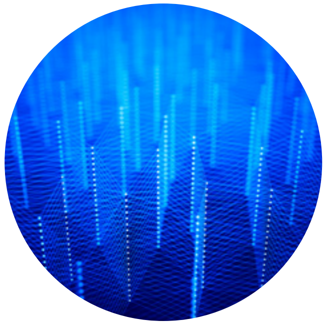
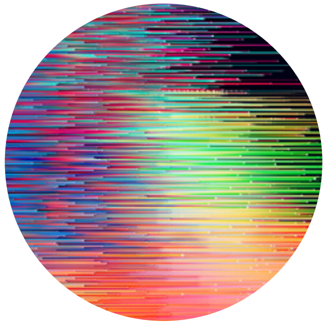
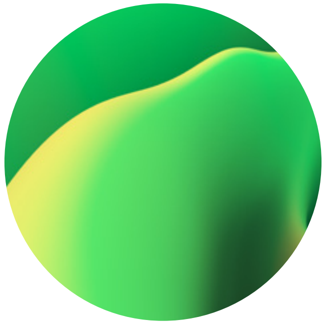
Expert solutions for professionals

Annual Report 2024

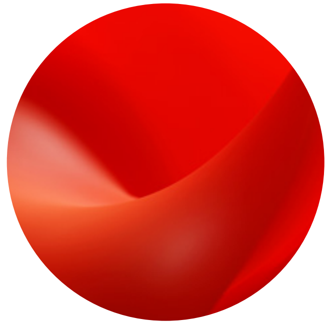










Wolters Kluwer

→ wolterskluwer.com

Our professional information, software solutions, and services help protect people's health, prosperity, and safety and help build better businesses.

→ Read more about our business model and strategy on page 6

→ Visit our investors portal www.wolterskluwer.com/en/investors

Strategic report

Governance

Sustainability statements

Financial statements

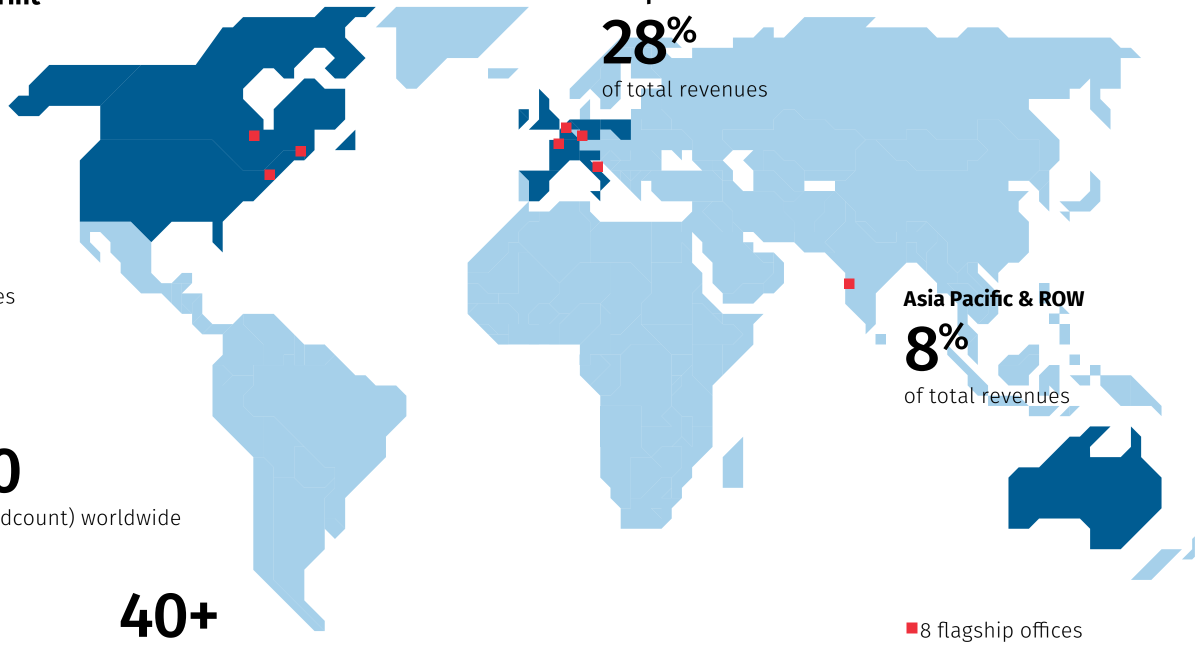
Other information

This copy of the annual report of Wolters Kluwer N.V. for the year 2024 is not in the ESEF format as specified by the European Commission in Regulatory Technical Standard on ESEF (Regulation (EU) 2019/815). The ESEF reporting package can be found on our website www.wolterskluwer.com/en/investors/financials/annual-reports

Wolters Kluwer at a glance

We help our customers make critical decisions every day by providing *expert solutions* that combine deep domain knowledge with specialized technology and services.

Global footprint



North America
64%
of total revenues

Europe
28%
of total revenues

Asia Pacific & ROW
8%
of total revenues

21,600
employees (headcount) worldwide

180
countries where we serve customers

40+
countries from which we operate

- 8 flagship offices
- 13 countries with significant subsidiaries

Sustainability highlights 2024

78
employee engagement score (2023: 78)

75
employee belonging score (2023: 75)

10.9%
reduction in scope 1 and scope 2 emissions

Long-term net-zero targets submitted to SBTi

Financial highlights 2024

€5.9bn
total revenues

6%
organic revenue growth

82%
of revenues are recurring

59%
of revenues from *expert solutions*

€1.3bn
adjusted free cash flow

27.1%
adjusted operating profit margin

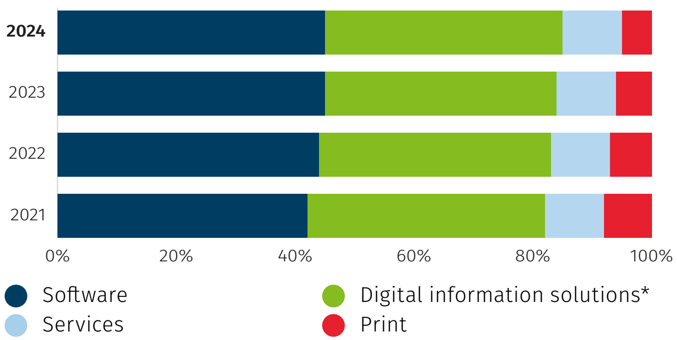
€4.97
diluted adjusted earnings per share

1.6x
net-debt-to-EBITDA

18.1%
return on invested capital

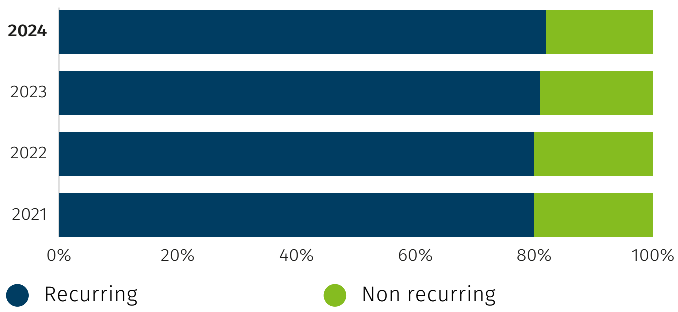
26%
total shareholder return including dividends (not reinvested)

Revenues by media format

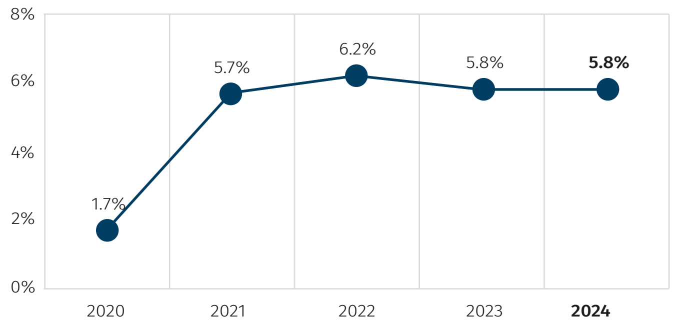


* Incl. software-related services.

