

# Wolters Kluwer

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Bank of America Merrill Lynch  
2014 Global Telecom & Media  
Conference

London  
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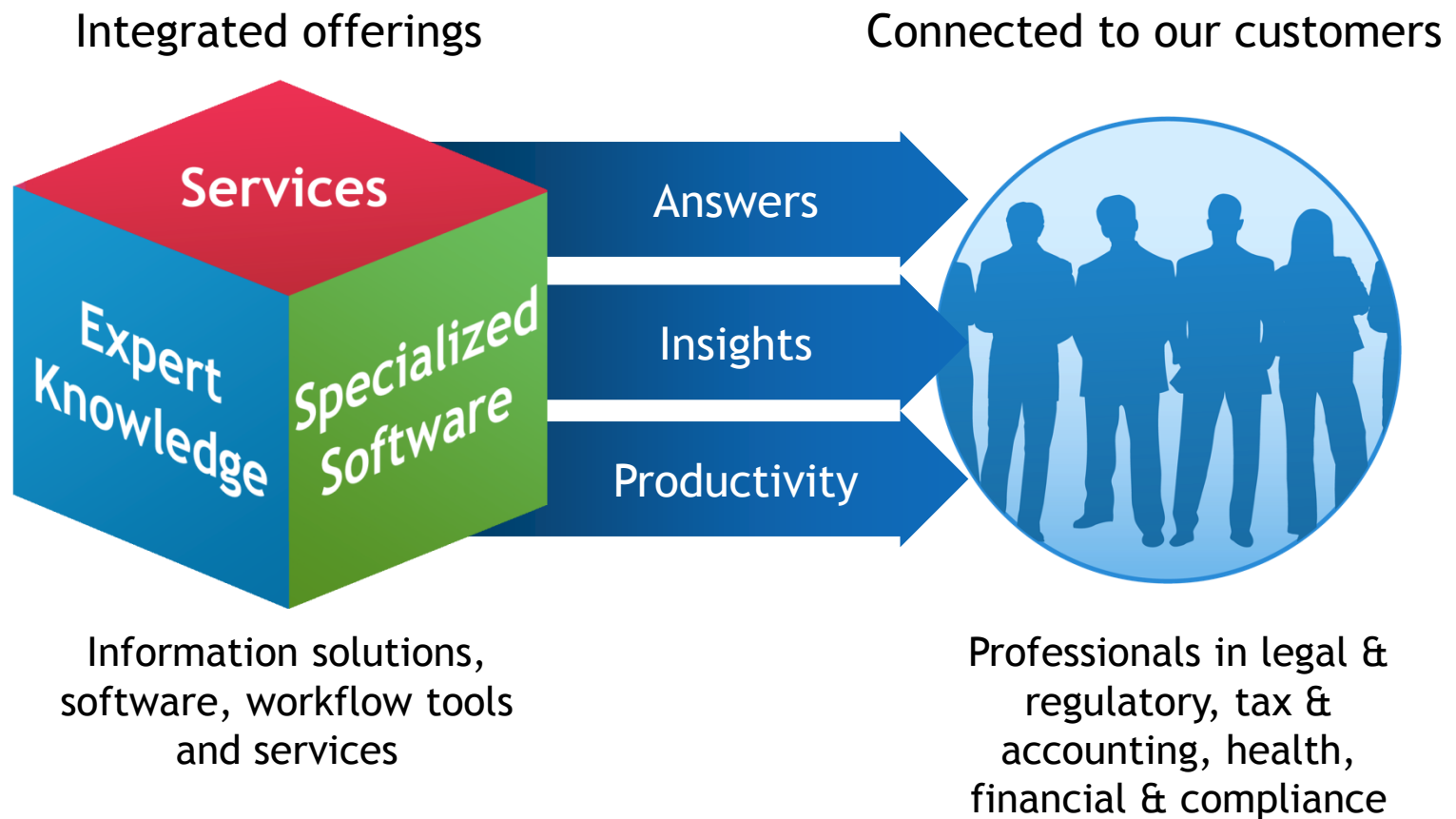


