



*Important Notice*  
The Depository Trust Company

|                   |   |
|-------------------|---|
| <b>B #:</b>       | 1442-14   |
| <b>Date:</b>      | August 12, 2014   |
| <b>To:</b>        | All Participants  |
| <b>Category:</b>  | Dividends   |
| <b>From:</b>      | International Services  |
| <b>Attention:</b> | Operations, Reorg & Dividend Managers, Partners & Cashiers  |
| <b>Subject:</b>   | <p style="text-align: center;"><b>*****Revised*****</b></p> Tax Relief - Country: The Netherlands<br>Reed Elsevier N.V. CUSIP: 758204200<br>Record Date: 8/08/14 Payable Date: 09/04/14<br>EDS Cut-Off Date: 09/30/14 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 TaxInfo<sup>SM</sup> 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.*

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Non-Confidential



REED ELSEVIER NV has announced a cash dividend. Citibank acts as Depository for the company's American Depositary Receipt ("ADR") program.

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. Use of EDS will permit entitlement amounts to be paid through DTC.

On ADR Pay Date, 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 below Eligibility Matrix:

| DIVIDEND EVENT DETAILS              |                   |
|-------------------------------------|-------------------|
| COUNTRY OF ISSUANCE                 | NETHERLANDS       |
| ISSUE                               | REED ELSEVIER NV  |
| CUSIP#                              | 758204200         |
| DEPOSITARY                          | CITIBANK          |
| ADR RECORD DATE                     | AUGUST 8, 2014    |
| ADR PAY DATE                        | SEPTEMBER 4, 2014 |
| ADR GROSS DIVIDEND RATE ON PAY DATE | TBA               |
| ORD GROSS DIVIDEND RATE ON PAY DATE | €0.151            |
| RATIO                               | 2 ORDs: 1 ADR     |
| STATUTORY WHT RATE                  | 15%               |

| CHARGES & DEADLINES |                           |                |                               |   |   |
|---------------------|---------------------------|----------------|-------------------------------|---|---|
| FILING METHOD       | BATCH                     | PAYMENT METHOD | TRANSFER AGENT SERVICE CHARGE | MINIMUM SERVICE CHARGE PER BENEFICIAL OWNER | FINAL SUBMISSION DEADLINE (ALL TIMES EST) |
| QUICK RECLAIM       | PRIMARY LONG FORM BATCH   | EDS            | UP TO \$0.010 per ADR         | \$25  | SEPT 30, 2014                             |
| LONG FORM           | POST-EDS PROCESS; ONGOING | CHECK          | UP TO \$0.010 per ADR         | \$25  | OCT 31, 2019                              |

| 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 & COVER LETTER |
| FAVORABLE - 10% POST-PAY DATE | 5%           | Ghana, Japan, United Kingdom  | IB 93 UNIVERSEEL & COVER LETTER |
| 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 / COVER LETTER   |
| 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 / COVER LETTER   |

## ELIGIBILITY MATRIX (CONTINUED)

| RATE DESCRIPTION   | RECLAIM RATE | ELIGIBLE RESIDENTS  | DOCUMENTATION REQUIRED  |
|--|--------------|---|---|
| <b>EXEMPT - 0%</b><br><b>(FOREIGN TAX EXEMPT)</b><br><b>POST-PAY DATE</b><br><b>LONG FORM ONLY</b> | 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 there-in. | CERTIFICATE OF RESIDENCY,<br>ARTICLES OF ASSOCIATION<br>&<br>DIV 16<br>"Refund for foreign bodies<br>with exemption from profits tax" |