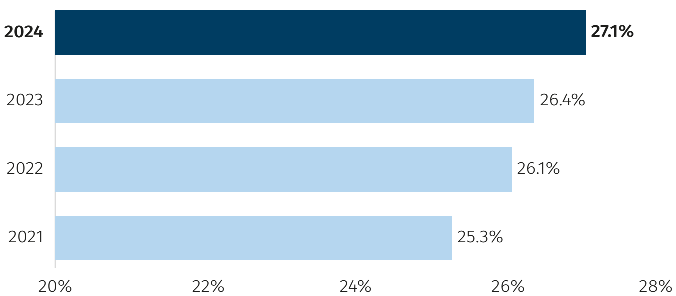
Revenues by type



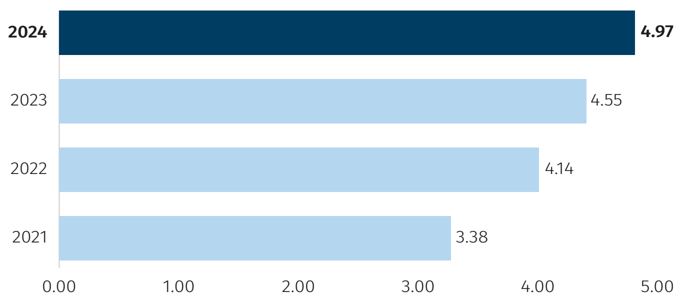
Organic revenue growth



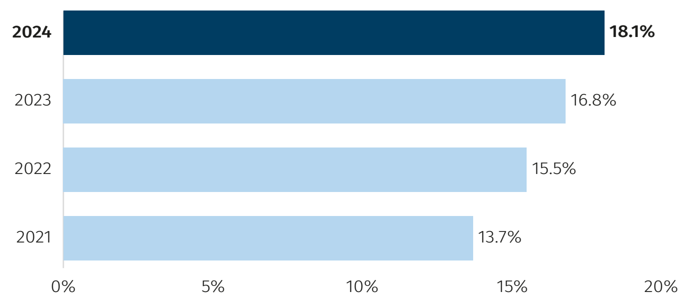
Adjusted operating profit margin



Diluted adjusted EPS in €



Return on invested capital



Divisions

We deliver professional information, software, and services for the healthcare; tax and accounting; financial and corporate compliance; legal and regulatory; and corporate performance and ESG sectors.

Health

Trusted clinical technology and solutions that drive effective decision-making and outcomes across the continuum of healthcare.

→ Read more on page 16

Tax & Accounting

Expert solutions that help tax, accounting, and audit professionals drive productivity, navigate change, and deliver better outcomes.

→ Read more on page 20

Financial & Corporate Compliance

Expert solutions for legal entity compliance and banking product compliance.

→ Read more on page 24

Legal & Regulatory

Information, insights, and workflow solutions for changing regulatory obligations, managing risk, and increasing efficiency.

→ Read more on page 28

Corporate Performance & ESG

Enterprise software to drive financial and sustainability performance and manage risks, meet reporting requirements, and improve safety and productivity.

→ Read more on page 32

Q&A with Nancy McKinstry

I am proud of the perseverance and dedication of our many talented people who drove our success in 2024, enabling us to achieve our strategic and financial goals, while delivering important innovations in collaboration with customers.

Nancy McKinstry
CEO and Chair of the Executive Board
Wolters Kluwer

Q: How would you sum up the group's performance in 2024?
We achieved another year of 6% organic revenue growth and an underlying increase in the adjusted operating profit margin. This was achieved despite continued high levels of product development spending and an increase in restructuring expenses. Our Legal & Regulatory division ended the year with better-than-expected organic growth of 5%, underscoring the complete turnaround that this formerly print-centric division has achieved. Health, Tax & Accounting, and Financial & Corporate Compliance delivered results in line with, or better than, our expectations, as customers continued to adopt our market-leading solutions. In our Corporate Performance & ESG division, most units performed well, buoyed by 20% growth in recurring cloud software, but we ended the year closing fewer on-premise licenses than we had expected as market demand shifts to SaaS. The group's adjusted free cash flow was stronger than anticipated, rising 9% in constant currencies for the full year. All in all, we achieved our strategic goals along with our group-level financial guidance set at the start of the year, while meeting most, if not all, of our ESG targets for 2024.

Q: Investment in innovation remains high; tell us about recent product enhancements?
The pace of technological change continues unabated. We spent approximately €660 million on product development last year, up 6% in constant currencies. This investment is critical to drive organic growth and sustain our competitive position. We are investing in many areas: deploying artificial intelligence; advancing our cloud platforms; adding functionality to our platforms; and launching new solutions into adjacent market segments. In 2024, we rolled out many GenAI features, including enhanced search, summarization, Q&A, and virtual assistants, and there is more to come in 2025.

Q: How does Wolters Kluwer expect to generate a return on its investments in AI?
We have been deploying artificial intelligence into our products for more than 10 years. Over 50% of our digital revenues come from products with embedded AI features. We follow a rigorous design and development process, that adheres to our responsible AI principles, to ensure quality and security while also achieving a return on investment. We expect that we will monetize investment gradually through the existing, core subscriptions. In some instances, we may be able to create a premium layer or an entirely new offering. GenAI is a powerful technology that we can put to work with our high-quality, continuously updated, proprietary content to bring benefits to customers. We also see interesting opportunities to enhance our own internal operations with this technology.

Q: How is the new Corporate Performance & ESG division coming together?
We formed the Corporate Performance & ESG division in March 2023, bringing together our global enterprise solutions under one management team. In these first two years, the team has made a lot of progress, landing many new customers, delivering double-digit organic growth in cloud software, aligning product development roadmaps, all while driving innovation. In 2024, CCH Tagetik launched its ground-breaking, AI-enabled CCH Tagetik Intelligent Platform, a first among CPM platforms. More than 40 customers have already signed up for this innovative platform. The challenge for CCH Tagetik is that

it still has a high proportion of license revenues, yet demand has been shifting rapidly to cloud-based subscription contracts. We have made some changes to make the business more predictable and allow the team to focus on cloud software growth. We continue to see opportunities to increase penetration and extend our position along corporate workflows for financial and non-financial data collection, analysis, reporting, and assurance.

Q: What were the main accomplishments of your 2022-2024 strategic plan?
I am very pleased with the progress we made over the past three years in growing our *expert solutions*, driving growth in cloud software, and in deploying generative AI across many of our products. The other major achievement was the centralization of core functions over the past three years. Technology, finance, digital marketing, branding and communications, and strategy teams were all unified and centralized, marking significant organizational change. We also vastly improved the robustness and scope of our ESG data collection processes, obtained SBTi validated near-term emissions reduction targets, and expanded our ESG data disclosure.

Q: Does your 2025-2027 strategic plan mark a change in direction?
Our strategy has been delivering and our long-term direction remains unchanged. We will be placing more emphasis on a few aspects of our *expert solutions* strategy. For instance, we will focus more on driving market penetration of cloud-based *expert solutions* and leveraging our data and content to create insights for customers. We also plan to step up our pursuit of attractive, high-growth adjacencies, taking a build, buy, or partner approach. In 2024, we made some progress here, entering the nursing exam preparation market with an organically-developed solution and extending into cloud-based collaboration and e-invoicing tools for accountants with an acquisition in Belgium. With regard to evolving our internal capabilities, we will put more emphasis on enhancing our go-to-market capabilities and on leveraging new technologies to drive operational excellence.

Q: What is your outlook for 2025? What do the changes in U.S. government policy and regulations mean for Wolters Kluwer?
We are confident we can deliver another year of good organic growth, improvement in margin, and increase in diluted adjusted EPS. There is indeed a lot of change afoot in the U.S. and in other markets around the world. Our business exists to help our professional customers navigate through change and complexity, enabling them to make the right decisions. Some changes will bring new opportunities for us; some may pose a challenge. Regardless of government policy, several fundamental trends continue to drive demand for our solutions. The ongoing digitization and automation of workflows, which we support with our offerings, will remain a major driver for our business. Underpinning this, is the ever-rising volume of information combined with a shortage of professionals and the pressure to produce good outcomes at lower cost. It's also important to remember that our business is very diversified, serving a large number of customers across multiple professional segments globally; this gives us enormous resilience.

Q: You are planning to retire in 2026; what thoughts would you share with the company's stakeholders?
It has been an honor and privilege to lead Wolters Kluwer through its transformation. I am grateful to all our customers, our employees, partners, and investors for their support and advice over the years. We have built a very strong foundation, and I am delighted we will nominate Stacey Caywood, CEO of Wolters Kluwer Health, as my successor. Not only is Stacey an extraordinarily talented and experienced leader, she has a clear track record of delivering transformation and driving innovation. Her customer focus and her deep knowledge of our company give me full confidence that Wolters Kluwer will be in excellent hands under her leadership. I am committed to ensuring a seamless transition over the next year.