Wolters Kluwer

When you have to be right

# Information solutions for professionals

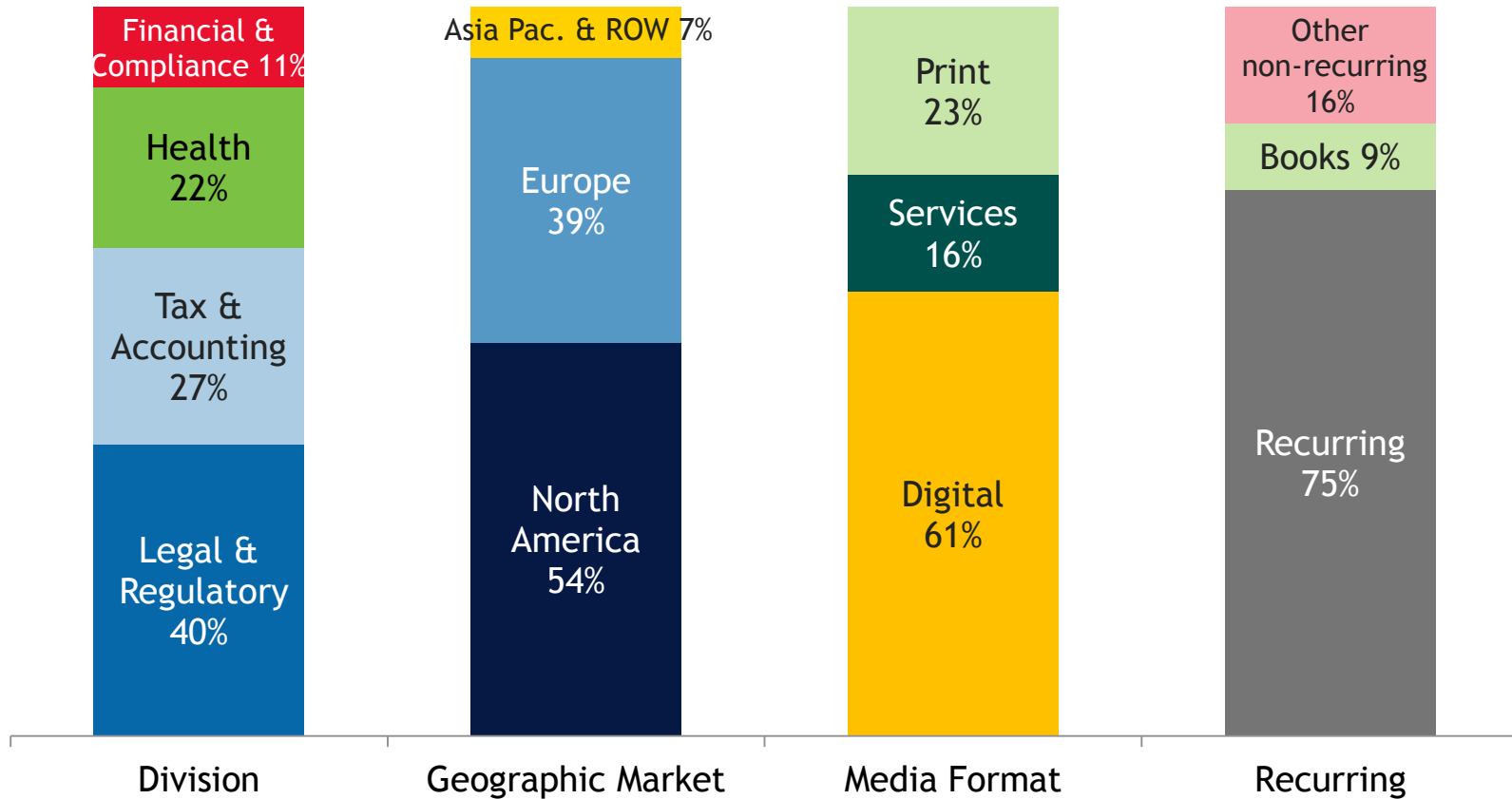
*Integrating content, expertise and technology to help professionals achieve superior results and greater productivity*



