

Please complete in typescript,
or in bold black capitals.

Annual Return

CHFP010

Company Number

2746616

Company Name in full

Reed Elsevier Group plc

Date of this return

The information in this return is made up to

Day		Month		Year			
2	8	0	6	2	0	0	3

Date of next return

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here.

Companies House will then send a form at the appropriate time.

Day		Month		Year			

Registered Office

Show here the address at the date of this return.

25 Victoria Street

Any change of registered office **must** be notified on form 287.

Post town

London

County / Region

UK Postcode

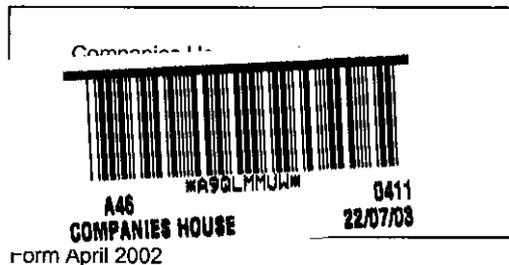
SW1H 0EX

Principal business activities

Show trade classification code number(s) for the principal activity or activities.

7415

If the code number cannot be determined, give a brief description of principal activity.



When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Register of members

If the register of members is not kept at the registered office, state here where it is kept.

Post town

County / Region

UK Postcode

Register of Debenture holders

If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state where it is kept.

Post town

County / Region

UK Postcode

Company type

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

Please tick the appropriate box

Company Secretary

Details of a new company secretary must be notified on form 288a.

(Please photocopy this area to provide details of joint secretaries).

Name

* Style / Title

Mr

Forename(s)

Stephen John

Surname

Cowden

Address ††

90 St James's Avenue, Hampton Hill, Hampton

Post town

County / Region

Middlesex

UK Postcode

TW12 1HN

Country

United Kingdom

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

☐ Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Name	* Style / Title	_____		
		Day	Month	Year
	Date of birth	1	7	0
		7	1	9
		5	7	
	Forename(s)	Gerard		
	Surname	van de Aast		
☐	Address ††	Laarkamp 6,		

	Post town	7245 AP Laren		
	County / Region	_____	UK Postcode	_____
	Country	The Netherlands	Nationality	Dutch
	Business occupation	Company Director		

* Voluntary details.

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

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Name	* Style / Title	_____		
		Day	Month	Year
	Date of birth	2	9	0
		7	1	9
		5	4	
	Forename(s)	Mark Henry		
	Surname	Armour		
☐	Address ††	48 Bellamy Street		

	Post town	London		
	County / Region	_____	UK Postcode	SW12 8BU
	Country	United Kingdom	Nationality	British
	Business occupation	Chief Financial Officer		

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

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Address ††

Name * Style / Title | Mr

Day | Month | Year

Date of birth | 0 | 6 | 0 | 5 | 1 | 9 | 4 | 8

Forename(s) | John Franklin

Surname | Brock

Post town | B-3080 Tervuren

County / Region | UK Postcode |

Country | Belgium Nationality | American

Business occupation | Company Director

* Voluntary details.

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

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Address ††

Name * Style / Title | Mr

Day | Month | Year

Date of birth | 1 | 9 | 0 | 3 | 1 | 9 | 4 | 9

Forename(s) | Crispin Henry Lamert

Surname | Davis

Post town | Sunningdale

County / Region | Berkshire UK Postcode | SL5 0JD

Country | United Kingdom Nationality | British

Business occupation | Chief Executive Officer

Directors

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Name	* Style / Title	Mr		
		Day	Month	Year
	Date of birth	2	1	0 5 1 9 4 9
	Forename(s)	Mark Wynne		
	Surname	Elliot		
☐	Address ††	1 Rue du Marechal, Harispe		
	Post town	Paris		
	County / Region		UK Postcode	75007
	Country	France	Nationality	American
	Business occupation	Company Director		

* Voluntary details.

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

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Name	* Style / Title	Mr		
		Day	Month	Year
	Date of birth	2	1	1 1 1 9 4 2
	Forename(s)	Cornelis Josephus Antonius		
	Surname	van Lede		
☐	Address ††	Struissvogellaan 7		
	Post town	Hilversum		
	County / Region		UK Postcode	1217 GC
	Country	The Netherlands	Nationality	Dutch
	Business occupation	Company Director		

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

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Name	* Style / Title	Mr		
		Day	Month	Year
	Date of birth	2	1	0 1 1 9 4 6
	Forename(s)	Andrew		
	Surname	Prozes		
<input type="checkbox"/>	Address ††	7028 Down Road		
	Post town	Edina		
	County / Region	MN 55439	UK Postcode	
	Country	United States of America	Nationality	Canadian
	Business occupation	Company Director		

* Voluntary details.

