



Agenda

Annual General Meeting of Shareholders

Agenda

Agenda for the Annual General Meeting of Shareholders of Wolters Kluwer nv, to be held on Thursday, April 21, 2016, at 11.00 a.m. in the The Grand Hotel, Oudezijds Voorburgwal 197, 1012 EX Amsterdam, the Netherlands

- 1** Opening
- 2** 2015 Annual Report
 - a Report of the Executive Board for 2015*
 - b Report of the Supervisory Board for 2015*
 - c Execution of the remuneration policy in 2015*
- 3** 2015 Financial statements and dividend
 - a Proposal to adopt the financial statements for 2015 as included in the annual report for 2015 **
 - b Explanation of dividend policy*
 - c Proposal to distribute a total dividend of €0.75 per ordinary share, resulting in a final dividend of €0.57 per ordinary share **
- 4** Release of the members of the Executive Board and the Supervisory Board from liability for the exercise of their respective duties
 - a Proposal to release the members of the Executive Board for the exercise of their duties **
 - b Proposal to release the members of the Supervisory Board for the exercise of their duties **
- 5** Composition Supervisory Board
 - a Proposal to reappoint Mr. René Hooft Graafland as member of the Supervisory Board **
 - b Proposal to appoint Ms. Jeanette Horan as member of the Supervisory Board **
 - c Proposal to appoint Ms. Fidelma Russo as member of the Supervisory Board **
- 6** Proposal to amend the remuneration of the members of the Supervisory Board *
- 7** Proposal to amend the Articles of Association *
- 8** Proposal to extend the authority of the Executive Board
 - a to issue shares and/or grant rights to subscribe for shares **
 - b to restrict or exclude statutory pre-emption rights **
- 9** Proposal to authorize the Executive Board to acquire shares in the Company *
- 10** Any other business
- 11** Closing

* Items put on the agenda for voting. The other items are on the agenda for discussion only.

Explanatory Notes to the Agenda

2 2015 Annual Report

This agenda item includes three non-voting items: the report of the Executive Board for 2015, the report of the Supervisory Board for 2015, and the execution of the Company's remuneration policy in 2015. With respect to these items, reference is made to the Annual Report 2015.

3 2015 Financial statements and dividend

These agenda items include the proposal to adopt the financial statements for 2015 as included in the annual report for 2015, explanation of the Company's dividend policy (as a non-voting item), and the proposal to adopt a total dividend of €0.75 per share in cash over the full financial year 2015.

The Company has a progressive dividend policy under which the Company aims to increase the dividend per share each year. The annual increase is dependent on the financial performance, market conditions, and the need for financial flexibility. In line with the Company's announcements in July and September 2015, a semi-annual dividend frequency has been implemented. The Executive Board proposes to the General Meeting of Shareholders to adopt a total dividend of €0.75 per ordinary share in cash to be paid for the full financial year 2015, an increase of 6% over the prior year. An interim dividend amounting to €0.18 per ordinary share was paid in cash in October 2015 with due observance of article 29 (6) of the Articles of Association. Therefore, the final dividend payable in May 2016, will amount to €0.57 per ordinary share.

4 Release of the members of the Executive Board and the Supervisory Board from liability for the exercise of their respective duties

The proposals to release the members of the Executive Board and the members of the Supervisory Board from liability for the exercise of their respective duties, as stipulated in article 28 of the Articles of Association, are separate agenda items. It is proposed that the members of the Executive Board and the members of the Supervisory Board be released from liability for the exercise of their respective duties, insofar as the exercise of such duties is reflected in the financial statements or information otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the financial statements. The scope of a release from liability shall be subject to limitations by virtue of the law.

