



Important Notice
The Depository Trust Company

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| B #: | 1196-13 |
| Date: | July 26, 2013 |
| To: | All Participants |
| Category: | Dividends |
| From: | International Services |
| Attention: | Operations, Reorg & Dividend Managers, Partners & Cashiers |
| Subject: | Tax Relief - Country: The Netherlands Reed Elsevier N.V. CUSIP: 758204200 Record Date: 8/09/13 Payable Date: 09/05/13 EDS Cut-Off Date: 09/20/13 8.00 PM (EST) |

Participants can use DTC's Elective Dividend System (EDS) function over the Participant Terminal System (PTS) or TaxRelief option on the Participant Browser System (PBS) web site to certify all or a portion of their position entitled to the applicable withholding tax rate. Participants are urged to consult the PTS or PBS function TAXI or TaxInfoSM respectively before certifying their elections over PTS or PBS.

Important: Prior to certifying tax withholding elections, participants are urged to read, understand and comply with the information in the Legal Conditions category found on TAXI or TaxInfo in PTS or PBS respectively.

Questions regarding this Important Notice may be directed to GlobeTax at 212-747-9100.

Important Legal Information: *The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages.*

To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.

DTCC offers enhanced access to all important notices via a Web-based subscription service. The notification system leverages RSS Newsfeeds, providing significant benefits including real-time updates and customizable delivery. To learn more and to set up your own DTCC RSS alerts, visit http://www.dtcc.com/subscription_form.php.

Non-Confidential



REED ELSEVIER NV has announced a cash dividend (subject board to approval). BNY MELLON acts as Depositary for the company’s American Depositary Share (“DS”) program.

Using DTC’s Elective Dividend System (“EDS”) function over the Participant Terminal System (“PTS”), participants may certify all or a portion of their position entitled to the applicable withholding tax rates. Use of EDS will permit entitlement amounts to be paid through DTC.

On September 5, 2013, all holders will receive this dividend net of the full Netherland statutory withholding tax of 15% with the possibility to reclaim as outlined in the “Eligibility Matrix:”

| DIVIDEND EVENT DETAILS | |
|--|------------------|
| COUNTRY OF ISSUANCE | NETHERLANDS |
| ISSUE | REED ELSEVIER NV |
| CUSIP# | 758204200 |
| DEPOSITARY | BNY MELLON |
| DEPOSITARY SHARE RECORD DATE | AUG 09, 2013 |
| DEPOSITARY SHARE PAY DATE | SEP 05, 2013 |
| DEPOSITARY SHARE GROSS DIVIDEND RATE ON PAY DATE | TBA |
| ORD GROSS DIVIDEND RATE ON PAY DATE | € 0.132 |
| RATIO | 2 ORD : 1 DS |
| STATUTORY WHT RATE | 15% |

CHARGES & DEADLINES

| FILING METHOD | BATCH | PAYMENT METHOD | DEPOSITARY SERVICE CHARGE | MINIMUM SERVICE CHARGE PER BENEFICIAL OWNER | FINAL SUBMISSION DEADLINE (ALL TIMES EST) |
|---------------|---------------------------|----------------|--|---|---|
| QUICK REFUND | PRIMARY LONG FORM BATCH | EDS | Up to \$0.0075 per Depository Share ("DS") | \$25 | SEP 20, 2013 |
| LONG FORM | POST-EDS PROCESS; ONGOING | CHECK | Up to \$0.0075 per Depository Share ("DS") | \$25 | OCT 31, 2018 |

Agreements, Representations and Indemnification

We hereby agree that this tax relief assistance service is wholly voluntary and discretionary and outside the terms and conditions of any applicable deposit agreement. We hereby accept and agree to pay the fees of BNY Mellon of up to \$0.0075 per Depository Share (with a minimum of \$25.00) for Quick Refund or Long Form and any other charges, fees or expenses payable by or due to BNY Mellon or its agents, including any custodian, in connection with the tax reclaim process, or to tax authorities or regulators (which fees, charges or expenses may be deducted from the dividend or any other distribution or by billing or otherwise in BNY Mellon's discretion). We hereby agree that any such fees, charges or expenses may be due and payable whether or not a successful reduction in rate or reclamation is obtained. We hereby agree that fees paid to BNY Mellon may be shared with its agents.

