



Agenda 2024

Annual General Meeting of Shareholders – Agenda

Agenda for the hybrid Annual General Meeting of Shareholders of Wolters Kluwer N.V., to be held on Wednesday, May 8, 2024, at 10.00 AM CET at the Corporate Office of Wolters Kluwer, Zuidpoolsingel 2, 2408 ZE in Alphen aan den Rijn, the Netherlands.

Shareholders will be accommodated either to attend in person or to attend and participate in the meeting remotely through electronic means without the need to physically attend the meeting.

1 Opening

2 2023 Annual Report

- a Report of the Executive Board for 2023
- b Corporate governance
- c Report of the Supervisory Board for 2023
- d Advisory vote on the remuneration report as included in the 2023 Annual Report *

3 2023 Financial statements and dividend

- a Proposal to adopt the 2023 Financial statements as included in the 2023 Annual Report *
- b Explanation of dividend policy
- c Proposal to distribute a total dividend of €2.08 per ordinary share, resulting in a final dividend of €1.36 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 appoint Mr. David Sides as member of the Supervisory Board *
- b Proposal to reappoint Mr. Jack de Kreij as member of the Supervisory Board *
- c Proposal to reappoint Ms. Sophie Vandebroek as member of the Supervisory Board *

6 Remuneration Supervisory Board

- a Proposal to adopt the remuneration policy for the members of the Supervisory Board *
- b Proposal to amend the remuneration of the members of the Supervisory Board *

7 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 *

8 Proposal to authorize the Executive Board to acquire shares in the company *

9 Proposal to cancel shares *

10 Proposal to amend the Articles of Association *

11 Any other business

12 Closing

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

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EXPLANATORY NOTES TO THE AGENDA

2 2023 Annual Report

This agenda item includes three non-voting items: the report of the Executive Board for 2023, an explanation on the company's corporate governance structure, and the report of the Supervisory Board for 2023.

As of January 1, 2023, the amended Dutch Corporate Governance Code ('the Code') went into effect. In the corporate governance chapter of the 2023 Annual Report, the company has broadly explained its corporate governance structure and compliance with the Code. As recommended in the Code, this chapter on corporate governance has been added as a discussion item to the agenda of the Annual General Meeting of Shareholders.

The remuneration report for 2023, including an overview of remuneration of individual members of the Executive Board and the Supervisory Board, is presented for an advisory vote by the General Meeting of Shareholders. It is proposed to approve the remuneration report for 2023. Please see the remuneration report for 2023, which is available on www.wolterskluwer.com/agm and is also included in the 2023 Annual Report.

3 2023 Financial statements and dividend

These agenda items include the proposal to adopt the 2023 Financial statements as included in the 2023 Annual Report, an explanation of the company's dividend policy (as a non-voting item), and the proposal to adopt a total dividend of €2.08 per ordinary share in cash over the full financial year 2023.

The company has a progressive dividend policy under which the company aims to increase the dividend per share in euros each year. The annual increase is dependent on the financial performance, market conditions, and the need for financial flexibility. In line with the progressive dividend policy, the Executive Board proposes to the General Meeting of Shareholders to adopt a total dividend of €2.08 per ordinary share in cash to be paid for the full financial year 2023, which represents an increase of 15% over the prior year.

In line with the semi-annual dividend frequency that has been implemented since 2015, an interim dividend amounting to €0.72 per ordinary share was paid in cash in September 2023 with due observance of Article 29(6) of the Articles of Association. Therefore, the final dividend payable in June 2024 will amount to €1.36 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 current members of the Executive Board and the current and former members of the Supervisory Board are released from liability for the exercise of their respective duties during 2023, 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. In accordance with the Articles of Association of the company, the Supervisory Board is pleased to propose the appointment of Mr. David Sides as new member of the Supervisory Board with effect from May 8, 2024. The first four-year terms of Mr. Jack de Kreij and Ms. Sophie Vandebroek, and the second four-year term of Ms. Jeanette Horan, as members of the Supervisory Board, expire after the Annual General Meeting of Shareholders in 2024.

Ms. Vandebroek is available for reappointment for a period of four years. Mr. de Kreij informed us that, following his personal forward-looking reflections on his portfolio of activities on the one hand and family considerations on the other hand, he is available for reappointment for a period of two years.