# Four global divisions

77% digital & services; 75% recurring

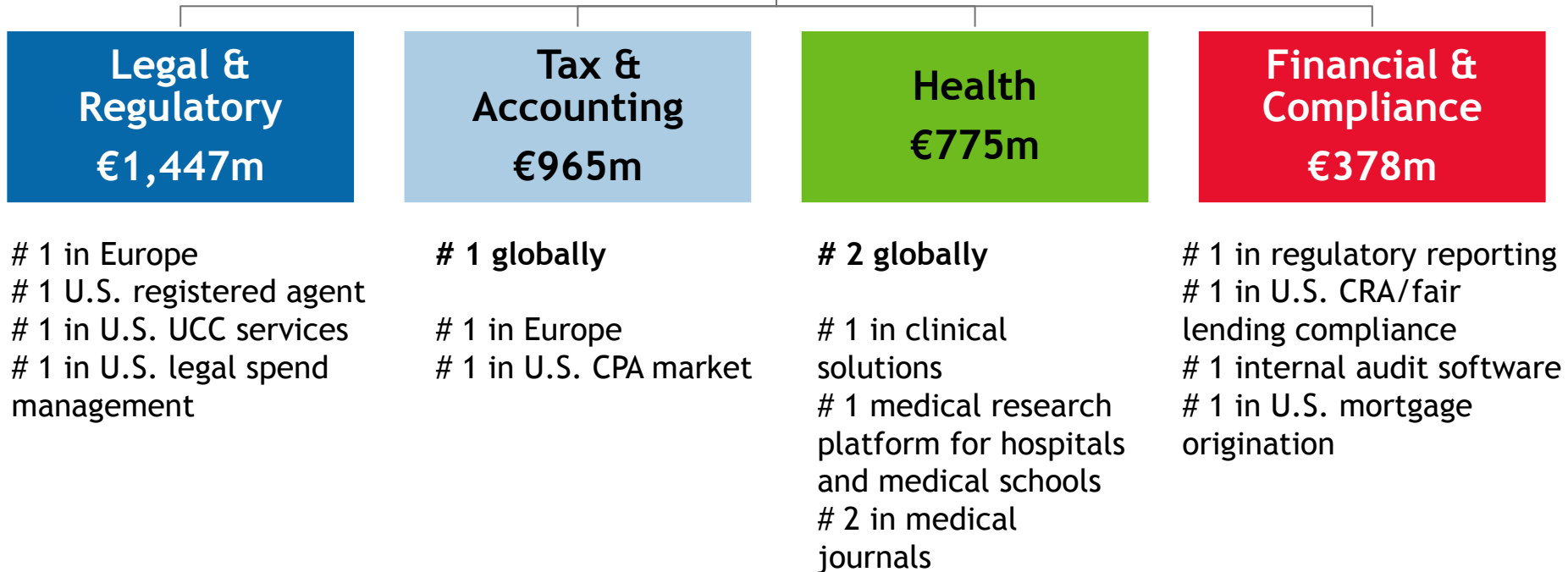
## 2013 Revenues €3,565 million



# Global leader

*Number 1 or 2 in most markets served*

## Wolters Kluwer



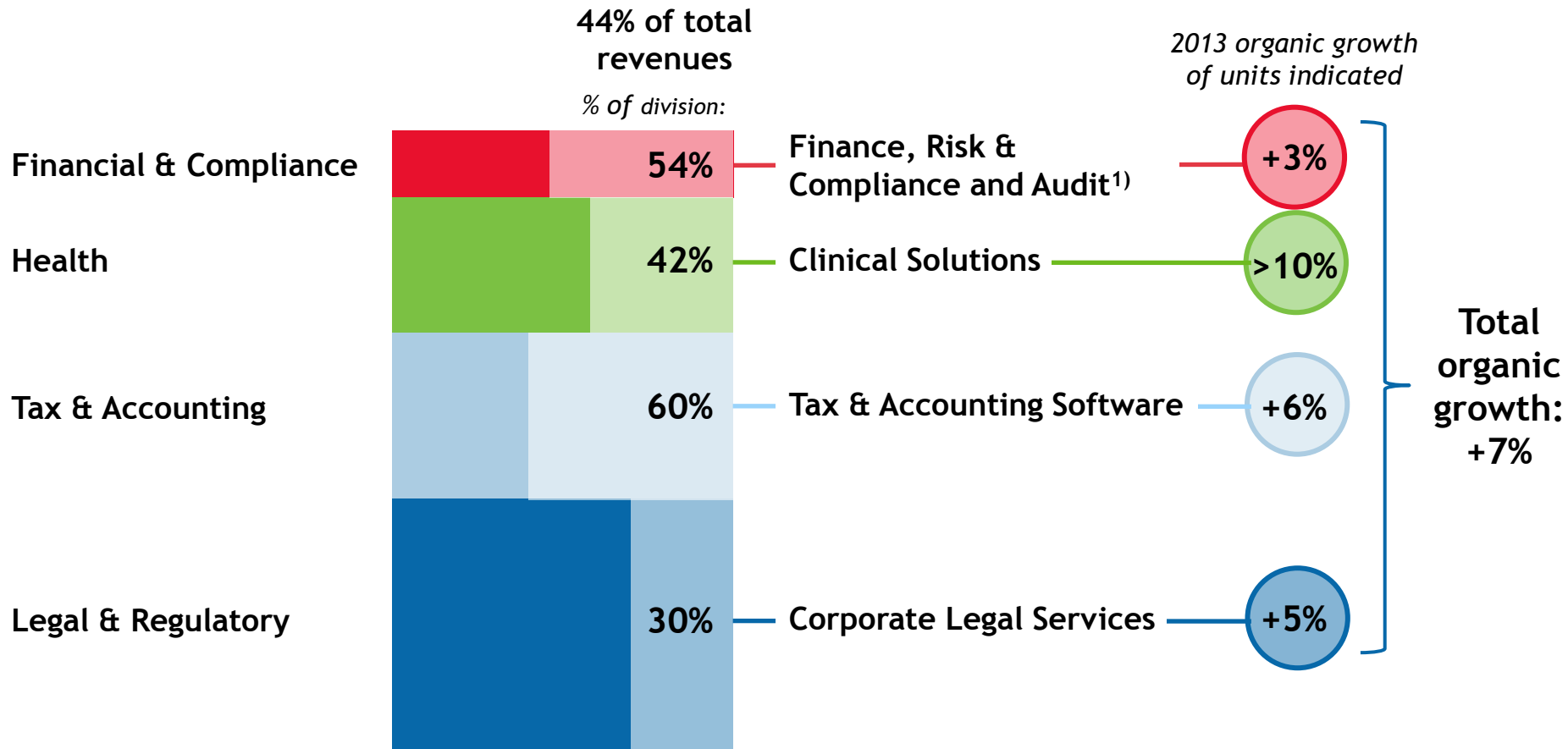
# Strategic priorities

*Our strategy aims to accelerate profitable growth*



# 1. Expand our leading, high growth positions

*Allocating capital to high growth positions where we have leadership*



1) Includes the Finance, Risk & Compliance and Audit, Risk & Compliance units within the F&CS division

## 2. Deliver solutions and insights

*Investing in products that improve our customers' productivity and outcomes*

### Increasingly Mobile



CCH Axcess™

Cloud-based tax & accounting software for CPA firms

### Drives Decisions and Outcomes



Wolters Kluwer  
Financial Services

Enhanced enterprise governance, risk and compliance solution for banks

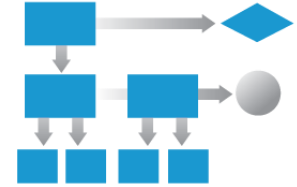
### Tailored to the Customer



General Counsel NAVIGATOR for small to mid-size corporate legal departments

# 3. Drive efficiencies

*Pursuing further cost savings and creating global scale economies*



## Sourcing

## Technology

## Real Estate

## Sales Channel & Go to Market

## Process & Organization

**2013**

- Renegotiated paper, printing, warehousing and shipping contracts

- Optimized hosting and infrastructure services providers

- Consolidated office space (closed 10 offices in Europe and 10 in the U.S.)