We hereby agree that in addition to statutory and documentation requirements, and the deduction of fees, tax relief benefits will be subject to review and approval by the applicable custodian and tax regulators, and that BNY Mellon is not providing any legal, tax, accounting or other professional advice on these matters and has expressly disclaimed any liability whatsoever for any loss howsoever arising from or in reliance hereto.

We certify that to the best of our knowledge that each of the beneficial owners identified above are eligible for the preferential rates as stated herein and we declare that we have performed all the necessary due diligence to satisfy ourselves as to the accuracy of the information submitted to us by these beneficial owners.

We will be fully liable for any and all claims, penalties and / or interest, including without limitation, any foreign exchange fluctuations associated therewith. BNY Mellon shall not be liable for the failure to secure any refund. In consideration of the assistance of BNY Mellon and the custodian in processing such claims, we expressly agree that BNY Mellon and its agents or affiliates shall not have any liability for, and we shall indemnify, defend and hold each of BNY Mellon and its agents and affiliates harmless from and against, any and all loss, liability, damage, judgment, settlement, fine, penalty, demand, claim, cost or expense (including without limitation fees and expenses of defending itself or enforcing this agreement) arising out of or in connection herewith.

ELIGIBILITY MATRIX

| RATE DESCRIPTION | RECLAIM RATE | ELIGIBLE RESIDENTS | DOCUMENTATION REQUIRED |
|--|--------------|--|---|
| UNFAVORABLE - 15% | 0% | Non-Treaty Countries | NONE |
| FAVORABLE - 10% POST-PAY DATE | 5% | Azerbaijan, Bahrain, China, Czech Republic, Hong Kong, India, Indonesia, Kuwait, Oman, Portugal, Qatar, Romania, Saudi Arabia, Slovak Republic, South Africa, Taiwan, United Arab Emirates, Venezuela | IB 92 UNIVERSEEL & CLIENT LISTING |
| FAVORABLE - 10% POST-PAY DATE | 5% | Ghana, Japan, United Kingdom | IB 93 UNIVERSEEL & CLIENT LISTING |
| EXEMPT - 0% POST PAY-DATE | 15% | US ARTICLE 36—CHARITIES under 501(a), 501(c)(3), 509(a)(1), 509(a)(2), 509(a)(3), 17-(b) | ESP SUBMISSION / CLIENT LISTING |
| EXEMPT - 0% POST-PAY DATE | 15% | US ARTICLE 35 - PENSIONS and IRAs under 401(a), 401(k), 457(b), 403(b), 408, 408(a), 501(a) | ESP SUBMISSION / CLIENT LISTING |
| EXEMPT - 0% (FOREIGN TAX EXEMPT) POST-PAY DATE LONG FORM ONLY | 15% | Any entity domiciled in a state in which it is not subject to tax on profits, as long as that state has an Exchange of Tax Information Agreement in place with the Netherlands, & that entity would not be subject to profits tax in the Netherlands if it were based therein. | CERTIFICATE OF RESIDENCY, & ARTICLES OF ASSOCIATION, & DIV 16 "Refund for foreign bodies with exemption from profits tax" |

DESCRIPTION OF VARIOUS DOCUMENTATION

| DOCUMENT NAME | DESCRIPTION | ORIGINAL / COPY | SIGNATURE REQUIREMENT |
|-------------------------|---|-----------------|---|
| CLIENT LISTING | A LISTING OF THE BENEFICIAL OWNERS NAMES, TAXPAYER ID NUMBERS, NUMBER OF SHARES, AND ENTITY TYPE (CHARITY, PENSION, INDIVIDUAL, CORPORATION, ETC) | ORIGINAL | DTC PARTICIPANT |
| DIV 16 | THIS FORM IS USED TO APPLY FOR A "REFUND FOR FOREIGN BODIES NOT SUBJECT TO ANY TAX ON PROFITS." (SEE ELIGIBILITY MATRIX) | ORIGINAL | BENEFICIAL OWNER |
| IB 92 UNIVERSEEL | DUTCH TAX FORM REQUIRED FOR ANY BENEFICIAL OWNER, DOMICILED IN NON-REMITTANCE-BASED JURISDICTIONS, ATTEMPTING TO RECLAIM THE 5% ENTITLEMENT; THIS FORM MUST BE CERTIFIED BY THE BENEFICIAL OWNER'S LOCAL TAX OFFICE. | ORIGINAL | BENEFICIAL OWNER & MUST BARE THE STAMP OF LOCAL TAX AUTHORITY |
| IB 93 UNIVERSEEL | DUTCH TAX FORM REQUIRED FOR ANY BENEFICIAL OWNER, DOMICILED IN REMITTANCE-BASED JURISDICTIONS, ATTEMPTING TO RECLAIM THE 5% ENTITLEMENT; THIS FORM MUST BE CERTIFIED BY THE BENEFICIAL OWNER'S LOCAL TAX OFFICE. | ORIGINAL | BENEFICIAL OWNER & MUST BARE THE STAMP OF LOCAL TAX AUTHORITY |

