans without those securities being counted towards that company's normal 5% disapplication limit. However, as a consequence of the merger of the Reed Elsevier PLC and Reed Elsevier NV businesses in 1993, employees of the Company and its subsidiaries became employees of either Reed Elsevier Group plc or a Reed Elsevier participating company. This has the effect that equity securities issued by the Company under the Reed Elsevier Group plc employee share plans must, as a matter of law, be counted towards the Company's disapplication limit. In order to ensure similar treatment with other companies, who are able to allot equity securities on the exercise of options under their share plans without such allotments counting towards their disapplication limits, resolution 17 (c)(ii) relates to the issue of equity securities pursuant to the terms of the Reed Elsevier Group plc employee share plans. As at 29 February 2012, 28.9 million shares in the Company, representing 2.38% of the Company's issued share capital (excluding treasury shares), were under option under the Reed Elsevier Group plc employee share plans.

In accordance with the Pre-Emption Group's Statement of Principles with regard to routine disapplications of pre-emption rights, excluding shares issued in connection with the Reed Elsevier Group plc employee share plans, the Company does not intend to issue more than 7.5% of the Company's ordinary share capital for cash other than to existing shareholders in any rolling three year period without appropriate prior consultation.

Resolution 18 – Authority to purchase own shares

This resolution also renews an authority granted by shareholders at the 2011 AGM. Resolution 18 authorises the Company to make market purchases of its own ordinary shares as permitted by the 2006 Act. The authority limits the number of shares that could be purchased to a maximum of 125 million (representing less than 10% of the issued share capital of the Company as at 29 February 2012) and sets minimum and maximum prices. The authority will be used only in circumstances where the directors, after careful consideration, believe that such a purchase would result in an expected increase in adjusted earnings per share and would be in the best interests of the Company and of its shareholders as a whole.

Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange. Any shares purchased under this authority may either be cancelled or held as treasury shares. Treasury shares may subsequently be cancelled, sold for cash or used to satisfy options issued to employees pursuant to the Reed Elsevier Group plc employee share plans. To the extent that any shares purchased are held in treasury, earnings per share would only be increased on a temporary basis until such time as the shares are resold out of treasury.

The total number of share options outstanding at 29 February 2012 was 28.9 million. This figure represents 2.38% of the issued share capital of the Company (excluding treasury shares) at that date. If the Company repurchased the maximum number of shares permitted pursuant to resolution 18, the total number of share options outstanding as at 29 February 2012 would represent 2.65% of the issued share capital of the Company (excluding treasury shares).

If approved by shareholders, the authorities contained in resolutions 16, 17 and 18 will expire at the conclusion of the 2013 AGM of the Company or, if earlier, the close of business on 25 July 2013.

Resolution 19 – Notice period for general meetings

The Company's Articles of Association provide that the notice period for a general meeting of shareholders (other than an AGM) shall be 14 days. Under the 2006 Act, as amended by the Companies (Shareholders' Rights) Regulations 2009 (the "Shareholders' Rights Regulations") the notice period for general meetings of a company has been extended to 21 days, but with an ability for companies to reduce this period to 14 days (other than for an AGM) provided that certain conditions are met. The first condition, which the Company already meets, is that there is a facility, offered by the company and accessible to all shareholders, to appoint proxies by means of a website. The second condition is that companies submit a resolution to shareholders seeking approval to the reduction of the notice period from 21 days to 14 days. Resolution 19 seeks such approval.

The shorter notice period would not be used as a matter of routine for general meetings of shareholders, but only where the directors believed that the business of a particular meeting merited a 14 days' notice period and it was considered to be to the advantage of shareholders as a whole. If approved by shareholders, the authority contained in resolution 19 will apply until the conclusion of the 2013 AGM of the Company.

Biographical information

Directors seeking election or re-election at the 2012 Annual General Meeting

DAVID BRENNAN [58]

(American) To be proposed for election as a non-executive director at the 2012 Annual General Meeting. Chief Executive Officer of AstraZeneca PLC since 2006. Before that was President and Chief Executive Officer of AstraZeneca's North American subsidiary. He is President of the International Federation of Pharmaceutical Manufacturers and Associations. He is a member of various health and pharmaceutical bodies and is also an honorary board member of the US CEO Roundtable on Cancer. Subject to shareholder approval of his appointment, he will also be appointed a non-executive director of Reed Elsevier Group plc.

MARK ARMOUR [57]

(British) Chief Financial Officer since 1996. Non-executive director of SABMiller plc. Prior to joining Reed Elsevier as Deputy Chief Financial Officer in 1995, was a partner in Price Waterhouse. Holds an MA in Engineering from Cambridge University and qualified as a Chartered Accountant.

MARK ELLIOTT [62] ^{2,3,4}

(American) Non-executive director since 2003. Chairman of the Remuneration Committee. Chairman of QinetiQ Group plc and a non-executive director of G4S plc. Until his retirement in 2008, was general manager of IBM Global Solutions, having held a number of positions with IBM, including managing director of IBM Europe, Middle East and Africa.