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Regretfully, Ms. Horan has informed us that she is not available for reappointment. The Supervisory Board is currently searching for a new candidate to replace Ms. Horan on the Supervisory Board.

a. Proposal to appoint Mr. David Sides as member of the Supervisory Board

The Supervisory Board, in line with article 21(4) of the Articles of Association, nominates Mr. David Sides for appointment as member of the Supervisory Board, in view of his knowledge of the healthcare sector, coupled with his financial and commercial acumen, as well as his extensive experience in leading innovative companies. It is proposed to appoint Mr. Sides for a period of four years, with effect from May 8, 2024, ending after the Annual General Meeting of Shareholders to be held in 2028.

Mr. Sides (1970) has American nationality. He is President and CEO of NextGen Healthcare, a leading provider of innovative technology solutions focused on ambulatory care. He previously held positions as COO of Teladoc Health, President and CEO of Streamline Health, and President and CEO of iMDSOFT. Earlier in his career, he spent seventeen years at Cerner Corporation as Senior Vice President of Worldwide Consulting, leading all services and consulting work, as well as serving as Managing Director of Cerner UK and Ireland.

Mr. Sides holds no shares in the company. Mr. Sides holds no other positions as supervisory board member or non-executive board member and as such complies with the limitations set forth in article 2:142a of the Dutch Civil Code and clause 21 of the Supervisory Board By-Laws. Mr. Sides is independent from the company within the meaning of Best Practice Provision 2.1.8 of the Dutch Corporate Governance Code.

For further information about Mr. Sides, please see his bio on www.wolterskluwer.com/agm.

b. Proposal to reappoint Mr. Jack de Kreij as member of the Supervisory Board

The Supervisory Board proposes the reappointment of Mr. de Kreij, for a period of two years, with effect from May 8, 2024, ending after the Annual General Meeting of Shareholders to be held in 2026.

Mr. de Kreij was appointed as member of the Supervisory Board in 2020 and is Vice-Chair of the Supervisory Board and Chair of the Audit Committee. The Supervisory Board, in line with article 21(4) of the Articles of Association, nominates Mr. de Kreij in view of his extensive international management experience at global companies in various industries and his financial expertise, as well as the way in which he fulfils his role as Vice-Chair of the Supervisory Board and as Chair of the Audit Committee.

Mr. de Kreij (1959) has Dutch nationality. Mr. de Kreij was CFO and member of the Executive Board of Dutch-listed company Royal Vopak N.V. from 2003 to 2018, and Vice-Chair of its Executive Board since 2010. Before he joined Vopak, he was senior partner at PricewaterhouseCoopers. Mr. de Kreij is currently member of the Supervisory Board, Chair of the Audit Committee, and member of the Remuneration Committee of ASML Holding N.V., member of the Supervisory Board, Chair of the Audit Committee, and member of the ESG Committee at Royal Boskalis Westminster N.V., Vice-Chair of the Supervisory Board, and Chair of the Audit Committee at TomTom N.V., and non-executive Board member, Chair of the Audit Committee and of the Investment Committee, and member of the People and Organization Committee of Foundation Oranje Fonds. Further, he is Chair of the VEVO (Dutch Association of Securities-Issuing Companies).

Mr. de Kreij holds no shares in the company. The number of supervisory board memberships that Mr. de Kreij holds falls within the limitations set forth in article 2:142a of the Dutch Civil Code and clause 21 of the Supervisory Board By-Laws. Mr. de Kreij is independent from the company within the meaning of Best Practice Provision 2.1.8 of the Dutch Corporate Governance Code.

For further information about Mr. de Kreij, please see his bio on www.wolterskluwer.com/agm.

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c. Proposal to reappoint Ms. Sophie Vandebroek as member of the Supervisory Board

The Supervisory Board proposes the reappointment of Ms. Vandebroek, for a period of four years, with effect from May 8, 2024, ending after the Annual General Meeting of Shareholders to be held in 2028.