ESP Electronic Submission Portal

powered by **GLOBETAX**

BNY MELLON, now offers ESP powered by GlobeTax, a paperless withholding tax reclaim process, for Exempt Organizations (qualified under Article 36 of the Tax Convention) and Exempt Pension Trusts (qualified under Article 35 of the Tax Convention) to participants holding Depository Shares and New York Registry Shares.

These claims should be submitted through the following web site. (Requires a one-time registration)

<https://www.globetaxesp.com>

Please contact Ms. Candice Medenica or Ms. Leann Maurice at 1-800-915-3536 or via email at DutchESP@GLOBETAX.COM if you have any questions about this process.

FREQUENTLY ASKED QUESTIONS (FAQs)

GENERAL QUESTIONS

| QUESTION | ANSWER |
|---|--|
| IS THERE A RELIEF AT SOURCE PROCESS FOR THIS EVENT? | NO, RELIEF AT SOURCE IS NOT AVAILABLE FOR THIS EVENT. PLEASE INSTEAD USE THE QUICK REFUND AND / OR LONG FORM PROCESSES. |
| DO I NEED TO SUBMIT A SPLIT-LETTER? | NO, YOUR EDS ELECTIONS WILL BE USED IN PLACE OF THE TRADITIONAL "SPLIT-LETTER." |
| WILL I RECEIVE A DECLARATION IN LIEU OF DIVIDEND NOTE ("DLD" or "CERT") FOR MY ARTICLE 35 OR ARTICLE 36 POSITIONS? | NO, GOING FORWARD, ALL DECLARATION IN LIEU OF DIVIDEND NOTES WILL BE MAINTAINED BY THE DEPOSITARY, TO BE RELEASED ONLY UPON WRITTEN REQUEST BY THE PARTICIPANT. |
| AM I REQUIRED TO FILE THROUGH ESP? | NO, YOU MAY SUBMIT A TRADITIONAL CLAIM THROUGH THE MAIL IF YOU CANNOT SUBMIT CLIENT DATA THROUGH ESP. WE STRONGLY SUGGEST LOGGING IN TO ESP TO DOWNLOAD THE TEMPLATE PROVIDED WHEN PREPARING YOUR CLAIM, REGARDLESS OF YOUR ULTIMATE SUBMISSION METHOD. |
| IS THERE ANY CASE IN WHICH A U.S. RESIDENT 401(a), 401(K), 457(b), 403(b), IRA, ROTH IRA, EMPLOYEE PENSION PLANS OR SIMPLE RETIREMENT ACCOUNT WOULD NOT QUALIFY FOR TREATY BENEFITS UNDER ARTICLE 35 OF THE TREATY? | THESE ACCOUNT TYPES WILL NOT BE CONSIDERED ELIGIBLE FOR TREATY BENEFITS UNDER ARTICLE 35 OF THE TREATY IN ANY TAXABLE YEAR IF LESS THAN 70% OF THE TOTAL AMOUNT OF WITHDRAWALS FROM SUCH U.S. TRUST DURING THAT YEAR IS USED TO PROVIDE PENSION, RETIREMENT OR OTHER EMPLOYEE BENEFITS AS MEANT IN ARTICLE 35 OF THE TREATY. |
| WILL BNY MELLON /GLOBETAX ACCEPT CLAIMS FILED DIRECTLY TO THEM BY BENEFICIAL OWNERS? | GLOBETAX, AS AGENT FOR BNY MELLON, ONLY ACCEPTS CLAIMS FILED BY THE DTC PARTICIPANT WHO HELD THE SECURITIES THROUGH DTC AND ONLY TO THE EXTENT THAT DTC HAS REPORTED THESE HOLDINGS TO US AS VALID. |