Nancy McKinstry
CEO and Chair of the Executive Board
Wolters Kluwer

Expert solutions

7%
organic growth

Cloud software

16%
organic growth

Employee engagement score

78
maintained

→ View our organizational structure on page 13
→ Read about our business model and strategy on page 6

Strategy and business model

Our mission is to empower our professional customers with the information solutions, software, and services they need to make critical decisions, achieve successful outcomes, and increase productivity.

45%

Software solutions accounted for 45% of group revenues in 2024

Mission, purpose, and values

Wolters Kluwer is a global provider of information solutions, software, and services for professionals in the fields of health; tax and accounting; financial and corporate compliance; legal and regulatory; and corporate performance and ESG.

Every day, our customers and end users face the challenge of increasing proliferation, change, and complexity of information or regulations alongside the pressure to deliver better outcomes at lower cost.

Our mission is to empower our professional customers with the information solutions, software, and services they need to make critical decisions, achieve successful outcomes, and increase productivity.

Our purpose is to deliver impact when it matters most. Our customers make decisions that impact the lives of millions of people, influence the soundness of thousands of enterprises, and, by doing so, contribute to society. Our solutions help protect people's health, prosperity, and safety, and help build better businesses.

Our company values, shared by all employees, are to focus on customer success; to make it better; to aim high and deliver; and to win as a team.

Strategy

Our strategy is to create sustainable long-term value and to drive profitable revenue growth by providing *expert solutions* and services that deliver increased productivity and improved outcomes for professionals.

Our strategy is centered on organic growth through steadfast investment in product innovation to create value for the customer and to extend along the customer's workflow. Product innovation is critical to organic growth, competitive strength, and value creation. For over 20 years, we have invested in developing new and enhanced products to solve customer challenges. In each of the last three years, we have reinvested 11% of revenues into product development, including capital expenditure and operating expenses. Our new three-year plan envisages spending approximately 11% of total revenues each year on product development.

We supplement organic growth by making selected acquisitions that enhance our value and market positions. Acquisitions must fit our strategy, strengthen or extend our existing business, generally be accretive to diluted adjusted EPS in their first full year, and, when integrated, deliver a return on invested capital above our weighted-average cost of capital (8%) within three to five years. In some cases, acquisitions can be dilutive to margins and ROIC in the early years.

We regularly review our portfolio of businesses and may divest products or businesses in support of our long-term strategy.

→ For related information, see *Strategy, business model, and value chain (SBM-1)* in the *Sustainability statements* on page 98

Strategic priorities 2025-2027

Our *expert solutions* strategy aims to deliver good organic growth along with improvement in margins and returns.

Scale
expert solutions

- Drive penetration of cloud-based *expert solutions*
- Empower customer workflows with responsible artificial intelligence
- Harness content and data to deliver enhanced value and insights for customers

Accelerate
growth

- Pursue high-growth adjacencies with a build, buy, or partner approach
- Innovate to advance customer productivity and outcomes
- Further develop partnerships to extend our reach

Evolve
capabilities

- Elevate go-to-market capabilities
- Embrace technology to advance operational performance
- Foster a great place to work and best practice sustainability performance

Strategic priorities 2025-2027

Our strategic priorities for the next three years (2025-2027) mark a further evolution of the direction we have been following:

Scale *expert solutions*: we will continue to grow our *expert solutions,* increasing penetration and promoting cloud-based software as a service (SaaS) revenue models. We are focused on embedding artificial intelligence (AI) and advanced data analytics into our solutions, and pursuing ways to leverage our content and data for customers.

Accelerate growth: we intend to pursue high-growth adjacencies with a build, buy, or partner approach. We will focus on accelerating the pace of innovation to advance customer productivity and outcomes while further developing partnerships to extend our market reach.

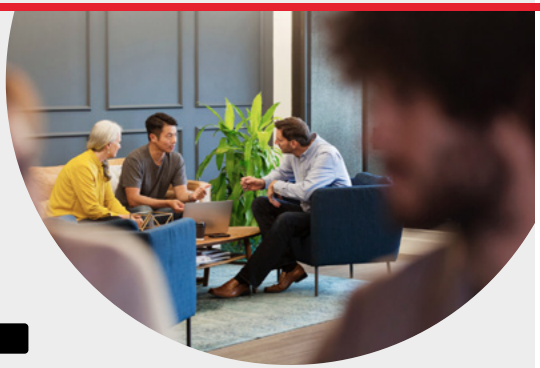
Evolve capabilities: we intend to elevate our go-to-market capabilities and enhance sales effectiveness. We intend to embrace new technologies to drive operational performance and to continue fostering a great place to work and best-in-class sustainability performance.

Strong foundation

Over the past 20 years, we have built a strong foundation for future growth. *Expert solutions*, which include our software solutions and certain advanced information solutions, accounted for 59% of total revenues in 2024 (2023: 58%) and grew 7% organically (2023: 8%). Software solutions accounted for 45% of total revenues in 2024 (2023: 45%) and grew 7% organically (2023: 8%). Of total software, cloud software accounted for 42% in 2024 (2023: 37%) and grew 16% organically (2023: 15%).

Over 50% of our digital revenues are from products that leverage AI to drive enhanced value for our customers. During 2024, we introduced several generative AI-enabled features into our solutions. We continue to develop and test new use cases for GenAI, usually in collaboration with selected customers. For much of this work, we are partnering with Microsoft, Google, and other technology suppliers.

Strategy and business model CONTINUED



SPOTLIGHT

Expert solutions:

Expert solutions combine deep domain knowledge with technology to deliver information and workflow automation to improve outcomes and productivity for our customers.

Based on revenues, our largest *expert solutions* are:

Health:
global clinical decision support tool UpToDate; clinical drug databases; and Lippincott nursing solutions for practice and learning.

Tax & Accounting:
professional tax and accounting software CCH Axcess and CCH ProSystem fx in North America and similar software for professionals across Europe.

Financial & Corporate Compliance:
banking compliance solutions ComplianceOne; Expere; eOriginal; and Gainskeeper.

Legal & Regulatory:
enterprise legal management solutions Passport and TyMetrix; Legisway; and law firm practice management software Kleos.

Corporate Performance & ESG:
environmental, health and safety (EHS) platform Enablon; corporate performance platform CCH Tagetik; internal audit solution TeamMate; and finance, risk, and regulatory reporting suite OneSumX.

We have now largely completed the centralization of core functions which we will now evolve further to support the company for future growth.

We have also advanced our ESG performance as measured by several important metrics, some of which are included in management remuneration. We are recognized with top ratings from MSCI, Morningstar Sustainalytics, and other ESG ratings providers. Our ESG risk rating from Morningstar Sustainalytics improved in 2024 to 11.37 (2023: 14.35), qualifying Wolters Kluwer as top-rated in the Software & Services sector. We have retained the highest MSCI ESG rating of AAA for the 6th consecutive year. Our near-term emissions reduction targets have been validated by the Science Based Targets initiative (SBTi). In January 2025, we raised our ambition for scope 1 and 2 and submitted our long-term net-zero targets to SBTi for validation.

→ For third-party ESG ratings, see page 239

Our business model

We help our professional customers make critical decisions every day by providing *expert solutions* that combine deep domain knowledge with technology and services. Our products are used by professionals in over 180 countries across a range of market segments addressed through our five customer-facing divisions.

Recurring revenue model

Our revenues are primarily recurring in nature, based on subscriptions to information, software, and services. Recurring revenues include cloud software subscription revenue, on-premise software maintenance fees, and other annually renewing revenues. Renewal rates for our digital information, software, and services are high and are one of the key indicators by which we measure our success in the market. Alongside recurring revenues, we derive fees from software licenses, implementation and training services, transactional fees, or other non-recurring revenues. In 2024, 82% of our total revenues were recurring (2023: 82%).

Customer relationships

Long-term customer relationships are the single most important factor for the success of our business, critical to achieving organic growth, and maintaining competitiveness. One of our core company cultural values is to focus on our customers' success. In designing, building, and enhancing our solutions, we work closely with our customers before, during, and after the product development phase to ensure we meet user needs.

We measure customer satisfaction primarily by tracking customer retention rates, subscription renewal rates, and net promoter scores (NPS). For our established *expert solutions* and other leading subscription-based digital information products and services, we strive to maintain or achieve product renewal rates of 90% or more and a top-three NPS score.

In 2024, renewal rates for our largest subscription-based *expert solutions* and subscription-based services were maintained above 90%. NPS scores for more than half of these top products and services were maintained or improved.