5 Composition Supervisory Board

The Supervisory Board currently consists of six members. Regretfully, Ms. Qureshi has decided to resign from the Supervisory Board after the 2016 General Meeting of Shareholders due to the fact that she can no longer combine her other activities with a seat on the Supervisory Board of Wolters Kluwer. The Supervisory Board is pleased to propose the appointment of Ms. Jeanette Horan and Ms. Fidelma Russo as new members of the Supervisory Board. Upon their appointment and the reappointment of Mr. René Hooft Graafland by the General Meeting of Shareholders, the Supervisory Board will consist of seven members, in line with the profile.

a. Proposal to reappoint Mr. René Hooft Graafland as member of the Supervisory Board

Mr. René Hooft Graafland is due to retire by rotation and is available for reappointment. Mr. Hooft Graafland was appointed as member of the Supervisory Board in 2012. Mr. Hooft Graafland is Chairman of the Audit Committee. Based on article 21 (4) of the Articles of Association, the Supervisory Board, after careful consideration, nominates Mr. Hooft Graafland for reappointment as member of the Supervisory Board, in view of his broad international management experience, his financial expertise and his contribution to the Supervisory Board. Mr. Hooft Graafland was born on September 24, 1955, and has Dutch nationality. Mr. Hooft Graafland was CFO and member of the executive board of Heineken N.V. until April 23, 2015. He is chairman of the supervisory board of Royal Theatre Carré and member of the supervisory board of Royal Ahold N.V. and Royal FrieslandCampina N.V.

Mr. Hooft Graafland holds no shares in the Company. The number of supervisory board memberships that Mr. Hooft Graafland holds, falls within the limitations set forth in article 2:142a of the Dutch Civil Code and the prevailing standard of the Dutch Corporate Governance Code. Mr. Hooft Graafland is independent from the Company within the meaning of Best Practice Provision III.2.2. of the Dutch Corporate Governance Code.

b. Proposal to appoint Ms. Jeanette Horan as member of the Supervisory Board

The Supervisory Board, in line with article 21 (4) of the Articles of Association, nominates Ms. Jeanette Horan to be appointed as member of the Supervisory Board, in view of her extensive management experience and in-depth knowledge of the technology sector. Ms. Horan was born on July 7, 1955, and has British nationality. Ms. Horan retired from IBM in August 2015

after a distinguished career that saw her hold many key leadership roles, including that of Chief Information Officer. Ms. Horan has over 30 years of experience in various development and management roles in the computer industry. Further, Ms. Horan serves as non-Executive Director on the board of Microvision Inc., an innovative display and imaging solutions company. A more extensive CV of Ms. Horan can be found on www.wolterskluwer.com/agm.

Ms. Horan holds no shares in the Company. The number of supervisory board memberships that Ms. Horan holds, falls within the limitations set forth in article 2:142a of the Dutch Civil Code and the prevailing standard of the Dutch Corporate Governance Code. Ms. Horan is independent from the Company within the meaning of Best Practice Provision III.2.2. of the Dutch Corporate Governance Code.

c. Proposal to appoint Ms. Fidelma Russo as member of the Supervisory Board

The Supervisory Board, in line with article 21 (4) of the Articles of Association, nominates Ms. Fidelma Russo for appointment as member of the Supervisory Board, in view of her extensive management experience and in-depth knowledge of the technology sector. Ms. Russo was born on May 6, 1963, and has Irish and American nationality. Ms. Russo is Senior Vice President and General Manager of the VMAX business unit at EMC Corporation, Core Technologies Division. Ms. Russo has been at the forefront of managing and leading technology initiatives in cloud, network storage and adaptive software solutions globally. Ms. Russo is also a board member of NCWIT, National Center for Women & Information Technology. A more extensive CV of Ms. Russo can be found on www.wolterskluwer.com/agm.

Ms. Russo holds no shares in the Company. The number of supervisory board memberships that Ms. Russo holds, falls within the limitations set forth in article 2:142a of the Dutch Civil Code and the prevailing standard of the Dutch Corporate Governance Code. Ms. Russo is independent from the Company within the meaning of Best Practice Provision III.2.2. of the Dutch Corporate Governance Code.

6 Proposal to amend the remuneration of the members of the Supervisory Board

The Supervisory Board reviewed its own remuneration. Based on the responsibilities of Supervisory Board members and market practice, it is proposed to the General Meeting of Shareholders to determine the remuneration for members of the Supervisory Board

with effect from January 1, 2016, as follows:

- annual remuneration for the Chairman of the Supervisory Board: €75,000 (*increase: €5,000*)
- annual remuneration for the Deputy Chairman of the Supervisory Board: €65,000 (*increase: €5,000*)
- annual remuneration for the other members of the Supervisory Board: €60,000 (*increase: €5,000*)
- annual compensation for Chairman Audit Committee: €15,000 (*increase: €5,000*)
- annual compensation for other members Audit Committee: €10,000 (*increase: €3,000*)
- annual compensation for Chairman Selection and Remuneration Committee: €10,000 (*increase: €2,000*)
- annual compensation for other members Selection and Remuneration Committee: €8,000 (*increase: €3,000*)
- travel allowance for intercontinental travel: €3,000 per meeting (*new*)