FREQUENTLY ASKED QUESTIONS (FAQs) (CONTINUED)

QUICK REFUND QUESTIONS

| QUESTION | ANSWER |
|---|---|
| DO I NEED TO PHYSICALLY SEND ANY DOCUMENTS TO GLOBETAX AS AGENT FOR BNY MELLON IN ORDER TO PARTICIPATE IN THE QUICK REFUND PROCESS? | NO, YOU MUST ONLY PROVIDE THE BENEFICIAL OWNER BREAKDOWN VIA ESP. |
| WILL I BE PAID THROUGH DTC FOR CLAIMS SUBMITTED THROUGH THE QUICK REFUND PROCESS? | YES. |
| ONCE I SUBMIT A QUICK REFUND CLAIM VIA ESP, HOW LONG WILL IT TAKE TO BE PAID? | DUE TO THE NATURE OF THIS SECURITY, IT IS IMPOSSIBLE TO PROVIDE AN ACCURATE TIMETABLE FOR PAYMENT, THOUGH IT SHOULD GENERALLY OCCUR IN LESS THAN 4 MONTHS. |
| DOES THE QUICK REFUND PROCESS HAVE A MINIMUM POSITION PER BENEFICIAL OWNER REQUIREMENT? | ANY CLAIM FOR BENEFICIAL OWNERS HOLDING LESS THAN 5,000 DSs WILL BE AUTOMATICALLY HELD AND SUBSEQUENTLY FILED VIA THE TRADITIONAL LONG FORM PROCESS. |
| IS THE QUICK REFUND PROCESS FREE OF CHARGE? | NO. THIS TAX RECLAIM ASSISTANCE SERVICE IS WHOLLY VOLUNTARY AND DISCRETIONARY AND OUTSIDE THE TERMS AND CONDITIONS OF ANY APPLICABLE DEPOSIT AGREEMENT. QUICK REFUND APPLICATIONS RECEIVED POST DEADLINE WILL BE REJECTED. FEES WILL BE CHARGED FOR THIS ASSISTANCE SERVICE OF UP TO \$0.0075 PER DS FOR QUICK REFUND WITH A MINIMUM OF \$25.00, AND ANY OTHER CHARGES, FEES OR EXPENSES PAYABLE BY OR DUE TO BNY MELLON OR ITS AGENTS, INCLUDING THE CUSTODIAN OR TO TAX AUTHORITIES OR REGULATORS. FEES PAID TO BNY MELLON MAY BE SHARED WITH ITS AGENTS. |
| IS THE QUICK REFUND PROCESS FOR TAX RELIEF OFFERED BY BNY MELLON AN OPTIONAL PROCESS? | YES, THIS IS A DISCRETIONARY, OPTIONAL SERVICE. |

FREQUENTLY ASKED QUESTIONS (FAQs) (CONTINUED)