Ms. Vandebroek was appointed as member of the Supervisory Board in 2020 and is member of the Audit Committee. The Supervisory Board, in line with Article 21(4) of the Articles of Association, nominates Ms. Vandebroek in view of her broad international management experience with large technology companies, her deep knowledge in the creation and application of technologies that drive growth, and the way she fulfils her role as member of the Supervisory Board and as member of the Audit Committee.

Ms. Vandebroek (1962) has American nationality.

Ms. Vandebroek has held executive positions at IBM and Xerox, as well as other technology-based organizations. Most recently, she was Chief Operating Officer at IBM Research and Vice President of Emerging Technology Partnerships for IBM Corporation. Prior to that, she served for over a decade as Chief Technology Officer of Xerox Corporation.

Ms. Vandebroek is currently member (non-executive) of the Board of Directors of IDEXX Laboratories, Inc., where she serves as member of the Finance and Governance Committee and of the Corporate Responsibility Committee. Further, she is member of the Board of Directors (non-executive director) of Revvity, Inc., and she is member (non-executive) of the Board of Directors of Inari Agriculture, Inc., where she serves as member of the Compensation and ESG committees.

Ms. Vandebroek holds no shares in the company. The number of supervisory board memberships that Ms. Vandebroek holds falls within the limitations set forth in article 2:142a of the Dutch Civil Code and clause 21 of the Supervisory Board By-Laws. Ms. Vandebroek is independent from the company within the meaning of Best Practice Provision 2.1.8 of the Dutch Corporate Governance Code.

For further information about Ms. Vandebroek, please see her bio on www.wolterskluwer.com/agm.

6 Remuneration Supervisory Board

This agenda item includes two voting items proposed by the Supervisory Board. Agenda item 6a reflects the general Supervisory Board remuneration policy, which in accordance with Dutch law, must be submitted for adoption to the Annual General Meeting at least every four years. Agenda item 6b reflects the precise remuneration amounts for the Supervisory Board members for the financial year 2024 and onwards, which is considered to be an annex to the general Supervisory Board policy. The agenda items 6a and 6b are separated for transparency purposes. The Supervisory Board compensation shall be determined by the General Meeting of Shareholders, within the boundaries of the policy, based on separate proposals submitted to the General Meeting of Shareholders by the Supervisory Board.

a. Proposal to adopt the remuneration policy for the members of the Supervisory Board

Under this agenda item the Supervisory Board is proposing, in accordance with Dutch law, the remuneration policy for the Supervisory Board for adoption by the General Meeting of Shareholders. Subject to adoption by the General Meeting of Shareholders, this policy, which will apply to the Supervisory Board members, will take (retroactive) effect from January 1, 2024. According to this policy, the remuneration for the Supervisory Board aims to attract and retain high calibre individuals on the Supervisory Board with relevant skills and experience to guide the development and execution of the company strategy and drive sustainable long-term value.

The proposed remuneration policy of the Supervisory Board can be found hereafter as annex 1 to the agenda. Except for a clarifying edit regarding the secondary comparator group, which ensures this group is comprised of a sufficient number of comparable companies, the policy is identical to the policy adopted in 2020 (which was adopted with a majority of 99.11% of the votes). The company has recently engaged with several shareholders who confirmed that they were supportive of the remuneration level, including the proposed increase of €5,000 for members of the Supervisory Board, as proposed under agenda item 6b.

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The proposed remuneration policy of the Supervisory Board has been published on www.wolterskluwer.com/agm, is also available at the office of the company, and will be available at the meeting.

b. Proposal to amend the remuneration of the members of the Supervisory Board

Based on a regular review by the Supervisory Board of the Supervisory Board remuneration, which was amended most recently in 2022, it is proposed to increase the Supervisory Board remuneration with an amount of €5,000 for each member, with effect from January 1, 2024. The compensation for the Chair, Vice-Chair, and members of the committees will remain the same. The Supervisory Board took into consideration the responsibilities of Supervisory Board members, which have expanded in the areas of artificial intelligence and sustainability reporting. Furthermore, the Supervisory Board took into consideration remuneration levels at other Dutch-listed AEX companies with a two-tier board structure, and a broader group of comparable European companies.