7 Proposal to amend the Articles of Association

It is proposed to amend the Articles of Association of Wolters Kluwer nv in conformity with the proposal prepared by Allen & Overy LLP (Amsterdam office) ('Proposed Amendment'). An explanation to the proposal to amend the Articles of Association of the Company in line with the Proposed Amendment is provided below.

Amendments with respect to the dividend payment term and declaration of dividend

It is proposed to amend article 31 (1) of the Articles of Association as follows: *'Dividends and other distributions shall be made payable within thirty (30) working days after the resolution on distribution, unless the Executive Board, subject to approval of the Supervisory Board, determines another date'*. The reason for this amendment is to enable the Executive Board to have more flexibility, especially with respect to the payment term of interim dividend. This is desired in the scope of the recently introduced policy to distribute interim dividends. An Executive Board resolution to distribute an interim dividend is always subject to prior approval of the Supervisory Board.

Amendments resulting from new legislation and in order to increase flexibility

Following the Dutch Implementation Act regarding the EU Accounting Directive, it is proposed to make the following amendments in the Definitions and in article 27 (2), (3) and (6) of the Articles of Association:

in the Dutch version of the Articles of Association, in line with section 2:391 of the Dutch Civil Code, it is

proposed to change 'jaarverslag' into 'bestuursverslag'. In the English version of the Articles of Association, this will result in the amendment of article 27 (2), (3) and (6), whereas 'annual report' will be changed into 'management report'.

With respect to shares owned by the Company it is proposed to add a new article 9 (18): *'On shares (or depositary receipts for shares) which the Company holds, no distributions shall be made, unless such shares (or depositary receipts for shares) are encumbered with a right of usufruct or pledge. Shares (or depositary receipts for shares) on which pursuant to this paragraph 18 no distribution shall be made for the benefit of the Company, shall not be counted when calculating allocation and entitlements to profits, unless such shares (or depositary receipts for shares) are encumbered with a right of usufruct or pledge.'*

It is proposed to amend article 34 of the Articles of Association and add Alphen aan den Rijn as potential place in which general meetings of shareholders can be held.

As section 2:94a of the Dutch Civil Code refers to a term of six months (instead of five) for a contribution in kind, it is proposed to amend article 8 (4) as reflected in the Proposed Amendment.

Finally, it is proposed to have a minor change in article 29 (7) of the Articles of Association as reflected in the Proposed Amendment.

Upon adoption of this proposal the General Meeting of Shareholders authorizes every member of the Executive Board, the (deputy) Secretary of the Executive Board, and every (deputy) civil-law notary, paralegal and notarial assistant at Allen & Overy LLP, Attorneys at Law, Civil-Law Notaries and Tax Consultants, in Amsterdam to have the deed of amendment of the Articles of Association of the Company executed.

The Proposed Amendment can be found hereafter as annex to the agenda. It has also been published on www.wolterskluwer.com/agm, is also available at the offices of the Company and at ABN AMRO Bank N.V. and will be available at the meeting.

It is also possible to request a printed copy via Wolters Kluwer nv, Corporate Communications, P.O. Box 1030, 2400 BA Alphen aan den Rijn, the Netherlands (+31 (0)172 641 421, info@wolterskluwer.com).

8 Proposal to extend the authority of the Executive Board

In accordance with articles 4 and 5 of the Articles of Association, the General Meeting of Shareholders, by virtue of the resolution adopted on April 22, 2015, has extended the period during which the Executive Board is authorized to issue shares and to limit or exclude the pre-emption rights when issuing ordinary shares by 18 months. This authorization will therefore end on October 22, 2016, if it is not extended. The duration of the extension of this authorization is allowed by law for a maximum of five years. However, as in previous years, it is proposed that the authorization be extended to a date 18 months from the date of this General Meeting of Shareholders.

a Proposal to extend the authority of the Executive Board to issue shares and/or grant rights to subscribe for shares

