



MEETING DATE	Tue, 26 Sep 2017 11:00 am	TYPE	EGM	ISSUE DATE	Tue, 05 Sep 2017
MEETING LOCATION	H. Kamerlingh Onnes Room, Radarweg 29, 1043 NX Amsterdam, the Netherlands				
CURRENT INDICES	FTSE EuroFirst				
SECTOR	Publishing				

COMPANY OVERVIEW

Reed Elsevier provides information services across a range of business sectors. The principle sectors comprise legal, scientific, business related data analytics and market intelligence. Reed also has a significant events business.

MEETING SPECIFIC INFORMATION

Quorum requirements and voting majorities

No quorum required for ordinary resolutions at this meeting. Resolutions under ordinary business are approved by simple majority of the votes cast.

	PROPOSALS	ADVICE
1	Opening of the Meeting Non-voting agenda item	Non-Voting
2	Elect Suzanne Wood Independent Non-Executive Director.	For
3	Closing of the Meeting Non-voting agenda item	Non-Voting

BOARD AND COMMITTEE COMPOSITION (post-Meeting)

BOARD CHANGES

Ms Suzanne Wood is standing for appointment for the first time as a non-executive director at the upcoming EGM.

DIRECTOR	GENDER	INDEPENDENT BY			BOARD	AC	RC	NC	TENURE
		PIRC	COMPANY						
Erik Engstrom	M	No	No	CEO	-	-	-	13	
Anthony Habgood	M	Yes	Yes	Ch	-	M	C	8	
Wolfhart Hauser	M	Yes	Yes	SID	-	C	M	4	
Nick Luff	M	No	No	Exec	-	-	-	3	
Robert MacLeod	M	Yes	Yes	NED	-	-	-	1	
Carol Mills	F	Yes	Yes	NED	M	M	-	1	
Adrian Henna	M	Yes	Yes	NED	M	-	-	6	
Marika van Lier Lels	F	No	No	NED	M	-	-	7	
Linda S. Sanford	F	Yes	Yes	NED	M	-	-	4	
Ben van der Veer	M	Yes	Yes	NED	C	-	M	8	
Suzanne Wood	F	Yes	Yes	NED	-	-	-	<1	

Number of Meetings

Number of NED only Meetings

PIRC assesses a non-executive director's independence according to PIRC's shareholder guidelines. Comments represent PIRC's analysis based on information in the report and accounts. AC = Audit Committee, RC = Remuneration Committee, NC = Nomination Committee, C = Chairperson of Committee, M = Member of Committee.

BOARD OF DIRECTORS (post-Meeting)

ERIK ENGSTROM				CHIEF EXECUTIVE	
AGE	53	TENURE	13 Years	COMMITTEES	None
OTHER POSITION	Smith & Nephew plc [NED]; ex-Bantam Doubleday Dell, North America [Pres & CE]; ex-Eniro AB [NED]; ex-Ex-General Atlantic Partners [Ptrn]; ex-McKinsey [Consultant]; ex-Random House Inc [Pres & COO]; ex-Svenska Cellulosa Aktiebolaget SCA [NED]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		N	
COMMENT	Chief Executive Officer.				

ANTHONY HABGOOD				CHAIRMAN (NON EXECUTIVE)	
AGE	70	TENURE	8 Years	COMMITTEES	R,N*
OTHER POSITION	Court of the Bank of England [Ch]; Preqin Holding Ltd [Ch]; ex-Bunzl plc [CE, Ch]; ex-Geest plc [NED]; ex-Marks and Spencer plc [NED]; ex-Molnlycke Healthcare Limited [Ch]; ex-National Westminster Bank plc [NED]; ex-Nowrich Research Partners [Ch]; ex-Oxford University [Visiting Fellow]; ex-Powergen plc [NED]; ex-SVG Capital plc [NED]; ex-The Boston Consulting Group Inc [Dir]; ex-Tootal Group plc [CE]; ex-Whitbread plc [Ch]				
INDEPENDENT BY PIRC	Y	INDEPENDENT BY COMPANY		Y	