LONG FORM QUESTIONS

| QUESTION | ANSWER |
|--|---|
| HOW LONG DOES IT TAKE FOR PAYMENT ON LONG FORM CLAIMS? | APPROXIMATELY 4-6 MONTHS. |
| DOES THE LONG FORM PROCESS HAVE A MINIMUM POSITION REQUIREMENT PER BENEFICIAL OWNER? | NO, ALL CLAIMS WILL BE PROCESSED THOUGH THERE IS A MINIMUM FEE OF \$25 PER BENEFICIAL OWNER. |
| WHAT WILL THE FEE BE IF A BENEFICIAL OWNER'S CLAIM IS FOR LESS THAN \$50? | GLOBETAX AS AGENT FOR BNY MELLON IS WILLING TO WAIVE THE \$25 MINIMUM ON AN EXCEPTIONAL BASIS IN FAVOR OF A SPLIT OF THE RECLAIMED FUNDS OF 50/50 FOR ANY BENEFICIAL OWNER RECLAIMING LESS THAN \$50. |
| WILL I BE PAID THROUGH DTC FOR CLAIMS SUBMITTED THROUGH THE LONG FORM PROCESS? | NO, YOU WILL BE PAID BY CHECK. |
| IS THE LONG FORM PROCESS FREE OF CHARGE? | NO. THIS TAX RECLAIM ASSISTANCE SERVICE IS WHOLLY VOLUNTARY AND DISCRETIONARY AND OUTSIDE THE TERMS AND CONDITIONS OF ANY APPLICABLE DEPOSIT AGREEMENT. FEES WILL BE CHARGED FOR THIS ASSISTANCE SERVICE OF UP TO \$0.0075 PER DS FOR STANDARD LONG FORM RECLAIMS WITH A MINIMUM OF \$25.00. RECLAIMS RECEIVED POST DEADLINE CANNOT BE ASSURED AND MAY BE SUBJECT TO A PER BENEFICIARY FEE AS WELL AS OTHER CHARGES, FEES OR EXPENSES PAYABLE BY OR DUE TO BNY MELLON OR ITS AGENTS, INCLUDING THE CUSTODIAN OR TAX AUTHORITIES. IN ADDITION, CHARGES MAY APPLY TO ANY LONG FORM CLAIMS REJECTED OR NOT ACCEPTED BY THE CUSTODIAN. FEES PAID TO BNY MELLON MAY BE SHARED WITH ITS AGENTS. |
| IS THIS LONG FORM PROCESS FOR TAX RELIEF OFFERED BY BNY MELLON AN OPTIONAL PROCESS? | YES, THIS IS A DISCRETIONARY, OPTIONAL SERVICE. |

CONTACT DETAILS

| | |
|-----------------------|--|
| PRIMARY CONTACT | CANDICE MEDENICA |
| DOMESTIC PHONE (U.S.) | 1-800-915-3536 |
| DOMESTIC FAX (U.S.) | 1-800-985-3536 |
| INTERNATIONAL PHONE | 1-212-747-9100 |
| INTERNATIONAL FAX | 1-212-747-0029 |
| EMAIL ADDRESS | DutchESP@GLOBETAX.COM |
| COMPANY | BNY MELLON in C/O GLOBETAX |
| STREET ADDRESS | 90 BROAD STREET 16 TH FLOOR |
| CITY/STATE/ZIP | NEW YORK, NY 10004 |
| ADDITIONAL CONTACTS | KASEY HARBES |
| | BRENDAN JORDAN |

All Post-Electronic Reclaims filing LONG FORM:

U.S. residents and non-U.S. residents who have missed QUICK REFUND Process deadlines may file for a “LONG FORM” refund by submitting a claim via either ESP or traditional methods to GlobeTax as agent for BNY Mellon prior to the expiry of the right to claim. Based on their county, that period generally expires five (5) years from the end of the year in which the dividend was paid in the local market. Claims received after the long form deadline will be filed on a best effort basis at the discretion of GlobeTax as agent for BNY Mellon.

All tax information contained in this Important Notice is based on a good faith compilation of information obtained from multiple sources. The information is subject to change. Actual deadlines frequently vary from the statutory deadlines because of local market conditions and advanced deadlines set by local agents. To mitigate risk it is strongly advised that DTC Participants file their claims as soon as possible as the depositary and/or their agents will not be liable for claims filed less than six months before the specified deadline. In the event that local market rules, whether implemented by a local agent or a Tax Authority, conflict with the information provided in the important notice, either prior to or after publication, the local market rules will prevail.

Warning and Disclaimer:

BNY Mellon will not be responsible for the truth or accuracy of any submissions received by it and, by following the procedures set forth herein or otherwise submitting any information, all submitting holders of DSs, and their agents, shall be agreeing to indemnify and hold harmless BNY Mellon and its agents for any and all losses, liabilities, fees and expenses (including reasonable fees and expenses of counsel) incurred by any of them in connection therewith or arising there from. BNY Mellon and its agents will be relying upon the truth and accuracy of any and all submissions received by them in connection with the tax relief process and shall hold submitting holders of DSs and their agents, liable and responsible for any losses incurred in connection therewith or arising there from. There is no guarantee that the applicable tax authorities or the applicable issuer will accept submissions for relief. Neither BNY Mellon nor its agents shall be responsible or liable to any holders of DSs in connection with any matters related to, arising from, or in connection with the tax relief process described herein.