

COMPANY NO. 2746616

Reed Elsevier Group plc

(the *Company*)

The following resolution was passed as an ordinary resolution on 4 August 2009:

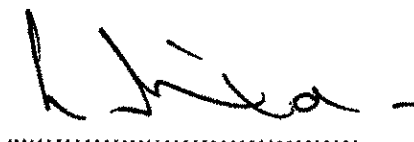
ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £120,000 to £140,000 by the creation of:

(a) 10,000 R shares of £1.00 each in the capital of the Company, having those rights set out in the articles of association of the Company; and

(b) 10,000 E shares of £1.00 each in the capital of the Company, having those rights set out in the articles of association of the Company.

2. THAT in place of all existing authorities the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of section 80) up to an aggregate nominal amount of £140,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five (5) years after the date on which this resolution is passed, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired.



Deputy Secretary

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21/08/2009

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