

J51

(COPY)

(1)

resolution

Company Number

2746616

of Reed Elsevier plc

Passed the 27th day of September 19⁹³ ~~XXXXXX~~

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Van de Sande Bakhuyzenstraat 4, P.O. Box 470, 1000 AL Amsterdam

on the 27th day of September 19⁹³

the following (1) SPECIAL RESOLUTION was duly passed:—

(2)

THAT the Articles of Association of the Company be and they are hereby amended as follows with effect from the end of the meeting:

(a) by deleting the existing article 43 and replacing it with the following:

"43. Save as provided below, the chairman, if any, of the board of directors, or in his absence the deputy chairman, if any, of the board of directors, or in his absence some other director nominated by the directors, shall preside as chairman of the meeting, but if neither the chairman nor the deputy chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman. If there are joint chairmen of the board of directors, both of whom are present at the meeting within fifteen minutes after the time appointed for holding the meeting and both of whom are willing to act, they shall decide which of them is to preside at the meeting, failing which one of them shall be selected by lot."

(b) by deleting the existing article 75(b)(vii) and replacing it with the following:

"(vii) the chairman and deputy chairman of the board of directors or, if there are joint chairmen of the board of directors, the joint chairmen, shall be joint chairmen of the Reed Elsevier Group Executive Committee, unless they are not members of that Committee."

(c) by deleting the existing article 93 and replacing it with the following:

"93. The directors may either appoint one of their number to be the chairman of the board of directors and one of their number to be the deputy

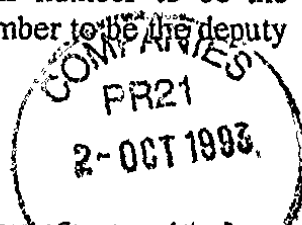
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NOTES:

(1) Insert "Special" or "Extraordinary" as the case may be.

Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and



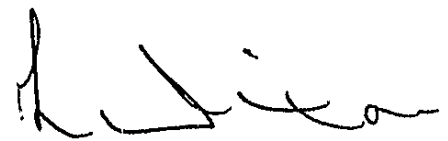
THE COMPANIES ACT 1985

COMPANY NUMBER 2746616

REED ELSEVIER plc

Continuation Sheet No 1

chairman, or may appoint two of their number to be joint chairmen of the board of directors, and may at any time remove a director from such office. Where there is only one chairman of the board of directors, that director shall preside at every meeting of directors at which he is present unless he is unwilling to do so, when the deputy chairman shall preside unless he is unwilling to do so. When there are joint chairmen, the joint chairmen shall decide which of them is to preside at a particular meeting, failing which one of them shall be selected by lot. But if there is no director holding those offices, or if there is no chairman or deputy chairman present within five minutes after the time appointed for the meeting and willing to preside, the directors present may appoint one of their number to be chairman of the meeting."



Deputy Secretary