Based on this review, the Supervisory Board proposes to the General Meeting of Shareholders to increase the Supervisory Board remuneration as follows:

<i>in euros</i>	Annual fee 2024 (proposed)	Annual fee 2022 and 2023 (for reference)
Chair	€130,000	€130,000
Vice-Chair	€95,000	€95,000
Members	€80,000	€75,000
Chair Audit Committee	€25,000	€25,000
Members Audit Committee	€18,000	€18,000
Chair Selection and Remuneration Committee	€20,000*	€20,000*
Members Selection and Remuneration Committee	€14,000	€14,000
Travel allowance for intercontinental travel per meeting	€5,000 per meeting	€5,000 per meeting

* Due to the Co-Chair arrangement, each Co-Chair receives €17,000.

7 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 May 10, 2023, 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 November 10, 2024, 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 Annual 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 May 8, 2024, 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 May 8, 2024.

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 May 8, 2024, 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 7a, up to a maximum of 10% of the issued share capital on May 8, 2024.

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8 Proposal to authorize the Executive Board to acquire shares in the company

The General Meeting of Shareholders, by virtue of the resolution adopted on May 10, 2023, has authorized the Executive Board for a period of 18 months to acquire shares in the company. This authorization will therefore end on November 10, 2024. It is proposed to authorize the Executive Board for a period of 18 months, starting May 8, 2024, 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 May 8, 2024; in the case of ordinary shares at a net price between the nominal stock value of the shares and 110% of the stock price. The stock price is defined as the volume-weighted-average market price at which ordinary Wolters Kluwer shares trade on Euronext Amsterdam over the five trading days immediately preceding the day of the purchase or, if higher, of the day of public announcement of the purchase, 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 May 10, 2023.

9 Proposal to cancel shares

It is proposed to the General Meeting of Shareholders to cancel for capital reduction purposes any or all ordinary shares in the share capital of the company held, or to be acquired by the company under the authorization referred to under agenda item 8, resulting in a reduction of the company's issued ordinary shares. The cancellation may be executed in one or more tranches. The number of ordinary shares that will be canceled (whether or not in a tranche) shall be determined by the Executive Board, with a maximum of 10% of the issued share capital on May 8, 2024. Pursuant to the relevant statutory provisions, cancellation may not

be effected earlier than two months after a resolution of the Executive Board to determine the number of ordinary shares to be canceled is adopted and publicly announced; this will apply for each tranche. The cancellation will further be executed in conformity with the relevant regulations as stipulated in the law and the company's Articles of Association. The purpose of the cancellation is to reduce the number of own shares which will not be used to cover obligations arising from share-based incentive plans or other obligations.

10 Proposal to amend the Articles of Association

It is proposed to amend the Articles of Association of Wolters Kluwer N.V. 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 and documented in the separate Annex 2, which is available on www.wolterskluwer.com/agm.

The main reason for the Proposed Amendment is the reduction of the authorized share capital of the company to make future share buybacks possible, reflecting the continued reduction of issued share capital over recent years, and in order to observe statutory limitations. Furthermore, an absence and prevention to act provision has been added for the members of the Supervisory Board. The inclusion of an absence and prevention to act provision for the Supervisory Board in the Articles of Association has become mandatory per January 1, 2024. The other adjustments to the Articles of Association are purely technical.

The proposal includes the authorization of each member of the Executive Board, and each (deputy) civil law notary and notarial assistant of Allen & Overy LLP, attorneys at law, civil law notaries, and tax consultants, Amsterdam office, to have the notarial deed of amendment to the Articles of Association executed.

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Annex 1 Supervisory Board remuneration policy

Introduction

The Supervisory Board, based on a recommendation of the Selection and Remuneration Committee, has prepared the remuneration policy of the Supervisory Board for adoption by the 2024 Annual General Meeting of Shareholders (AGM). Adoption of the Supervisory Board remuneration policy is a requirement under Dutch law implementing the European Shareholder Rights Directive. Subject to adoption by the AGM, this policy, which will apply to the Supervisory Board members, will take (retroactive) effect from January 1, 2024. Except for a clarifying edit regarding the secondary comparator group, which ensures the group will be comprised of a sufficient number of comparable companies, the policy is identical to the policy adopted in 2020 (which was adopted in 2020 with a majority of 99.11% of the votes).