- Replaced unprofitable direct mail with digital marketing in Health and T&A

- Redesigned CLS' Service-of-Process operation

**2014**

- Print consolidation
- Automating and reducing prepress costs

- Off shoring automated content enrichment

- Renegotiating lease contracts
- Improving space utilization and rationalize offices

- Re-allocating sales staff towards growth areas

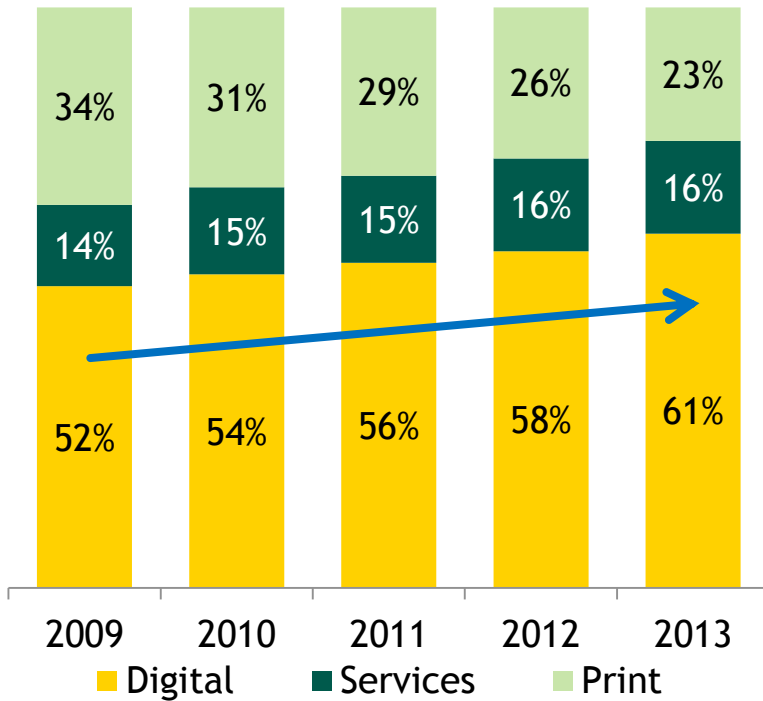
- Optimizing editorial and production



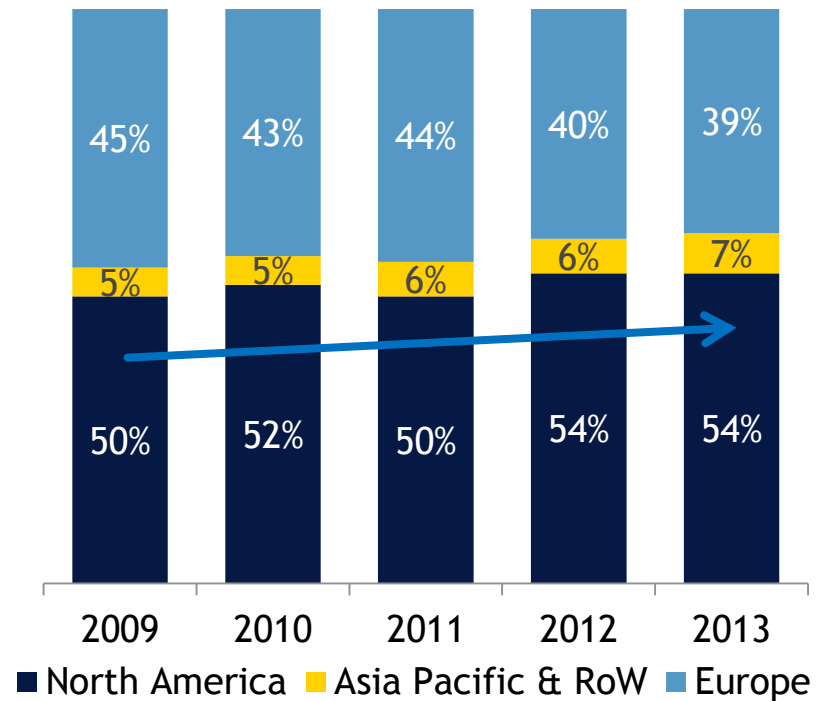
# Portfolio transformation

*Increasing focus on digital & services; rebalancing Europe*

## Revenue by Media Format



## Revenue by Geographic Market



# Highlights FY2013 results

*Full-year 2013 results in line with guidance*

- Revenue up +2% in constant currencies and +1% organically
  - Leading, high growth positions grew +7% organically
  - Digital revenues grew +5% organically
- Ordinary EBITA up +2% at constant currencies
  - Margin stable at 21.5%
- Ordinary diluted EPS up +3% at constant currencies
- Ordinary free cash flow up +3% at constant currencies
- Net-debt-to-EBITDA improved to 2.2x at year-end (2.4x Y/E 2012)
  - Better than target (2.5x)
- Dividend increased to €0.70 per share