## DESCRIPTION OF VARIOUS DOCUMENTATION

| DOCUMENT NAME                   | DESCRIPTION   | ORIGINAL / COPY | SIGNATURE REQUIREMENT   |
|---------------------------------|---|-----------------|---|
| IB 92 UNIVERSEEL                | DUTCH TAX FORM REQUIRED FOR ANY BENEFICIAL OWNER, DOMICILED IN <b>NON-REMITTANCE-BASED</b> JURISDICTIONS, ATTEMPTING TO RECLAIM THE 5% ENTITLEMENT; THIS FORM MUST BE CERTIFIED BY THE BENEFICIAL OWNER'S LOCAL TAX OFFICE.   | ORIGINAL        | BENEFICIAL OWNER & MUST BEAR THE STAMP OF LOCAL TAX AUTHORITY |
| IB 93 UNIVERSEEL                | DUTCH TAX FORM REQUIRED FOR ANY BENEFICIAL OWNER, DOMICILED IN <b>REMITTANCE-BASED</b> JURISDICTIONS, ATTEMPTING TO RECLAIM THE 5% ENTITLEMENT; THIS FORM MUST BE CERTIFIED BY THE BENEFICIAL OWNER'S LOCAL TAX OFFICE.   | ORIGINAL        | BENEFICIAL OWNER & MUST BEAR THE STAMP OF LOCAL TAX AUTHORITY |
| DIV 16                          | THIS FORM IS USED TO APPLY FOR A "REFUND FOR FOREIGN BODIES NOT SUBJECT TO ANY TAX ON PROFITS."<br>(SEE ELIGIBILITY MATRIX)   | ORIGINAL        | BENEFICIAL OWNER  |
| <b>COVER LETTER (EXHIBIT A)</b> | A LISTING OF THE BENEFICIAL OWNERS NAMES, TAXPAYER ID NUMBERS, NUMBER OF SHARES, AND ENTITY TYPE (CHARITY OR PENSION).<br>THE CLIENT LISTING IS PROVIDED TO CITIBANK / GLOBETAX, BY THE PARTICIPANT, EITHER THROUGH ESP SUBMISSION, OR THROUGH TRADITIONAL HARD COPY RECLAIM REQUEST LETTER.<br>IF NOT SUBMITTING YOUR CLAIM VIA ESP, PLEASE CONTACT<br>DutchESP@GLOBETAX.COM TO PROCURE A RECLAIM REQUEST LETTER TEMPLATE. | ORIGINAL        | DTC PARTICIPANT   |
| <b>ARTICLES OF ASSOCIATION</b>  | A DOCUMENT SPECIFYING THE REGULATIONS FOR THE OPERATIONS OF A LEGAL ENTITY. THE ARTICLES OF ASSOCIATION DEFINE THE ENTITY'S PURPOSE, ORGANIZATIONAL STRUCTURE, AND HOW FINANCIAL RECORDS ARE MAINTAINED.  | COPY ACCEPTED   | PROVIDED BY BENEFICIAL OWNER                                  |

## CONTACT DETAILS

|                       |  |
|-----------------------|--|
| PRIMARY CONTACT       | STEPHANIE URUGUTIA                     |
| DOMESTIC PHONE (U.S.) | 1-800-628-4646                         |
| DOMESTIC FAX (U.S.)   | 1-800-633-4646                         |
| INTERNATIONAL PHONE   | 1-212-747-9100                         |
| INTERNATIONAL FAX     | 1-212-747-0029                         |
| EMAIL ADDRESS         | DutchESP@GLOBETAX.COM                  |
| COMPANY               | CITIBANK / GLOBETAX                    |
| STREET ADDRESS        | 90 BROAD STREET 16 <sup>TH</sup> FLOOR |
| CITY/STATE/ZIP        | NEW YORK, NY 10004                     |
| ADDITIONAL CONTACTS   | KASEY HARBES                           |
|                       | LAURA GALLO                            |

## ESP Electronic Submission Portal

powered by **GLOBETAX**

**Citibank, 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 ADRs and New York Shares.**

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

**<https://esp.globetax.com>**

**Please contact Ms. Stephanie Urugutia at 1-800-628-4646 or via email at [DutchESP@GLOBETAX.COM](mailto:DutchESP@GLOBETAX.COM) if you have any questions about this process.**

## FREQUENTLY ASKED QUESTIONS (FAQs)

### GENERAL QUESTIONS

| QUESTION  | ANSWER   |
|---|--|
| 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 TRANSFER AGENT, 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 <b>WILL NOT</b> BE CONSIDERED ELIGIBLE FOR TREATY BENEFITS UNDER ARTICLE 35 OF THE TREATY IN ANY TAXABLE YEAR IF <b>LESS THAN 70%</b> 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 CITIBANK /GLOBETAX ACCEPT CLAIMS FILED DIRECTLY TO THEM BY BENEFICIAL OWNERS?  | CITIBANK / GLOBETAX 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.   |