WOLFHART HAUSER			SENIOR INDEPENDENT DIRECTOR		
AGE	67	TENURE	4 Years	COMMITTEES	R*,N
OTHER POSITION	British Foods plc [NED]; FirstGroup plc[Ch]; ex-Dragenopharm GmbH & Co AG [Ch]; ex-Intertek Group plc [CE]; ex-Logica Plc [NED]; ex-TÜV Product Service GmbH [CE]; ex-TÜV Suddeutschland [CE]				
INDEPENDENT BY PIRC	Y	INDEPENDENT BY COMPANY		Y	
COMMENT	Appointed as Senior Independent Director on 20 April 2016.				
NICK LUFF			EXECUTIVE DIRECTOR		
AGE	49	TENURE	3 Years	COMMITTEES	None
OTHER POSITION	Lloyds Banking Group plc [NED]; ex-Aerospace and Security services company [NED]; ex-Centrica plc [CFO]; ex-P&O [FD]; ex-QinetiQ Group plc [NED]; ex-Royal P&O Nedlloyd NV [NED]; ex-The defence [NED]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		N	
COMMENT	CFO appointed on 1 September 2014.				
ROBERT MACLEOD			NON-EXECUTIVE DIRECTOR		
AGE	52	TENURE	1 Year	COMMITTEES	None
OTHER POSITION	Johnson Matthey Plc [CEO]; ex-Aggreko plc [NED]; ex-Enterprise Oil plc [Exec]; ex-WS Atkins plc [FD]				
INDEPENDENT BY PIRC	Y	INDEPENDENT BY COMPANY		Y	
CAROL MILLS			NON-EXECUTIVE DIRECTOR		
AGE	63	TENURE	1 Year	COMMITTEES	A,R
OTHER POSITION	Xactly Corporation [Ch]; Zynga Inc [NED]; ex-Adobe Systems [NED]; ex-Alaska Communications [NED]; ex-Blue Coat Systems [NED]; ex-Hewlett-Packard [Exec]; ex-Ingram Micro [NED]; ex-Juniper Networks [Exec]; ex-Tekelec Corporation [NED]; ex-WhiteHat Security [NED]				
INDEPENDENT BY PIRC	Y	INDEPENDENT BY COMPANY		Y	
ADRIAN HENNAH			NON-EXECUTIVE DIRECTOR		
AGE	59	TENURE	6 Years	COMMITTEES	A
OTHER POSITION	Reckitt Benckiser Group plc [CFO]; ex-GlaxoSmithKline [Various]; ex-Indivior PLC. [NED]; ex-Invensys plc [CFO]; ex-Smith & Nephew plc [CFO]				
INDEPENDENT BY PIRC	Y	INDEPENDENT BY COMPANY		Y	
MARIKE VAN LIER LELS			NON-EXECUTIVE DIRECTOR		
AGE	57	TENURE	7 Years	COMMITTEES	A
OTHER POSITION	Aegon Association [Exec]; Boards of TKH Group NV [NED]; Eneco Holding NV [NED]; ex-Deutsche Post Euro Express [Exec]; ex-KPN NV [NED]; ex-Maersk BV [NED]; ex-Nedlloyd [Exec]; ex-Royal Imtech NV [NED]; ex-Schiphol Group [COO]; ex-USG People [NED]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		N	
COMMENT	Not considered to be independent as she was appointed as part of the agreement with Relx Group plc. Relx NV may nominate for appointment to the Board up to two Non-Executive Directors who are not appointed to the Boards of either Relx PLC or Relx Group plc.				

LINDA S. SANFORD		NON-EXECUTIVE DIRECTOR			
AGE	64	TENURE	4 Years	COMMITTEES	A
OTHER POSITION	Consolidated Edison, Inc. [NED]; New York Hall of Science [Trustee]; Pitney Bowes, Inc [NED]; The Carlyle Group [Consultant]; ex-IBM Corporation [SVP]; ex-ITT Corporation [NED]; ex-Rensselaer Polytechnic Institute [Trustee]; ex-St John's University [Trustee]; ex-State University of New York [Trustee]; ex-The Business Council of New York State [NED]				
INDEPENDENT BY PIRC	Y	INDEPENDENT BY COMPANY		Y	

BEN VAN DER VEER		NON-EXECUTIVE DIRECTOR			
AGE	64	TENURE	8 Years	COMMITTEES	A*,N
OTHER POSITION	Aegon NV [NED]; Koninklijke FrieslandCampina NV [NED]; TomTom NV [NED]; ex-KPMG International [Mem-Management Committee]; ex-KPMG [Ch], Netherlands [Ch]; ex-Royal Imtech NV [NED]; ex-Siemens Nederland NV [NED]				
INDEPENDENT BY PIRC	Y	INDEPENDENT BY COMPANY		Y	

SUZANNE WOOD		NON-EXECUTIVE DIRECTOR			
AGE	n/d	TENURE	<1 Years	COMMITTEES	None
OTHER POSITION	Ashtead Group plc [FD]; ex-Oakwood Homes Corporation [CFO]; Tultex Corporation [CFO]; ex-Sunbelt Rentals Inc [CFO]				
INDEPENDENT BY PIRC	Y	INDEPENDENT BY COMPANY		Y	

BOARD COMPOSITION

BOARD COMPOSITION FOLLOWING THE EGM

			FTSE EUROFIRST MEAN	
	Number	% of Board	Number	% of Board
Executive Director	2	18.18	1.5	11.8
Independent NEDs	8	72.73	5.0	40.1
Connected NEDs	1	9.09	4.2	33.5
Other	0	0.0	1.8	14.3

BOARD COMMITTEES FOLLOWING THE EGM

	FTSE EUROFIRST MEAN				
	Number of Members	% Independent by PIRC	% Independent by Company	Number of Members	% Independent by PIRC
Whole Board	11	72.73	72.73	12.4	42.4
Audit	5	80.0	80.0	4.0	57.7
Remuneration	3	100.0	100.0	3.6	52.4
Nomination	3	100.0	100.0	4.1	51.3

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