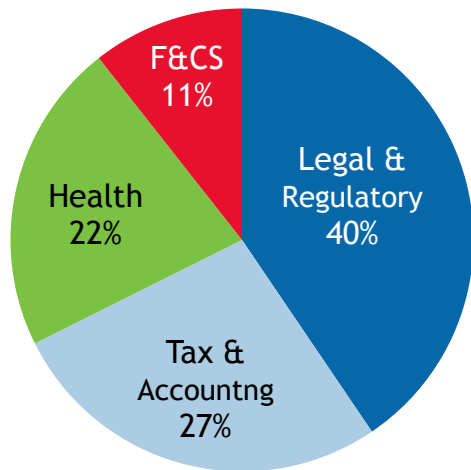
# Revenues by division

*Strong organic growth at Health; challenges faced by F&CS*

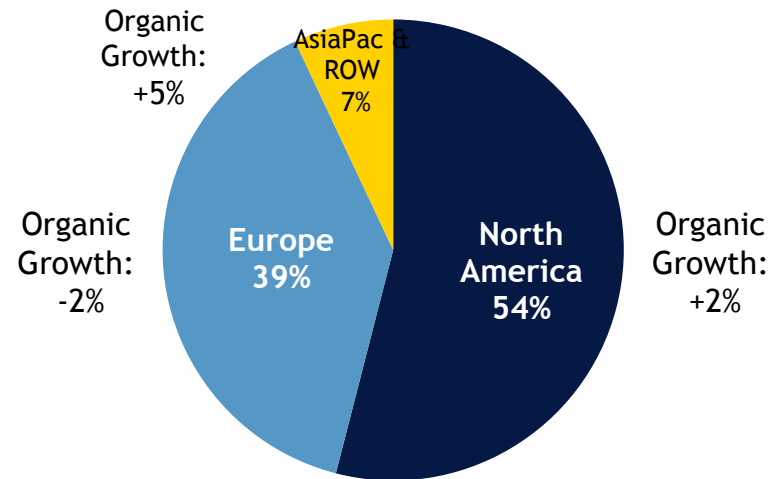
(€ million)	2013	2012	Δ	Δ CC	Δ OG
Legal & Regulatory	1,447	1,485	-3%	-1%	-1%
Tax & Accounting	965	981	-2%	+1%	+1%
Health	775	745	+4%	+8%	+6%
Financial & Compliance Services	378	386	-2%	+1%	-4%
<b>Total Revenues</b>	<b>3,565</b>	<b>3,597</b>	<b>-1%</b>	<b>+2%</b>	<b>+1%</b>

Δ-% Change; ΔCC-% Change constant currencies (EUR/USD 1.29); ΔOG-% Organic growth. 2012 restated for IAS 19R and IFRS 11

## 2013 Revenues by Division



## 2013 Revenues by Geographic Market



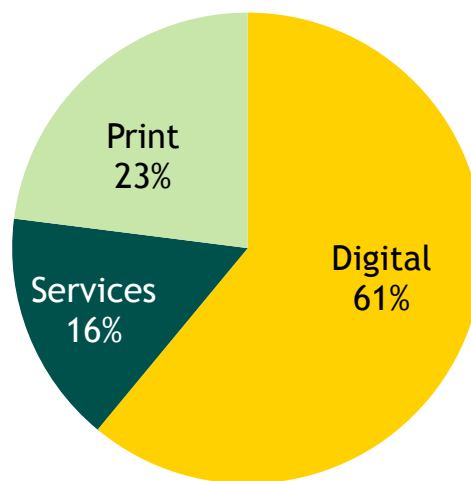
# Revenues by media format

*Growth in digital more than offsets decline in print*

(€ million)	2013	2012	Δ	Δ CC	Δ OG
Digital	2,180	2,101	+4%	+7%	+5%
Services	561	567	-1%	+1%	0%
Print	824	929	-11%	-9%	-8%
<b>Total revenues</b>	<b>3,565</b>	<b>3,597</b>	<b>-1%</b>	<b>+2%</b>	<b>+1%</b>

Δ-% Change; ΔCC-% Change constant currencies (EUR/USD 1.29); ΔOG-% Organic growth. 2012 restated for IAS 19R and IFRS 11