### QUICK RECLAIM QUESTIONS

| QUESTION  | ANSWER  |
|---|---|
| DO I NEED TO PHYSICALLY SEND ANY DOCUMENTS TO CITIBANK / GLOBETAX IN ORDER TO PARTICIPATE IN THE QUICK RECLAIM PROCESS? | NO, YOU MUST ONLY PROVIDE THE BENEFICIAL OWNER BREAKDOWN VIA ESP.   |
| WILL I BE PAID THROUGH DTC FOR CLAIMS SUBMITTED THROUGH THE QUICK RECLAIM PROCESS?                                      | YES.  |
| ONCE I SUBMIT A QUICK REFUND CLAIM VIA ESP, HOW LONG WILL IT TAKE TO BE PAID?   | WE ESTIMATE PAYMENT WITHIN APPROXIMATELY 8 WEEKS OF PAY DATE.   |
| DOES THE QUICK RECLAIM PROCESS HAVE A MINIMUM POSITION PER BENEFICIAL OWNER REQUIREMENT?                                | ANY CLAIM FOR BENEFICIAL OWNERS HOLDING LESS THAN 5,000 ADRS WILL BE AUTOMATICALLY HELD AND SUBSEQUENTLY FILED VIA THE TRADITIONAL LONG FORM PROCESS. |

## 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?            | CITIBANK / GLOBETAX 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.   |

#### **All Post-Electronic Reclaims filing Long Form:**

U.S. residents and non-U.S. residents who have missed the Relief at Source and Quick Reclaim Process deadlines may file for a "long form" refund by submitting a claim via either ESP or traditional methods to Citibank / GlobeTax 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 Citibank / GlobeTax.

**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 depository 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.**

**EXHIBIT A — COVER LETTER** *(Please place on your Company Letterhead)*

**Tax Relief Request Form**

ISSUE: REED ELSEVIER NV  
CUSIP: 758204200  
RECORD DATE: AUGUST 8, 2014  
PAY DATE: SEPTEMBER 4, 2014

| <u>Name of Beneficial Owner</u>  | <u>Taxpayer I.D. #</u> | <u>Type of Account</u> | <u># of Shares</u> | <u>Reclaim %</u> |
|--|------------------------|------------------------|--------------------|------------------|
| 1)   |                        |                        |                    |                  |
| 2)   |                        |                        |                    |                  |
| 3) etc. (NOTE: For more than 5 Beneficial Owners, provide an excel breakdown of shareholder information) |                        |                        |                    |                  |

**TOTAL SHARES:** \_\_\_\_\_

We ask that GlobeTax, file these withholding tax relief requests for the above-mentioned beneficial owner(s). Please contact the undersigned should you have any questions.

**INDEMNIFICATION**

I/We have determined that the beneficial owner(s) of the shares (individual or legal entity) is eligible for the preferential rates as stated herein and I declare that I have performed all the necessary due diligence to satisfy myself as to the accuracy of the information submitted to me by these beneficial owners.

I/ We hereby certify that I/We will indemnify Citibank, N.A., (and its agents) for any liability Citibank, N.A. may incur as a result of reliance upon information provided by such Participant in connection with an EDS election, a claim for refund, or a failure to provide information requested by the Dutch Tax Authorities. Citibank, N.A. shall not be liable for failure to secure the refund. The Participant shall be liable for any loss due to foreign exchange fluctuation. The Participant agrees to immediately return to Citibank, N.A. any funds erroneously received as a result of an improper EDS election or refund claim. In addition, The Participant agrees to pay any interest, additions to tax or penalties thereon. This is not tax advice. Please consult your tax advisor.

Sincerely,

Title:  
Address:  
DTC Participant #:

Completed claims should be sent to:  
**GlobeTax Services, Inc.**  
**Attn: Dutch Reclaim Team**  
**90 Broad Street, 16th Floor**