

**ORDINARY AND SPECIAL RESOLUTIONS OF
REED ELSEVIER GROUP PLC
(the Company)**

At a general meeting of the Company duly convened and held at 1-3 Strand, London, WC2N 5JR on 24 February 2015 at 2.10 p.m. the following resolutions were passed as special resolutions or ordinary resolutions as indicated below

RESOLUTIONS

Special Resolution: Adoption of new articles of association

1 **THAT**, subject to the passing of resolution number 2 and resolution number 3 in the notice of meeting (the *Notice*) and subject to and immediately upon the allotment of "Ordinary" shares as defined in the New Articles to each of Reed Elsevier PLC and Reed Elsevier NV, the articles of association contained in the document attached to the Notice as Annex A (the *New Articles*) be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company (including all provisions treated as provisions of the Company's articles of association by virtue of section 28 of the Companies Act 2006 or paragraph 42 of schedule 2 to The Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008)

Ordinary Resolution: Authority to allot shares

2 **THAT**, subject to the passing of resolution number 1 in the Notice, and in place of all existing authorities, the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to allot shares in the Company, and to grant rights to subscribe for or to convert any securities into shares in the Company, up to an aggregate nominal amount of £100,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed, but the Company may 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 this authority has expired and the directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired

Ordinary Resolution: Repurchase of shares


3 **THAT** the off-market purchase of all of the issued G preference shares in the capital of the Company on the terms of the proposed contract to be entered into between the Company and Reed Elsevier PLC attached to the Notice as Annex B (the *Buyback Contract*) be approved and authorised for the purposes of section 694 of the Companies Act 2006 and the Company be authorised to enter into the Buyback Contract, but so that such authority shall expire five years after the date on which this resolution is passed

Special Resolution: Change of name

4 ~~**THAT** the registered name of the Company be changed to RELX Group plc~~ FOR INFORMATION ONLY.



Signed


Company Secretary

Date 24.2.15