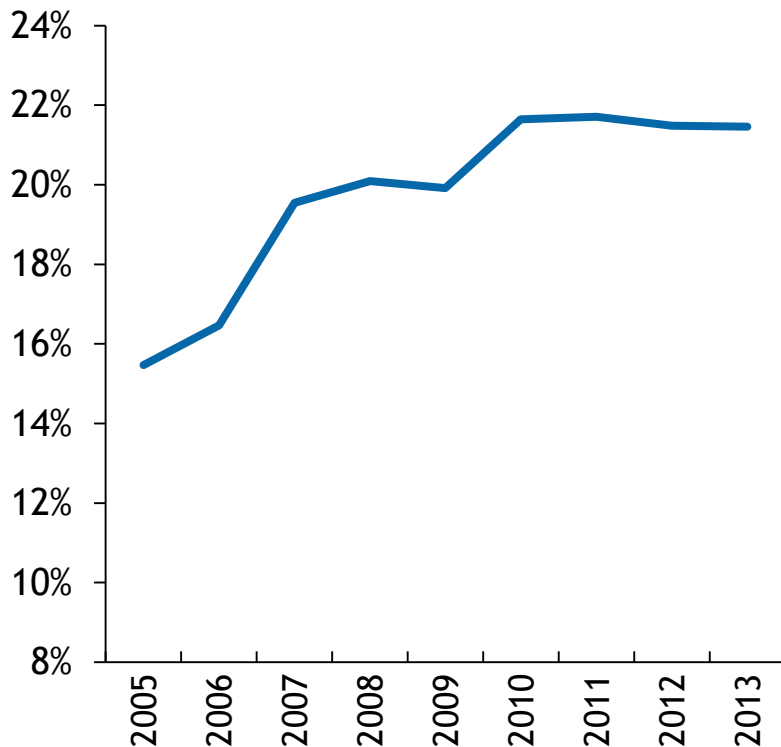
## 2013 Revenues by Media Format



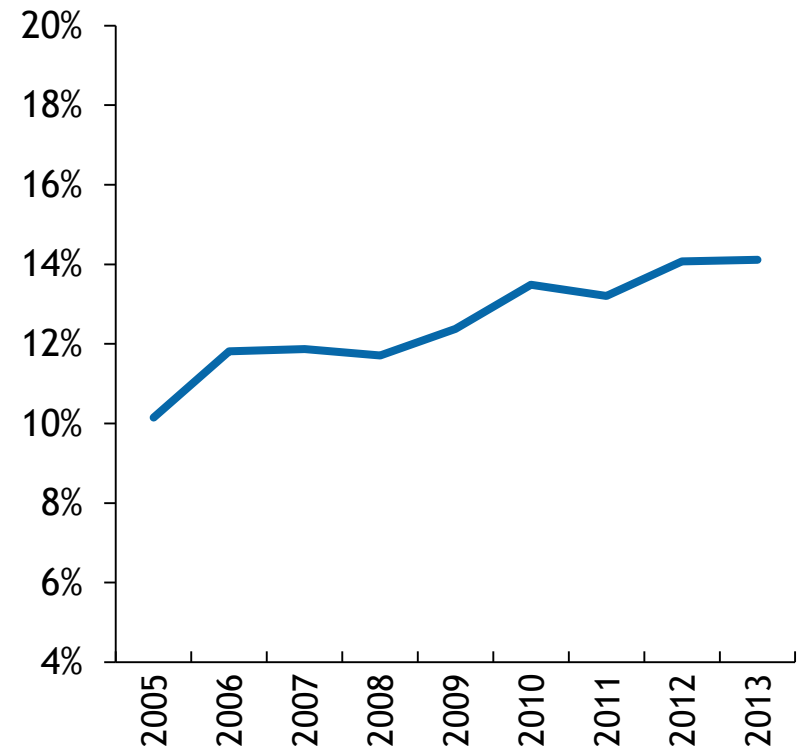
# Profit and cash flow margins

*Margins have been sustained despite economic challenge in Europe*

Adjusted Operating Profit Margin (%)



Adjusted Free Cash Flow Margin (%)



Note: Adjusted operating profit margin for continuing operations. Adjusted free cash flow margin for continuing operations, except 2009 and 2010. Restructuring costs included in adjusted operating profit margin in 2011-2013. 2012 restated for IAS19 Revised and IFRS11.