Proposal to extend the Executive Board's authority until a date 18 months following April 21, 2016, subject to the approval of the Supervisory Board, to issue shares and/or grant rights to subscribe for shares, up to a maximum of 10% of the issued share capital on April 21, 2016.

b Proposal to extend the authority of the Executive Board to restrict or exclude statutory pre-emption rights

Proposal to extend the Executive Board's authority until a date 18 months following April 21, 2016, subject to the approval of the Supervisory Board, to restrict or exclude the pre-emption rights of holders of ordinary shares when ordinary shares are issued and/or rights to subscribe for ordinary shares are granted based on the authority requested in agenda item 8a, up to a maximum of 10% of the issued share capital on April 21, 2016. The authority of the Executive Board to restrict or exclude statutory pre-emption rights is related to the fact that due to some foreign legal systems shareholders outside the Netherlands are not eligible in some cases to exercise statutory pre-emption rights. In the event of an issue of shares, the Executive Board may decide in conformity with market practice to grant existing shareholders non-statutory pre-emption rights.

9 Proposal to authorize the Executive Board to acquire shares in the Company

The General Meeting of Shareholders, by virtue of the resolution adopted on April 22, 2015, has authorized the Executive Board for a period of 18 months to acquire own shares. This authorization will therefore end on October 22, 2016. It is proposed to authorize

the Executive Board for a period of 18 months, starting April 21, 2016, to acquire for a consideration on the stock exchange or otherwise the Company's own paid-up shares, up to a maximum of 10% of the issued share capital on April 21, 2016, in the case of ordinary shares at a price between the nominal stock value of the shares and 110% of the closing price of the ordinary shares on the stock exchange of Euronext Amsterdam on the day preceding the day of purchase as reported in the Official Price List of Euronext Amsterdam, and in the case of preference shares at their nominal value. The authority of the Executive Board to acquire shares in the Company may be withdrawn by the General Meeting of Shareholders with the approval of the Supervisory Board. The proposed authorization will replace the authorization granted to the Executive Board on April 22, 2015.

Proposed amendment to the articles of association of

Wolters Kluwer N.V.

with its official seat in Amsterdam, the Netherlands.

as it will be presented at the Company's General Meeting of Shareholders to be held on 21 April 2016 for its approval.

The text of the current Articles of Association to be changed is stated in the first column and the text of the proposed new text is stated in the second column; the specific changes are in bold

Office translation

In preparing this document, an attempt has been made to translate as literally as possible without jeopardizing the overall continuity of the text. Inevitably, however,

differences may occur in translation, and if they do, the Dutch text will govern by law.

In this document, Dutch legal concepts are expressed in English terms and not in their original Dutch terms; the concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

Current text:

DEFINITIONS

- k. annual report: the report to be issued annually in writing by the Executive Board concerning the business of the Company and the management conducted;

CONTRIBUTION IN KIND

Article 8.

4. A description of any non-monetary contribution shall be made with a statement of the value assigned thereto, and the valuation methods used, as prescribed in Section 2:94a, subsection 1, of the Dutch Civil Code. The description shall relate to the position on a day that does not fall any earlier than five months before the date on which the shares are taken or by which a call has been made or on which it was agreed. The members of the Executive Board shall sign the description; if the signature of one or more of them is lacking, this shall be stated with reasons.

ACQUISITION OF THE COMPANY'S OWN SHARES

Article 9.

Proposed new text:

DEFINITIONS

- k. **management** report: the report to be issued annually in writing by the Executive Board concerning the business of the Company and the management conducted;

CONTRIBUTION IN KIND

Article 8.

4. A description of any non-monetary contribution shall be made with a statement of the value assigned thereto, and the valuation methods used, as prescribed in Section 2:94a, subsection 1, of the Dutch Civil Code. The description shall relate to the position on a day that does not fall any earlier than **six** months before the date on which the shares are taken or by which a call has been made or on which it was agreed. The members of the Executive Board shall sign the description; if the signature of one or more of them is lacking, this shall be stated with reasons.

ACQUISITION OF THE COMPANY'S OWN SHARES

Article 9.