Employees and talent management

We value our talent and aim to promote an innovative, inclusive, and customer-focused culture. We employ over 21,600 talented and motivated individuals around the world. More than half of our annual operating costs relate to our employees, who create, develop and maintain, sell, implement, and support our solutions and serve our customers. We have well-established programs in place designed to attract, develop, and retain talent globally. These include training and skills development, a comprehensive well-being program, and career development processes for all employees worldwide. We monitor our human capital performance in multiple ways.

In 2024, our employee turnover rate reduced to 9.5% (2023: 9.8%), due to lower voluntary turnover, despite the on-going competitive nature of talent markets globally, especially for technology talent. Our employee engagement and belonging scores, measured by an independent third party, Microsoft Glint, were both stable in 2024 at respectively 78 and 75. This performance has to be viewed alongside the Glint Top 25% benchmarks, which were also stable. Our long-term objective

Strategy and business model CONTINUED

SPOTLIGHT

Evolving our core capabilities

An on-going element of our strategy is to evolve our core capabilities to support the future needs of the company. In recent years, we have centralized key functions, including:

- **Product Development:** our 4,800+ technologists have been brought together in DXG as a global organization, helping us align development processes, governance, and metrics; standardize technology; share best practices; and speed the pace of innovation.
- **Branding & Communications:** all branding and communications specialists became part of a unified Global Brand, Communications & Digital Marketing team in 2023, facilitating a cohesive approach to how we communicate with our stakeholders and allowing us to strengthen the global brand while optimizing support for the divisions.
- **Finance:** all finance employees joined a unified global finance function in 2023, creating stronger connections and allowing the team to simplify and harmonize finance processes, and focus on the highest-value work.
- **Strategy & Business Development:** all our business development, strategy, and pricing experts are now part of a global strategy and business development team allowing us to share best practices and leverage resources.

In the coming three years, our efforts will focus on driving operational excellence in these unified functions by embracing technology to drive efficiency and effectiveness. These efforts are being implemented by cross-functional teams and involve multi-year programs.

for both engagement and belonging is to reach the Glint Top 25% benchmark. A target for the belonging score has been included in management remuneration for the past three years and will again be included in 2025.

→ For details on employee metrics and programs, see *Sustainability statements*, pages 89-152

Business model: inputs and outputs 2024

Inputs

Human capital
- Efforts, skills, and talent contributed by 21,200 employees (average FTEs)

Technology and IP
- Global brand
- Software and content IP

Suppliers & partners
- Services, content, and goods supplied by thousands of select vendors and partners

Financial capital
- €1.5bn equity capital
- €4.1bn gross debt capital

Natural resources
- Energy consumption along our value chain

Outputs

Customers
- €5.9bn revenues from solutions that enable effective and efficient decision-making

Employees
- €2.4bn in salaries and other benefits
- Skills and career development

Suppliers & partners
- €2.1bn operating costs for third-party content, goods, and services

Investors
- 26.5% total shareholder return incl. dividend
- €34m net interest to bondholders and banks

Society
- €318m income taxes paid
- Products that protect health and prosperity

Suppliers and partners

Around 45% of our annual operating costs relate to third-party suppliers and partners. Our business units and central functions work closely with thousands of suppliers and partners globally who provide content, technology, goods, and services that support our product offerings and our operations.

We set high standards when selecting and managing third-party providers. Our Global Business Services (GBS) function is responsible for sourcing, due diligence, assessment, and monitoring of technology vendors and most other categories of suppliers. GBS due diligence processes include security, data privacy, business continuity, and other risk assessments.

→ For details on supply chain risks, see page 53

→ For scope 3.1 supplier emissions, see page 115

Sales and go-to-market

Our solutions and services are generally sold by our own sales teams or through selected distribution partners. Our sales forces are specialized by market segment and product groups. For certain software products, we work with a range of third-party implementation partners. We also go to market through telesales, e-commerce, and other digital distribution channels.

Product development and innovation

Product innovation is a critical driver of organic growth, customer satisfaction, competitive strength, and value creation. Innovation is supported by our central product development team, the Digital eXperience Group (DXG), which works closely with our business units and our customers to build new features, modules, and platforms. DXG uses a customer-centric, contextual

Strategy and business model CONTINUED

SPOTLIGHT

Great place to work

Attracting, developing, and retaining a talented, diverse, and motivated workforce is integral to our business model and strategy. Our employees are our most important asset and a major stakeholder in the company. We monitor our performance using a wide range of metrics, including, for example, employee engagement and belonging scores; employee turnover rates; gender, age, and other diversity ratios; gender pay-gap ratios; and training hours.

We have well-established policies and programs in place that are designed to keep Wolters Kluwer a great place to work and improve upon our metrics when and where needed. These employee-related programs include:

- **Workforce policies:** Code of Business Ethics, SpeakUp Policy, Human Rights Policy, and other policies
- **Inclusion and belonging** initiatives, including training and employee networks
- **Equal pay for equal value**
- **Work-life balance and global well-being programs**
- **Skills training and career development opportunities**

In 2025, we will focus on enhancing skills development, deepening purpose alignment, and strengthening workplace connections.

→ Further details on programs and metrics can be found in our *Sustainability statements* on pages 121-135

design process to develop solutions based on the scaled agile framework. DXG currently has six core centers of excellence: user experience; artificial intelligence; IP and patents; architecture and asset reuse; quality engineering; and application security and privacy. Our technology architecture is increasingly based on globally scalable platforms that use standardized components. New solutions are built cloud-first.

We measure innovation by monitoring product development spending and progress against product roadmaps. We track submissions to our internal innovation competitions and our success in innovation-oriented industry awards and rankings.

In 2024, product development spending increased 6% in constant currencies, remaining at 11% of total revenues. During 2024, we embedded GenAI features into solutions across all divisions. Other key product innovations in 2024 included UpToDate Enterprise Edition, Lippincott Ready for NCLEX, Beneficial Ownership Solution, OneSumX Reg Manager, InView Legal, Legal Collaborator, and CCH Tagetik Intelligent Platform.

We encourage idea generation through our annual Global Innovation Awards (GIA), which recognizes teams who bring forward innovative product and process ideas that can improve customer outcomes and experiences or transform our own internal operations. Each year, hundreds of employees participate in the challenge, putting their creativity to work in collaboration with colleagues. For our software developers around the world, we organize an annual coding competition, Code Games (CG), in which engineers have two days to solve a coding challenge.

Product innovation	2024	2023	2022
Product development spending, % of revenues	11%	11%	11%
Global Innovation Awards, number of submissions	553	662	453
Global Innovation Awards, number of finalists	13	14	13
Global Innovation Awards, number of winners	6	6	5

In 2024, the Global Innovation Awards received over 550 submissions. Thirteen innovative ideas were selected as finalists, and, of these, six were singled out for special recognition.

Responsible artificial intelligence

Artificial intelligence is used in several of our products where it benefits human experts working in complex professional fields. We use natural language processing (NLP), machine learning (ML), deep learning (DL), and virtual assistants (bots) in many of our solutions in order to augment and streamline customer workflows and provide new or improved insights.

We also deploy other advanced technologies, such as digital twins and robotic process automation (RPA) to the benefit of customers. Over 50% of our digital revenues were from solutions that incorporate these various forms of AI.

As a company that holds ethics and good governance in high regard, we are committed to developing artificial intelligence in an ethical and responsible manner. We have developed an Artificial Intelligence Assurance Framework and Responsible

SPOTLIGHT

Wolters Kluwer Responsible Artificial Intelligence Principles

Privacy and Security
Wolters Kluwer focuses on privacy and security as part of the design, development, and deployment of AI in our products and services. We promote the creation of AI systems that are safe, secure, and reliable through our processes and procedures.

Transparency and Explainability
Wolters Kluwer aims to design and develop AI systems with sufficient transparency and explainability to enable users to understand and use the system appropriately.

Governance and Accountability
Wolters Kluwer adheres to development standards and processes that promote responsibility and accountability for AI systems and their outcomes. We address risk management and issue remediation during design and development, as well as after deployment.

Fairness
Wolters Kluwer recognizes the importance of treating people fairly and without discrimination in the design and development of AI products and services.

Human Focused
Wolters Kluwer strives to create AI systems that are human-centric, focused on solving business problems, and benefiting our customers, while also considering the potential impact they may have on society and our environment.