# First-quarter 2014 trading update

## *Full-year 2014 guidance affirmed*

- 1Q revenue up +2% in constant currencies, up +2% organically
  - 1Q benefitted from favorable comparison to the prior year
  - Leading, high growth businesses continue to drive performance
  - Digital subscriptions saw good organic growth
- 1Q adjusted operating margin declined, as expected
  - Due to planned restructuring costs
- 1Q adjusted FCF declined in constant currencies, as expected
  - Partly due to higher paid financing costs
- Net-debt-to-EBITDA 2.2x as of March 31, 2014
  - In line with year-end 2013 and better than target of 2.5x
- Acquisition spending, net of cash acquired, was €170 million as of May 7, 2014
  - Includes Datacert

# Datacert acquisition

## *Expands Corporate Legal Services*

- \$180 million to acquire remaining 62% of Datacert
  - Brings Wolters Kluwer's total investment since 2002 to €197 million
- Meets financial criteria
  - ROIC to exceed WACC (8%) within 3-5 years
  - EPS enhancing in year 1
- Datacert revenues \$57 million in 2013
  - Over 80% subscription
- Leading provider of legal billing software and other enterprise legal management solutions
  - Serving corporate general counsel and law firms in over 140 countries
- Synergies from integrating Datacert with Tymetrix
  - Enhances market leadership position
  - Improves opportunity for international expansion
  - Enables significant operating synergies

Note: Parent company is Third Coast Holdings, Inc.

# New €400 million Eurobond

*New 10 year Eurobond placed in May 2014*

- New €400 million ten year Eurobond placed in May 2014
- Annual coupon 2.5% lowers average cost of debt
- Use of proceeds: general corporate purposes, including refinancing of existing debt facilities
- Secured liquidity and aligned with policy headroom of above €500 million
- Maturity profile extended - all material redemptions after 2017



# 2014 Guidance

*Guidance includes expected restructuring costs of approximately €25-30 million in 2014*

<b>Performance indicators</b>	<b>FY2014 Guidance</b>
Adjusted operating profit margin	20.5%-21.5%
Adjusted free cash flow	≥ €475 million
Return on invested capital	≥ 8%
Diluted adjusted EPS	Low single-digit growth

Guidance for adjusted free cash flow and diluted adjusted EPS is in constant currencies (EUR/USD 1.33).

Our guidance is based on constant exchange rates. Wolters Kluwer generates more than half of its adjusted operating profit in North America. As a rule of thumb, based on our 2013 currency profile, a 1 U.S. cent move in the average EUR/USD exchange rate for the year causes an opposite 1.0 euro-cent change in diluted adjusted EPS.

Note: Starting with 2014 figures, Wolters Kluwer is adopting more standard terminology for its benchmark figures. This change does not alter any definitions or numbers. Please see our website [www.wolterskluwer.com/investors](http://www.wolterskluwer.com/investors) for more details.

# Forward-looking Statements

*This presentation contains forward-looking statements. These statements may be identified by words such as "expect", "should", "could", "shall", and similar expressions. Wolters Kluwer cautions that such forward-looking statements are qualified by certain risks and uncertainties, that could cause actual results and events to differ materially from what is contemplated by the forward-looking statements. Factors which could cause actual results to differ from these forward-looking statements may include, without limitation, general economic conditions, conditions in the markets in which Wolters Kluwer is engaged, behavior of customers, suppliers and competitors, technological developments, the implementation and execution of new ICT systems or outsourcing, legal, tax, and regulatory rules affecting Wolters Kluwer's businesses, as well as risks related to mergers, acquisitions and divestments. In addition, financial risks, such as currency movements, interest rate fluctuations, liquidity and credit risks could influence future results. The foregoing list of factors should not be construed as exhaustive. Wolters Kluwer disclaims any intention or obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*

*Unless otherwise stated, this presentation is based on continuing operations. Comparative information is presented accordingly. 2012 results are restated for IAS 19R 'Employee benefits' and early adoption of IFRS 11 'Joint arrangements'. Growth rates are cited in constant currencies unless otherwise noted.*



Q&A



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