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

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Name	* Style / Title			
		Day	Month	Year
	Date of birth	0	5	0 2 1 9 4 7
	Forename(s)	David Edward		
	Surname	Reid		
<input checked="" type="checkbox"/>	Address ††	Tesco House, Delamare Road		
	Post town	Cheshunt		
	County / Region	Hertfordshire	UK Postcode	EN8 9SL
	Country		Nationality	British
	Business occupation	Company Director		

Directors

Please list directors in alphabetical order.

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Address ††

Name * Style / Title | Lord

Day Month Year

Date of birth | 1 | 9 | 0 | 2 | 1 | 9 | 4 | 3

Forename(s) | Colin

Surname | Sharman

Address †† | Manor Farm, Teffont Magna

Post town | Salisbury

County / Region | Wiltshire UK Postcode | SP3 5QY

Country | Nationality | British

Business occupation | Company Director

* Voluntary details.

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

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Address ††

Name * Style / Title | Dr

Day Month Year

Date of birth | 1 | 0 | 0 | 4 | 1 | 9 | 4 | 0

Forename(s) | Rolf Wilhelm Heinrich

Surname | Stomberg

Address †† | Falkenstein 9

Post town | 22587 Hamburg

County / Region | Germany UK Postcode |

Country | Nationality | German

Business occupation | Company Director

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

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Name	* Style / Title	Mr		
		Day	Month	Year
	Date of birth	1	9	1937
	Forename(s)	Morris		
	Surname	Tabaksblat		
☐	Address ††	Duinlustweg 4		
	Post town	Wassenaar		
	County / Region		UK Postcode	2243 GP
	Country	The Netherlands	Nationality	Dutch
	Business occupation	Company Director		

* Voluntary details.

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

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Name	* Style / Title	Mr		
		Day	Month	Year
	Date of birth	0	9	1945
	Forename(s)	Patrick John		
	Surname	Tierney		
☐	Address ††	Apartment 8J, 10 East 29th Street		
	Post town	New York		
	County / Region		UK Postcode	NY 10016
	Country	USA	Nationality	American
	Business occupation	Company Director		

Issued share capital

Enter details of all the shares in issue at the date of this return.

	Class <i>(e.g. Ordinary/Preference)</i>	Number of shares issued	Aggregate Nominal Value <i>(i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock)</i>
7.5% CUM. PREFERENCE 'G'		100,000	£100,000.00
'E' ORDINARY		10,000	£10,000.00
'R' ORDINARY		10,000	£10,000.00
Totals		120,000	120,000.00

List of past and present shareholders

(use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

There were no changes in the period

on paper

in another format

A list of changes is enclosed

A full list of shareholders is enclosed

Certificate

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed

[Handwritten Signature]

Date

18.7.03

† Please delete as appropriate.

~~†~~ director / secretary

When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to **Companies House**.

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

This return includes

continuation sheets.

(enter number)

Company Secretarial Department, Reed Elsevier (UK)

Limited, 25 Victoria Street, London, SW1H 0EX

Tel 0207-222-8420

DX number _____ DX exchange _____



List of past and present shareholders Schedule to form 363a

CHFP010 **Company Number** | 2746616

Company Name in full | Reed Elsevier Group plc

- > Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- > You must provide a "full list" of all the company shareholders on:
 - The company's first annual return following the incorporation;
 - Every third annual return after a full list has been provided
- > List the company shareholders in alphabetical order or provide an index
- > List joint shareholders consecutively

Shareholders' details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name Reed Elsevier PLC Address 25 Victoria Street, London, United Kingdom UK postcode SW1H 0EX	£1.00 7.5% CUM. PREFERENCE 'G' Shares Held 100,000	Shares or amount of stock transferred <i>(if appropriate)</i>	Date of registration of transfer
Name Address UK postcode			
Name Address UK postcode			

List of past and present shareholders Schedule to form 363a

CHFP010 **Company Number** | 2746616

Company Name in full | Reed Elsevier Group plc

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 - The company's first annual return following the incorporation;
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- List joint shareholders consecutively

Shareholders' details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name Reed Elsevier NV <hr/> Address <hr/> UK postcode _____	£1.00 'E' ORDINARY Shares Held 10,000	Shares or amount of stock transferred <i>(if appropriate)</i>	
Name <hr/> Address <hr/> UK postcode _____			
Name <hr/> Address <hr/> UK postcode _____			

List of past and present shareholders Schedule to form 363a

CHFP010 **Company Number** | 2746616

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 - The company's first annual return following the incorporation;
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- > List the company shareholders in alphabetical order or provide an index
- > List joint shareholders consecutively

Shareholders' details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name Reed Elsevier PLC <hr/> Address 25 Victoria Street, London, United Kingdom <hr/> UK postcode SW1H 0EX	£1.00 'R' ORDINARY Shares Held 10,000		
Name <hr/> Address <hr/> UK postcode			
Name <hr/> Address <hr/> UK postcode			