→ For insight into AI risks, see *Risk management* on page 49

Artificial Intelligence Principles that incorporate key principles such as privacy and security, transparency and explainability, governance and accountability, fairness, non-discrimination, and human-centeredness. The responsible AI framework and principles lead us to embed good practices throughout the design, development, use, and evaluation of AI-enabled solutions. We actively monitor legislative developments such as the EU Artificial Intelligence Act and ethics guidelines issued by organizations and expert working groups to ensure we are aware of evolving best practices in this area.

Cybersecurity

Customers rely on us to deliver our platforms and services safely and reliably while safeguarding their data. We are committed to protecting the personal and professional information of our employees, customers, and partners. We manage a global information security program built on people, processes, and technology and designed to protect our organization, products, and customers. The security program has a three-tiered management structure. It is overseen by our Security Council which is comprised of senior leaders from the five divisions and from functional areas. Our Chief Information Security Officer is responsible for managing and monitoring the overall program. Our Technology Council implements initiatives and, together with dedicated taskforce groups, drives global alignment to the program's objectives. We perform regular information security risk assessments to assess and evaluate the effectiveness of the security program.

The program is assessed annually by an independent third party, allowing us to measure our performance each year with a cybersecurity maturity score. Since 2020, the cybersecurity maturity score has been based on the National Institute of Standards and Technology, Cybersecurity Framework (NIST-CSF) which is a risk-based model.

A target for our cybersecurity maturity score has been included in Executive Board and senior management remuneration for the past four years and will again be included in 2025. In 2024, our cybersecurity maturity score increased slightly, exceeding the target for the year which was to maintain the current high level. Over the four-year period since 2020, the indexed score has been improved to 115.0 compared to the base year (2020 = 100.0).

→ For more information, see *Remuneration report*, page 69

We have a cross-functional global information security incident response team that promptly analyzes security incidents, assesses the potential impact, determines if any immediate risks exist, and takes prompt actions to mitigate any harm to the company. We maintain a written global information security program of policies, procedures, and controls aligned to NIST-CSF, ISO 27001, and other equivalent standards. These govern the processing, storage, transmission, and security of data. We have achieved over 85 attestations and certifications for our systems, applications, and services.

→ For additional detail, see *Sustainability statements* on page 89

2025 Outlook

Our guidance for full-year 2025 is provided below. We expect good organic growth and margin improvement, with the increase in diluted adjusted EPS reflecting higher financing cost and tax.

Our guidance for full-year 2025 is provided in the table below. We expect to achieve full-year 2025 organic growth in line with the prior year (6%). Organic growth is expected to be more modest in the first two quarters due to challenging comparables in Health and Tax & Accounting. The adjusted operating profit margin is expected to see improvement in 2025 led by Health and Corporate Performance & ESG.

Performance indicators	2025 guidance	2024 actual
Adjusted operating profit margin*	27.1%-27.5%	27.1%
Adjusted free cash flow (€ million)**	1,250-1,300	1,276
ROIC*	18%-19%	18.1%
Diluted adjusted EPS growth**	Mid-single-digit	11%

Guidance for adjusted operating profit margin and ROIC is in reporting currencies and assumes an average rate in 2025 of €/$1.04. Guidance for adjusted free cash flow and diluted adjusted EPS is in constant currencies (€/$ 1.08). Guidance reflects share repurchases of €1 billion in 2025.

In 2024, Wolters Kluwer generated over 60% of its revenues and adjusted operating profit in North America. As a rule of thumb, based on our 2024 currency profile, each 1 U.S. cent move in the average €/$ exchange rate for the year causes an opposite change of approximately 4.5 euro cents in diluted adjusted EPS.

Restructuring costs are included in adjusted operating profit. We expect 2025 restructuring costs to be in the range of €5-15 million (FY 2024: €28 million). We expect adjusted net financing costs[1] in constant currencies to increase to approximately €75 million. The benchmark tax rate on adjusted pre-tax profits is expected to rise in 2025 but to remain in the range of 23.0%-24.0% (FY 2024: 23.1%).

Capital expenditures are expected to be in the range of 5.0%-6.0% of total revenues (FY 2024: 5.3%). We expect the full-year 2025 cash conversion ratio to be within 95%-100% (FY 2024: 102%), due to higher capital expenditures and lower working capital inflows.

Our guidance assumes no additional significant change to the scope of operations. We may make further acquisitions or disposals which can be dilutive to margins, earnings, and ROIC in the near term. The acquisition of RASi, if completed, is expected to have an immaterial impact on near term adjusted earnings.

2025 Outlook by division

Our guidance for 2025 organic revenue growth by division is based on a pro forma view reflecting the transfer of Finance, Risk & Reporting (FRR)[2] to Financial & Corporate Compliance.

Health: we expect full-year 2025 organic growth to be in line with or slightly below prior year (FY 2024: 6%) with the first half facing challenging comparables across the division.

Tax & Accounting: we expect full-year 2025 organic growth to be in line with prior year (FY 2024: 7%), with the first half facing a more challenging comparable.

Financial & Corporate Compliance[2]: we expect full-year 2025 organic growth to be slightly below prior year (FY 2024: 5% pro forma including FRR).

Legal Regulatory: we expect full-year 2025 organic growth to be in line with prior year (FY 2024: 5%).

Corporate Performance & ESG[2]: we expect full-year 2025 organic growth to be above prior year (FY 2024: 6% pro forma excluding FRR) reflecting higher growth for CCH Tagetik.

1 Adjusted net financing costs include lease interest charges.
2 As of January 1, 2025, the Finance, Risk and Reporting unit has been transferred from Corporate Performance & ESG to Financial & Corporate Compliance. For more information, see *Note 39 – Events after the reporting period* in the *Financial statements*.

Organizational structure

Wolters Kluwer is organized around five customer-facing divisions supported by centralized product development, business services, and corporate functions.

Executive Board & Corporate Office

Health
- Clinical Solutions
- Learning, Research & Practice

€1.6bn
revenues 2024

Tax & Accounting
- North America
- Europe
- Asia Pacific & ROW

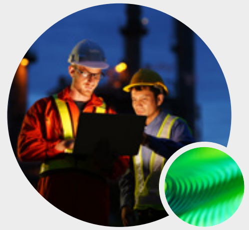
€1.6bn
revenues 2024

Financial & Corporate Compliance
- Legal Services
- Financial Services

€1.1bn
revenues 2024

Legal & Regulatory
- Information Solutions
- Software

€0.9bn
revenues 2024



Corporate Performance & ESG
- EHS & ESG
- Corporate Performance, Corporate Tax, Audit & Assurance
- Finance, Risk & Reporting

€0.7bn
revenues 2024

Digital eXperience Group
- Innovation and product development
- Development centers of excellence
- Technology asset management

4,800+
FTEs

Global Business Services
- Technology infrastructure
- Operational excellence programs
- Strategic sourcing and procurement
- Shared services

1,300+
FTEs

Operating costs and FTEs of Digital eXperience Group and Global Business Services are allocated to the customer-facing divisions.

Executive team

Health

Stacey Caywood *CEO*
We offer clinical technology and evidence-based solutions for clinicians, patients, researchers, students, and future healthcare providers. Our focus is on clinical effectiveness, research, learning, surveillance, compliance, and data solutions. Our proven solutions drive effective decision-making and consistent outcomes in healthcare.

Customers include hospitals, healthcare organizations, students, clinicians, schools, libraries, payers, life sciences, and pharmacies.

Product brands include UpToDate, Lippincott, Medi-Span, Ovid, and Health Language.

Tax & Accounting

Jason Marx *CEO*
We empower tax and accounting professionals and governing authorities to grow, manage, and protect their business and clients. Our solutions combine domain expertise, advanced technology, and workflows for compliance, productivity, management, and client relationships.

Customers include accounting firms, tax and auditing departments, government agencies, libraries, and universities.

Product brands include CCH AnswerConnect, CCH Axcess, ADDISON, CCH iFirm, A3 Software, Genya, Twinfield, CCH ProSystem fx, and ATX.

Financial & Corporate Compliance

Steve Meirink *CEO**
We provide financial institutions, corporations, small businesses, and law firms with solutions to help meet regulatory and legal obligations, improve efficiency, and achieve better outcomes. We offer technology-enabled services and software solutions for loan compliance, regulatory compliance, legal entity management, and corporate services.

Customers include corporations and small businesses, law firms, banks, non-bank lenders, insurers, brokers, and other financial institutions.

Product brands include CT Corporation, BizFilings, eOriginal, ComplianceOne, Lien Solutions, Expere, GainsKeeper, and Wiz.