ERIK ENGSTROM [48]

(Swedish) Chief Executive Officer since 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, an MSc from the Royal Institute of Technology in Stockholm, and gained an MBA from Harvard Business School as a Fulbright Scholar.

ANTHONY HABGOOD [65] ^{2,3,4}

(British) Chairman since 2009. Chairman of the Nominations and Corporate Governance Committees. Chairman of Whitbread plc and of Preqin Holding Limited. 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. Previously served as a 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.

ADRIAN HENNAH [54] ^{1,4}

(British) Non-executive director since 2011. 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.

LISA HOOK [54] ^{1,3,4}

(American) Non-executive director since 2006. President and chief executive officer of Neustar Inc. A director of The Ocean Foundation. Was president and chief executive officer at Sun Rocket Inc. Before that 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.

ROBERT POLET [56] ^{2,4}

(Dutch) Non-executive director since 2007. Chairman of Safilo Group S.p.A. and a non-executive director of Philip Morris International Inc; Wilderness Holdings Limited; and William Grant & Sons Limited. Member of the Supervisory Board of Nyenrode Foundation. Was president and chief executive officer of Gucci Group from 2004 to 2011, having 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.

SIR DAVID REID [65] ^{1,2,3,4}

(British) Non-executive director since 2003. Senior independent director. Chairman of Intertek Group plc. Was chairman of Tesco PLC from 2004-2011, having previously been executive deputy chairman until December 2003, and finance director from 1985 to 1997. He has also been chairman of Kwik-Fit and previously a non-executive director of De Vere PLC, Legal & General Group plc and Westbury PLC.

BEN VAN DER VEER [60] ^{1,3,4}

(Dutch) Non-executive director since 2009. Chairman of the Audit 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 KPMG in 1976.

Board Committee Membership

- 1 Audit Committees: Reed Elsevier Group plc, Reed Elsevier PLC and Reed Elsevier NV
- 2 Remuneration Committee: Reed Elsevier Group plc
- 3 Nominations Committee: joint Reed Elsevier PLC and Reed Elsevier NV
- 4 Corporate Governance Committee: joint Reed Elsevier PLC and Reed Elsevier NV

Notice of Annual General Meeting

to be held on 25 April 2012 at 11.00 am

Notice is hereby given that the Annual General Meeting of Reed Elsevier PLC (the "Company") will be held in the Ballroom at the Millennium Hotel, Grosvenor Square, London W1K 2HP on Wednesday, 25 April 2012 commencing at 11.00 am for the following purpose.

To consider and, if thought fit, pass the resolutions noted below. Other than resolutions 6, 17, 18 and 19, which will be proposed as special resolutions, all of the resolutions will be proposed as ordinary resolutions.

An explanation of each resolution appears in the letter accompanying this Notice of Annual General Meeting.

1. To receive the Company's Financial Statements for the year ended 31 December 2011, together with the reports of the directors and auditors thereon.
2. To approve the Directors' Remuneration Report as set out in the Reed Elsevier Annual Reports and Financial Statements 2011.
3. To declare a final dividend for 2011 on the Company's ordinary shares.
4. To re-appoint Deloitte LLP as auditors of the Company until the next general meeting of the Company at which accounts are laid.
5. To authorise the directors to fix the remuneration of the auditors.
6. To elect David Brennan as a director of the Company with effect from 1 November 2012 (to be proposed as a special resolution).
7. To re-elect Mark Armour as a director of the Company.
8. To re-elect Mark Elliott as a director of the Company.
9. To re-elect Erik Engstrom as a director of the Company.
10. To re-elect Anthony Habgood as a director of the Company.
11. To re-elect Adrian Hennah as a director of the Company.
12. To re-elect Lisa Hook as a director of the Company.
13. To re-elect Robert Polet as a director of the Company.
14. To re-elect Sir David Reid as a director of the Company.
15. To re-elect Ben van der Veer as a director of the Company.

16. That:

- (a) the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to:
 - (i) allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company:
 - (A) up to an aggregate nominal amount of £58.6 million; and
 - (B) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £117.1 million (including within such limit any shares issued or rights granted under paragraph (A) above) in connection with an offer by way of a rights issue:
 - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to people who are holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 25 July 2013); and

- (ii) make an offer or agreement, before this authority expires, which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired;

- (b) subject to paragraph (c) below all existing authorities given to the directors pursuant to section 551 of the Act to allot relevant securities (as defined by the Act) by way of the ordinary resolution of the Company passed on 20 April 2011 be revoked by this resolution; and
- (c) paragraph (b) above shall be without prejudice to the continuing authority of the directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

Special resolutions*

17. That subject to the passing of resolution 16 as set out in the Notice of Annual General Meeting of the Company convened for 25 April 2012 and in place of all existing powers, the directors be generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in the Act) for cash, pursuant to the authority conferred by resolution 16 as set out in the Notice of Annual General Meeting of the Company convened for 25 April 2012 as if section 561(1) of the Act did not apply to the allotment. This power:

- (a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 25 July 2013), but the Company may make an offer or agreement, before this power expires, which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- (b) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 16(a)(i)(B), by way of a rights issue only):
 - (i) to the ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

- (ii) to people who hold other equity securities, if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities, and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (c) in the case of the authority granted under resolution 16(a)
 - (i)(A) shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (b):
 - (i) up to an aggregate nominal amount of £9.0 million; and
 - (ii) (otherwise than pursuant to sub-paragraph (c)(i) above) pursuant to the terms of the Reed Elsevier Group plc employee share plans approved by the Company.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 16 as set out in the Notice of Annual General Meeting of the Company convened for 25 April 2012" were omitted.