The AGM will determine the Supervisory Board compensation within the boundaries of this policy, based on separate proposals submitted to the AGM by the Supervisory Board.

Wolters Kluwer has a two-tier board structure. The role of the Supervisory Board is to supervise the policies of the Executive Board and the general affairs of the company and to advise the Executive Board, taking into account the relevant interests of the company's stakeholders, and with due regard for risk management and sustainability. The Supervisory Board is involved in developing the strategy of the company, aimed at long-term value creation. The members of the Supervisory Board are independent as stipulated in the Dutch Corporate Governance Code. The Supervisory Board aims at a diverse composition. Elements of diversity include nationality, gender, age, and expertise. The Supervisory Board profile and competence matrix further specify the expertise which should be represented on the Board. The Supervisory Board remuneration policy as outlined below, contributes to a strong, independent, and diverse composition of the Supervisory Board. This is an important element of the governance structure of the company and as such directly contributes to the strategy and long-term interests of the company, aligned with its identity, mission, and values.

Policy

Market competitive fee arrangements are provided to attract and retain high calibre individuals on the Supervisory Board with relevant skills and experience to guide the development and execution of the company strategy, drive sustainable long-term value creation, supervise the Executive Board, and ensure appropriate corporate governance. The remuneration reflects the responsibilities, experience, and international character of the members and the company, as well as time spent.

For remuneration fee benchmarking purposes, market data for companies of comparable size, complexity, and international scope will be utilized. The group of companies will consist of companies in the Euronext Amsterdam (AEX) index with a two-tier board structure as the primary comparator group. In addition, a broader group of companies listed in Europe and companies from the Executive Board pay peer group may be used in determining appropriate fee levels.

Given the nature of the responsibilities of the Supervisory Board and the independent character, the remuneration is not tied to the performance of the company and therefore includes fixed compensation only. The Supervisory Board members receive a basic fee in respect of their Board duties. Fees may vary for each member depending on the Board responsibilities and time commitment. This is reflected in the fees for the Chair and Vice-Chair of the Supervisory Board, as well as the fees for the Chairpersons and members of the regular Board Committees (currently the Audit Committee and the Selection and Remuneration Committee).

In case of exceptional circumstances, including but not limited to a bid on the shares or parts of the company, ad-hoc committees may have to be established, for which the Chair and members may receive a compensation which is based (pro-rated) on the fee for the Chair and members of the Audit Committee. The annual fee for the ad-hoc committees will be capped at five times the annual fee of the Audit Committee. The Supervisory Board members may be granted a compensation for international travel. This is considered an important element of compensation considering the international composition of the Supervisory Board, compensating the members for extra time spent and travel burden.

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The Supervisory Board members may receive a fixed expense allowance as well as compensation for travel and other expenses incurred in the performance of their duties for the company, which may be reimbursed or paid for directly by the company.

The fees and any changes thereto will be submitted to the AGM for approval. Details of the fees are shown in the annual remuneration report along with individual remuneration.

Supervisory Board members are appointed by the AGM for a maximum of four years per term. The applicable rules and procedures with respect to appointments, reappointments, suspension, and dismissal are governed by Dutch law, the Articles of Association of the company, and the Supervisory Board By-Laws (as published on the website of the company). The Supervisory Board members have not signed service contracts.

In accordance with the Dutch Corporate Governance Code, the Selection and Remuneration Committee prepares the decisions regarding revisions to the remuneration policy and execution thereof. The Supervisory Board seeks advice from an independent external remuneration advisor. Resolutions are always taken in the full Supervisory Board. In accordance with Dutch law, the remuneration policy will be submitted for adoption to the AGM at least every four years, as well as in case of material amendments to the policy. The compensation for the Supervisory Board members will be determined by the AGM, based on a proposal submitted by the Supervisory Board in line with the remuneration policy. When developing this policy, the Supervisory Board considered the perspective and input from multiple stakeholders as well as public support. This included conversations with several shareholders.

Annex 2 Proposed Amendment to the Articles of Association of Wolters Kluwer N.V.

Refer to the Proposed Amendment of the Articles of Association of the company, which is documented in a separate Annex 2, which is available in Dutch and English on www.wolterskluwer.com/agm.