Legal & Regulatory

Martin O'Malley *CEO*
We help legal and compliance professionals enhance productivity, mitigate risk, and solve complex problems confidently. With expert information and advanced technologies, we enable professionals to thrive in the ever-changing fields of legal and regulatory compliance.

Customers include law firms, corporate legal departments, notaries, universities, and government agencies.

Product brands include VitalLaw, Passport, TyMetrix 360°, Kleos, Legisway, LEX, ONE, Schulinck, Wolters Kluwer Online, Kluwer Law International, and InView.

Corporate Performance & ESG

Karen Abramson *CEO*
We provide enterprise software solutions to streamline reporting processes, manage risks, and meet regulatory requirements. Our comprehensive suite of tools and services provides professionals in finance, environment health and safety, operational risk management, regulatory reporting, risk and compliance, and internal audit with integrated financial, operational, and ESG performance management and reporting solutions.

Customers include corporate finance, audit, planning, risk, EHS/ORM, and sustainability professionals in corporations, banks, and governments.

Product brands include CCH Tagetik, Enablon, TeamMate, and OneSumX.

* until January 3, 2025.

Executive team CONTINUED

Digital eXperience Group

Dennis Cahill *CTO*
The Digital eXperience Group creates cutting-edge digital solutions in collaboration with global business units. Our mission is to accelerate innovation and leverage technology investments. We drive innovation through six centers of excellence: user experience; artificial intelligence; IP and patents; architecture and asset reuse; quality engineering; and application security and privacy.

Global Business Services

Andres Sadler *CEO*
Global Business Services (GBS) improves and transforms our internal technology infrastructure, including IT operations, workplace technologies, cybersecurity, IT architecture, engineering services, and network and enterprise systems. GBS supports the company's digital transformation in technology, strategic sourcing, procurement, operational excellence, collaboration services, analytics, and events.

Corporate office

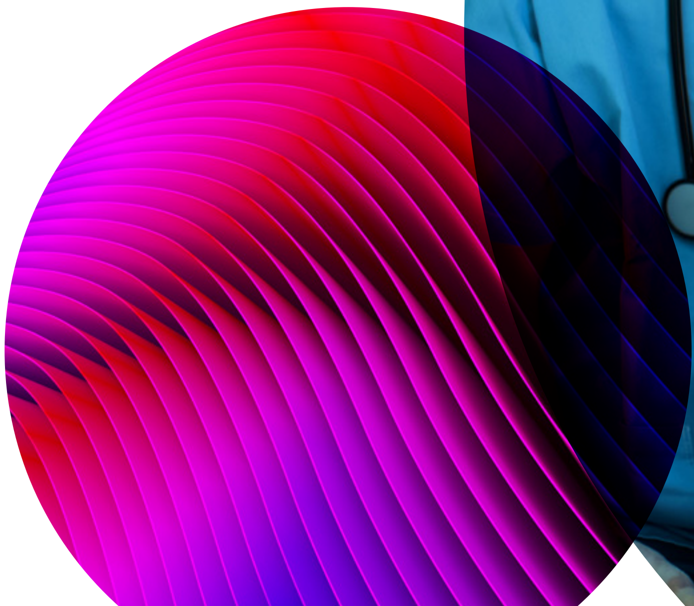
The Corporate Office sets the global strategic direction for the company and ensures good corporate governance. Its mission is to support and provide an enabling business and operating environment, to help realize our strategy to deliver impact to our customers, employees, investors, and society at large.

→ Full list of management
www.wolterskluwer.com/en/about-us/management

Health

Powering healthcare solutions with AI to drive quality health outcomes

Supporting professionals across healthcare with trusted advanced technology, evidence-based solutions, research, and life-long learning.



Health CONTINUED

Business overview

We support millions of clinicians, researchers, allied health professionals, and students around the world.

Our Clinical Solutions help physicians and other healthcare practitioners improve patient outcomes and safety, reduce clinical variations in care, control healthcare costs, ease administrative burdens, optimize data, manage population health, and streamline clinical workflows.

Our Learning, Research & Practice business supports the advancement of clinical knowledge through education, high-quality content, and research. Our learning solutions help educate millions of doctors, nurses, and other healthcare professionals each year.

Market trends

GenAI enhancing *expert solutions* for clinicians

Continued need for tools to ease "burn-out" of healthcare professionals

Healthcare institutions seeking cost efficiencies and time savings

Fusion of AI and VR to train practice-ready nurses and clinicians

AI integrating with human expertise to advance medical research and publishing

Elevated focus on patient-centered care

"Technology is transforming healthcare in all aspects, from research and learning to more effective decision-making and improved patient care."

Stacey Caywood
CEO Wolters Kluwer Health

CUSTOMER CASE

Hackensack Meridian Health uses Lippincott Solutions to enhance operations

Hackensack Meridian Health (HMH), the largest healthcare network in New Jersey, adopted Lippincott Solutions to integrate and streamline different policies and procedures across its hospitals after a series of mergers, which resulted in the organization expanding to 18 hospitals, employing 8,000+ nurses and operating 500+ patient care locations.

HMH faced two key problems: 1) post-merger patient care standardization, and 2) educating and onboarding healthcare workers. To mitigate risk, reduce variability of care, and maintain consistent compliance, HMH turned to Lippincott Solutions, which provides an integrated, cloud-based software suite that optimizes nurse competence and practice-readiness. By integrating Lippincott Solutions into its learning management system (LMS), HMH was able to use Lippincott's training programs and assign them within its LMS to everyone who was mandated to have training. Since its integration in 2021, HMH have completed 238,000+ assignments, treated 180,000+ patient admissions annually, and onboarded 800+ nurses.

HMH now uses Lippincott Solutions in many areas, including evidence-based patient care, onboarding, orientation, transition to practice, and nurse residency. Miriam McNicholas, Clinical Policy Administrator at HMH, commented, "We know it's better to access the latest, evidence-based procedure from Lippincott rather than depend on policies that are looked at only every few years. A policy that's revisited infrequently cannot compete with one that's frequently synthesized for accuracy against the evidence. There's no way we could match that."

- Wolters Kluwer named innovation and growth leader in Clinical Decision Support Systems by Frost & Sullivan
- Three Lippincott journals ranked number 1 in 2024 Journal Citation Report

Our customers

Hospitals, healthcare organizations, clinicians, students, schools, libraries, payers, life sciences, digital health companies, and pharmacies

Top products

Clinical Solutions: UpToDate clinical decision support, drug decision support, and patient engagement; Medi-Span; Sentri7; Simplifi+; and Health Language

Health Learning, Research & Practice: Ovid and Lippincott nursing solutions, medical books, and journals

→ Complete list of Health solutions
www.wolterskluwer.com/en/health

Review of 2024 performance

- Organic growth 6%, led by Clinical Solutions up 7%.
- Learning, Research & Practice grew 4% organically, driven by nursing education solutions
- Margin reflects operational gearing and mix shift, partly offset by one-time write-offs

Health revenues increased 5% in constant currencies, reflecting the divestment of our continuing medical education unit on August 30, 2024. Organic growth was 6%, in line with prior year (FY 2023: 6%).

Adjusted operating profit increased 6% in constant currencies and 6% on an organic basis. The margin increased slightly, as the favorable effect of operational gearing and mix shift was partly countered by write-offs related to the education unit divestment and the sunsetting of products. IFRS operating profit increased 8% overall, reflecting the increase in adjusted operating profit and a decrease in amortization of acquired identifiable intangible assets.

Clinical Solutions (56% of divisional revenues) sustained 7% organic growth (FY 2023: 7%), driven by good renewal rates for our clinical decision support tool (UpToDate) and clinical drug databases (Medi-Span and Lexidrug), despite on-going pressures on hospital budgets. UpToDate Enterprise, unveiled in March 2024, introduced a data analytics dashboard and access to the UpToDate AI Labs GenAI functionality. The UpToDate patient engagement solution perform d well. Our clinical surveillance, compliance, and medical terminology unit (Sentri7 and other products) achieved good organic growth, benefitting from the new AUR module and the inclusion of Invistics, which was acquired in June 2023.

Learning, Research & Practice (44% of divisional revenues) achieved 4% organic growth (FY 2023: 5%). In research, organic growth slowed to 3% against a challenging comparable, the prior year having benefitted from new revenues related to the *New England Journal of Medicine* digital distribution contract, won in late 2022. In learning and practice, organic revenue growth improved to 6%, led by continued strong growth in our nursing education solutions. Lippincott Ready for NCLEX, a digital solution launched in May 2024 to help nursing students pass the NCLEX exam, signed its first customers. Print book revenues were up 1% for the year (FY 2023: 3% decline).