18. That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of its ordinary shares of 14⁵¹/₁₁₆p nominal value each in the capital of the Company, such authority to apply until the conclusion of the next Annual General Meeting of the Company (or, if earlier, until the close of business on 25 July 2013) except in relation to the purchase of ordinary shares the contract for which was concluded before such date and which is executed wholly or partly after such date, unless such authority is renewed prior to such time provided that this authority shall be limited so that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 125.1 million;
- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 14⁵¹/₁₁₆p; and

*Special resolutions in addition to special resolution 6.

- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
 - (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share of the Company, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the current highest independent bid for an ordinary share as derived from the London Stock Exchange Trading System ("SETS").

- 19.** That a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

By order of the Board

Henry A Udow

Secretary

12 March 2012

Registered Office: 1-3 Strand London WC2N 5JR

Notes to Notice of Annual General Meeting

Proxy appointment

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and to vote on their behalf at the meeting. A shareholder may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy may be appointed:
 - (i) by completion and return of the Proxy Form enclosed with this Notice of AGM;
 - (ii) via the internet at www.reedelsevier.com/vote. You will need your personal Voting ID; Task ID and Shareholder Reference Number shown on your Proxy Form; or
 - (iii) via the CREST electronic proxy appointment service, as described in paragraphs 8-11 below.
2. To be valid any Proxy Form or other such instrument appointing a proxy must reach the Company's Registrar not less than 48 hours before the time of the AGM.
3. The return of a completed Proxy Form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.

Nominated persons

4. Any person to whom this Notice of AGM is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.

Right to attend and vote at the AGM

6. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.00 pm on 23 April 2012 (or if this meeting is adjourned, in the Register of Members at 6.00 pm two days before the date of any adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Total voting rights

7. As at 29 February 2012 (being the latest practicable date prior to the publication of this Notice of AGM) the Company's issued share capital (excluding treasury shares) consisted of 1,217,315,260 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 29 February 2012 were 1,217,315,260.

CREST members

8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (www.euroclear.com/CREST). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (CREST ID RA19) not less than 48 hours before the time of the AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

10. CREST members and, where applicable, their CREST sponsors, or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate representatives

12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that if two or more representatives purport to vote in respect of the same shares:
- > if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and
 - > in other cases, the power is treated as not exercised.

Members' requests under section 527 of the Companies Act 2006

13. Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish a statement on a website setting out any matter relating to:
- (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or
 - (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the last AGM. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Members' resolutions and matters under sections 338 and 338A of the Companies Act 2006

14. Under sections 338 and 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company:
- (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution to be moved at the meeting and/or;
 - (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective, (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 13 March 2012, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Attendance at the AGM

15. Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
- (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - (ii) the answer has already been given on a website in the form of an answer to a question; or
 - (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
16. A Registration Form is attached to the Proxy Form enclosed with this Notice of AGM. Please bring the Registration Form with you to the meeting since this will help the Company's Registrar to admit you without delay. The AGM will start at 11.00 am and registration will be available from 10.15 am. Please try to arrive by 10.45 am to allow time for registration.
17. For the safety and comfort of those attending the AGM, security measures will be in place at the meeting. Certain items will not be permitted in the meeting. These include bags, cameras, recording equipment, mobile telephones, items of any nature with potential to cause disorder and such other items as the chairman of the meeting may specify.
18. The meeting is easily accessible for wheelchair users. A hearing loop system will be provided in the meeting. Please ask at registration if you require assistance.

19. Tea and coffee will be available before the commencement of the AGM. Light refreshments with soft drinks will be available immediately after the conclusion of the meeting for approximately one hour.

Availability of documents and other information

20. A copy of this Notice of AGM, and other information required by s311A of the Companies Act 2006, can be found at www.reedelsevier.com.
21. Copies of the following documents will be available for inspection at the registered office of the Company during normal business hours until the date of the AGM, and at the place of the meeting from at least 15 minutes prior to the meeting until its conclusion:
- > Executive directors' service contracts; and
 - > Non-executive directors' letters of appointment.
22. You may not use any electronic address provided either in this Notice of AGM or any related documents (including the AGM Proxy Form) to communicate with the Company for any purposes other than those expressly stated.

Voting results

23. The results of the voting at the AGM will be announced through a Regulatory Information Service and will appear on the Company's website (www.reedelsevier.com) following the conclusion of the AGM.