18. On shares (or depositary receipts for shares) which the Company holds, no distributions shall be made, unless such shares (or depositary receipts for shares) are encumbered with a right of usufruct or pledge. Shares (or depositary receipts for shares) on which pursuant to this paragraph 18 no distribution shall be made for the benefit of the Company, shall not be counted when calculating allocation and entitlements to profits, unless such shares (or depositary receipts for shares) are encumbered with a right of usufruct or pledge.

FINANCIAL YEAR AND ANNUAL ACCOUNTS

Article 27.

2. Annually, within four months after the end of the financial year, the Executive Board must prepare annual accounts, and must deposit the same for inspection by the Shareholders at the Company's office. Within the same period, the Executive Board also deposits the annual report.
3. The General Meeting shall give an order to an auditor, who shall examine the annual accounts and annual report drawn up by the Executive Board and report thereon to the Supervisory Board and the Executive Board and issue a certificate on the subject.
4. If the General Meeting does not proceed to doing so in accordance with paragraph 3 of this article, the Supervisory Board or, if it should fail to do so, the Executive Board shall be empowered to give the order to an auditor referred to in paragraph 3 of this article.
5. The annual accounts shall be signed by the members of the Executive Board and by the members of the Supervisory Board; if the signature of one or more of them is lacking this shall be stated with reasons.
6. From the date of the convocation to the annual General Meeting of Shareholders intended for the discussion of the annual accounts until the end of that meeting the annual accounts, the annual report and the certificate of the auditor, as well as the particulars to be added thereto according to Section 2:392, subsection 1, of the Dutch Civil Code, shall be available at the office of the Company for inspection by the Shareholders and other persons entitled to attend meetings. Copies thereof shall be available to them free of charge. Third parties may obtain copies at cost price.

ALLOCATION TO RESERVES, DIVIDEND PAYMENT AND OTHER DISTRIBUTIONS

Article 29.

7. If a loss is suffered for any year that loss shall be transferred to new account for set-off against future profits and for that year no dividend shall be distributed. On the proposal of the Executive Board that has been approved by the Supervisory Board, the General Meeting may resolve, however, to wipe off such a loss by writing it off on a reserve that need not be maintained according to the law.

ALLOCATION TO RESERVES, DIVIDEND PAYMENT AND OTHER DISTRIBUTIONS

Article 31.

1. Dividends and other distributions shall be made payable in Amsterdam within fifteen working days after the resolution on distribution.

PLACE OF MEETING

Article 34.

The General Meetings of Shareholders shall be held in Amsterdam, Rotterdam, 's Gravenhage, Utrecht or Haarlemmermeer.

FINANCIAL YEAR AND ANNUAL ACCOUNTS

Article 27.

2. Annually, within four months after the end of the financial year, the Executive Board must prepare annual accounts, and must deposit the same for inspection by the Shareholders at the Company's office. Within the same period, the Executive Board also deposits the **management** report.
3. The General Meeting shall give an order to an auditor, who shall examine the annual accounts and **management** report drawn up by the Executive Board and report thereon to the Supervisory Board and the Executive Board and issue a certificate on the subject.
4. *No changes.*
5. *No changes.*
6. From the date of the convocation to the annual General Meeting of Shareholders intended for the discussion of the annual accounts until the end of that meeting the annual accounts, the **management** report and the certificate of the auditor, as well as the particulars to be added thereto according to Section 2:392, subsection 1, of the Dutch Civil Code, shall be available at the office of the Company for inspection by the Shareholders and other persons entitled to attend meetings. Copies thereof shall be available to them free of charge. Third parties may obtain copies at cost price.

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7. If a loss is suffered for any year that loss shall be transferred to a new account for set-off against future profits and for that year no dividend shall be distributed. On the proposal of the Executive Board that has been approved by the Supervisory Board, the General Meeting may resolve, however, to wipe off such a loss by writing it off on a reserve that need not be maintained according to the law.

ALLOCATION TO RESERVES, DIVIDEND PAYMENT AND OTHER DISTRIBUTIONS

Article 31.

1. Dividends and other distributions shall be made **payable within thirty (30) business days after the resolution on distribution, unless the Executive Board, subject to approval of the Supervisory Board, determines another date.**

PLACE OF MEETING

Article 34.

The General Meetings of Shareholders shall be held in Amsterdam, Rotterdam, 's Gravenhage, Utrecht, Haarlemmermeer **or Alphen aan den Rijn.**