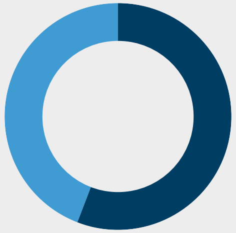
Health CONTINUED

Health – Year ended December 31

€ million, unless otherwise stated	2024	2023	Δ	Δ CC	Δ OG
Revenues	1,584	1,508	+5%	+5%	+6%
Adjusted operating profit	480	454	+6%	+6%	+6%
Adjusted operating profit margin	30.3%	30.1%			
Operating profit	440	406	+8%		
Net capital expenditure	43	49			
Ultimo FTEs	3,401	3,333			

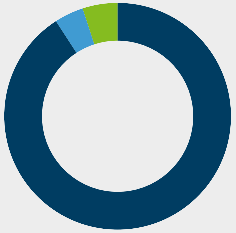
Δ: % Change; Δ CC: % Change in constant currencies (€/$ 1.08); Δ OG: % Organic growth.

2024 Revenues
by segment



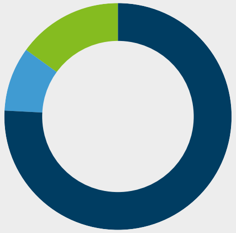
- Clinical Solutions **56%**
- Learning, Research & Practice **44%**

2024 Revenues
by type



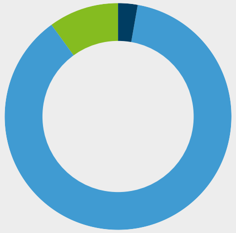
- Recurring **91%**
- Print books **4%**
- Other non-recurring **5%**

2024 Revenues
by geographic market



- North America **76%**
- Europe **9%**
- Asia Pacific & ROW **15%**

2024 Revenues
by media format



- Software **3%**
- Digital information solutions* **87%**
- Services and print **10%**

*incl software-related services

6%
organic growth in revenues

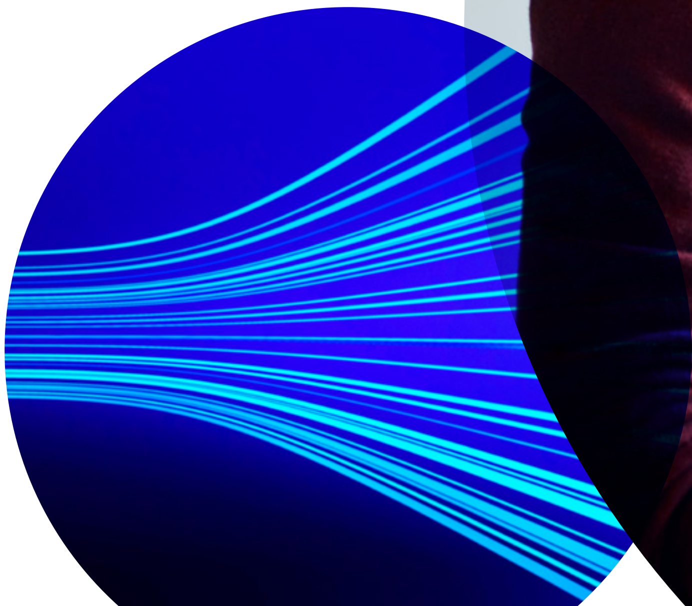
91%
recurring revenues as % of division total

90%
digital revenues as % of division total

Tax & Accounting

Expert solutions **to optimize tax, audit, and accounting processes**

Software delivering deep domain knowledge and workflow automation to ensure compliance, improve productivity, and strengthen client relationships.



Tax & Accounting CONTINUED

Business overview

Wolters Kluwer Tax & Accounting enables professionals in tax and accounting firms of all sizes to grow, manage, and protect their business and their clients' businesses.

Our *expert solutions* support the digitization of workflows and enable collaboration, ultimately driving efficiencies and better results.

In our Tax & Accounting businesses around the world, we serve tax and accounting firms with cloud-based and on-premise software suites, research solutions, and professional services to support professional workflows, including compliance, audit, and firm management.

Our customers also include businesses, government agencies, and academia.

Market trends

Firms adopting cloud-based and AI-enabled solutions to drive efficiencies and enable higher value work

Complex and continuously changing regulatory landscape

Ongoing shortage of accounting professionals driving demand for technology

Continued digitization and automation of accountant and client collaboration workflows

"We are focused on delivering human-centered, AI-enabled solutions that solve our customers' toughest challenges.

Jason Marx
CEO Tax & Accounting

CUSTOMER CASE

Allred Jackson improves efficiency and client service with CCH Axcess iQ

Allred Jackson, based in North Logan, Utah, is an accounting firm offering tax, accounting, audit, advisory, and consulting services.

The firm has been using the integrated solutions within the cloud-based CCH Axcess Suite, which has enabled it to achieve greater efficiencies and streamline internal processes. Among the suite of solutions, CCH Axcess Workflow and CCH Axcess Tax have made the biggest impact on their firm's productivity and team collaboration.

As the demand for higher-value advisory services grows, Allred Jackson implemented the CCH Axcess iQ module to proactively communicate with clients about relevant issues, enhancing client relationships and generating additional revenue. CCH Axcess iQ uses predictive intelligence to identify which changes in laws and regulations affect specific clients.

Scott Jackson, partner at Allred Jackson, commented: "I would recommend CCH Axcess iQ to other firms looking to enhance communication with clients, without spending hours searching for reasons to reach out. It provides valuable insights, usually several, to start meaningful conversations and let them naturally evolve."

- CCH AnswerConnect recognized for AI innovation at the AI Breakthrough Awards
- CCH iFirm won Stratus award for Cloud Computing from Business Intelligence Group

Our customers

Accounting firms, tax and auditing departments, businesses of all sizes, government agencies, libraries, and universities

Top products

North America: CCH Axcess, CCH ProSystem fx, CCH Axcess Engagement, CCH Axcess Workflow, CCH AnswerConnect, and CCH iFirm

Europe, Asia Pacific, and ROW: A3 Software, ADDISON, CCH iFirm, Genya, Twinfield, and Codabox

→ Complete list of Tax & Accounting solutions
www.wolterskluwer.com/en/tax-and-accounting

Review of 2024 performance

- Organic growth 7%, with strong performances across North America and Europe.
- Recurring revenues (92% of division) rose 8% organically, buoyed by 19% growth in cloud software revenues.
- Margin increase driven by operational gearing and cost efficiencies.

Tax & Accounting revenues increased 7% in constant currencies and 7% on an organic basis (FY 2023: 8%). Adjusted operating profit increased 9% in constant currencies and 10% organically. The margin increased 50 basis points, reflecting operational gearing and cost efficiencies. IFRS operating profit increased 8%, largely reflecting the development of adjusted operating profit.

Tax & Accounting North America (60% of divisional revenues) achieved 8% organic growth (FY 2023: 8%). Cloud software revenues grew 20% organically, driven by adoption of additional workflow modules, customer migration to the CCH Axcess cloud platform, and continued strong growth of CCH iFirm tax and practice management software in Canada. Our new cloud-based audit suite, CCH Axcess Engagement, was enhanced during 2024 with Knowledge Coach titles and expanded to support global bank confirmations. Outsourced professional services grew at a double-digit rate. Our U.S. publishing unit sustained low single-digit organic growth. During 2024, the North American business introduced GenAI-enabled features across several products, including conversational search and virtual assistants.

Tax & Accounting Europe (36% of divisional revenues) delivered 7% organic growth (FY 2023: 7%), with good performance across all countries. Growth was lifted by double-digit organic growth in cloud and hybrid-cloud software solutions. The integration of the cloud-based financial workflow and data exchange solutions acquired from Isabel Group on September 5, 2024, is proceeding to plan; performance in initial four months has met expectations. CCH iFirm, a global cloud-based practice management and compliance software platform, was launched in the UK.

Tax & Accounting Asia Pacific and Rest of World (4% of divisional revenues) revenues were up 1% organically (FY 2023: 5%), with growth in Australia, New Zealand, and India partly offset by weakness in China. The prior period included the Chinese legal solution (BOLD) which was transferred to Legal & Regulatory division as of January 1, 2024. Australia and New Zealand launched CCH iFirm Analytics.

Tax & Accounting CONTINUED

7%
organic revenue growth

92%
recurring revenues as % of division total

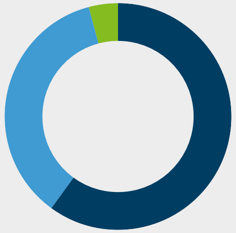
83%
software revenues as % of division total

Tax & Accounting – Year ended December 31

€ million, unless otherwise stated	2024	2023	Δ	Δ CC	Δ OG
Revenues	1,561	1,466	+6%	+7%	+7%
Adjusted operating profit	519	479	+8%	+9%	+10%
Adjusted operating profit margin	33.2%	32.7%			
Operating profit	497	460	+8%		
Net capital expenditure	68	74			
Ultimo FTEs	7,159	7,276			

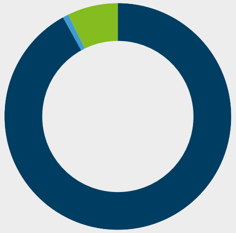
Δ: % Change; Δ CC: % Change in constant currencies (€/$ 1.08); Δ OG: % Organic growth.

2024 Revenues
by segment



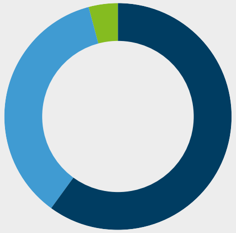
- Tax & Accounting North America **60%**
- Tax & Accounting Europe **36%**
- Tax & Accounting Asia Pacific & ROW **4%**

2024 Revenues
by type



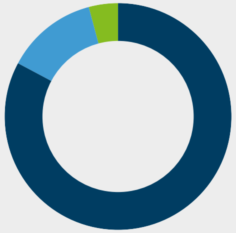
- Recurring **92%**
- Print books **1%**
- Other non-recurring **7%**

2024 Revenues
by geographic market



- North America **60%**
- Europe **36%**
- Asia Pacific & ROW **4%**

2024 Revenues
by media format



- Software **83%**
- Digital information solutions* **13%**
- Services and print **4%**

*incl. software-related services

Financial & Corporate Compliance

Technology-enabled services and solutions

Expert compliance services and software solutions for financial institutions, corporations, small and midsize businesses, and law firms.

Business overview

Wolters Kluwer Financial & Corporate Compliance (FCC) provides financial institutions, corporations, small businesses, and law firms with solutions that enable compliance with ever-changing regulatory and legal obligations, improve efficiency, and help achieve better business outcomes.

The division offers technology-enabled expert services and software solutions focused on loan compliance, regulatory compliance, legal entity management, and corporate compliance services.

In Legal Services, we provide corporations, small and midsize businesses, and law firms with the full set of legal entity management and corporate services, including business licensing solutions.

In Financial Services, we support banks, non-bank lenders, credit unions, insurers, and securities firms of all sizes with a wide array of loan compliance and regulatory compliance solutions, including lien solutions.

Market trends

On-going activity in regulations for banks and corporations

Rising emphasis on compliance expertise and capabilities

Continued digitization of banking and legal workflows

Ongoing drive for operating efficiency

> We are focused on delivering innovative *expert solutions* that make a meaningful difference to our customers.

Steve Meirink
CEO Financial & Corporate Compliance*

*Until January 3, 2025

CUSTOMER CASE

Bankers Fidelity gains visibility and agility with OneSumX® Reg Manager

Bankers Fidelity Life Insurance Company, a provider of life and health insurance products, faced significant demands in managing regulatory changes across 46 U.S. states and the District of Columbia.

To reduce manual processes and inefficiencies while managing regulatory change and complexity, Bankers Fidelity implemented Wolters Kluwer OneSumX® Reg Manager, a cloud-based SaaS solution designed to help organizations track, map, and monitor regulatory changes efficiently. The platform provides daily regulatory alerts, tailored to lines of business, and includes the industry-leading NILS™ Authoritative Source Library. The system has a user-friendly dashboard, offers actionable insights, an activity tracker, and also maps regulatory changes to specific departments, ensuring compliance risks are mitigated effectively.

Within the first week, OneSumX® Reg Manager identified legislation that could have caused potential compliance exposure. “We were able to ensure the company was operating in compliance in all the states – it saved us regulatory exposure. Were it not for Reg Manager, we may have missed something,” stated Andrew Boron, General Counsel and Chief Compliance Officer at Bankers Fidelity.

Boron praised Reg Manager for surpassing other solutions by tailoring content to their business instead of relying on generic updates. “Reg Manager is constantly evolving. Even in the amount of time we’ve been using it, it has been progressing forward.” The implementation improved regulatory oversight, increased operational agility, and helped Bankers Fidelity move closer to their enterprise risk management objective of achieving 100% compliance.

- Wolters Kluwer Beneficial Ownership platform recognized with FinTech Breakthrough Award
- Six RiskTech solutions recognized as Category Leaders or Best-of-Breed by Chartis Research

Our customers
Corporations, small businesses, law firms, banks, non-bank lenders, credit unions, insurers, and securities firms

Top products
Legal Services: CT Corporation

Financial Services: ComplianceOne, Expere, eOriginal, GainsKeeper, Lien Solutions, and OneSumX

→ For more information on FCC
www.wolterskluwer.com/en/about-us/organization/financial-and-corporate-compliance

Review of 2024 performance

- Organic growth 5%, led by Legal Services up 7%.
- Recurring revenues grew 6% organically, while non-recurring revenues returned to growth.
- Margin increase mainly reflects operational gearing and cost efficiencies.

Financial & Corporate Compliance revenues increased 5% in constant currencies and 5% organically (FY 2023: 2%), helped by a recovery in non-recurring transactional revenues in Legal Services.

The adjusted operating profit margin increased 90 basis points, driven by operational gearing and cost efficiencies. IFRS operating profit increased 8%, mainly reflecting the increase in adjusted operating profit.

In **Legal Services** (59% of divisional revenues), CT Corporation recorded 7% organic growth (FY 2023: 2%). Recurring service subscriptions rose 7% (FY 2023: 8%) while Legal Services transactional revenues rose 8% organically against an easy comparable in the prior year (FY 2023: 9% decline). Transactions linked to US M&A volumes remained subdued. CT Corporation generated €10 million in new revenues (subscription and transactional) from its beneficial ownership (BOI) reporting solution launched in 2024 to support compliance with the Corporate Transparency Act (CTA).

Financial Services (41% of divisional revenues) achieved 3% organic growth (FY 2023: 2%), supported by 4% organic growth in recurring revenues (FY 2023: 5%). Financial Services (FS) transactional revenues rose 1% (FY 2023: 3% decline) as mortgage-related transactions and lien search and filing volumes remained subdued reflecting elevated interest rates.

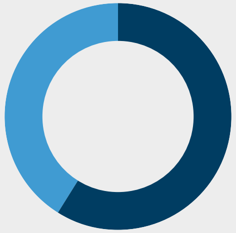
On February 7, 2025, we announced an agreement to acquire Registered Agent Solutions, Inc. (RASi) for $415 million in cash. Subject to regulatory clearances and closing conditions, the transaction is expected to close in the first half of 2025.

Financial & Corporate Compliance – Year ended December 31

€ million, unless otherwise stated	2024	2023	Δ	Δ CC	Δ OG
Revenues	1,105	1,052	+5%	+5%	+5%
Adjusted operating profit	433	403	+7%	+7%	+7%
Adjusted operating profit margin	39.2%	38.3%			
Operating profit	415	383	+8%		
Net capital expenditure	54	58			
Ultimo FTEs	3,030	3,056			

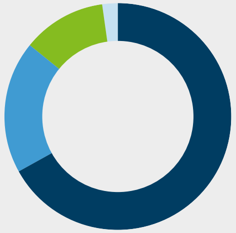
Δ: % Change; Δ CC: % Change in constant currencies (€/$ 1.08); Δ OG: % Organic growth.

2024 Revenues *by segment*



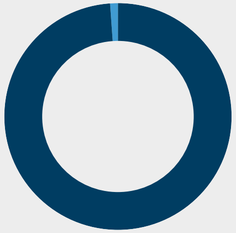
- Legal Services **59%**
- Financial Services **41%**

2024 Revenues *by type*



- Recurring **67%**
- Legal Services transactional **19%**
- Financial Services transactional **12%**
- Other non-recurring **2%**

2024 Revenues *by geographic market*



- North America **99%**
- Europe **1%**

2024 Revenues *by media format*

- Software **47%**
- Digital information solutions* **6%**
- Services and print **47%**

*incl. software-related services

5%
organic growth in revenues

67%
recurring revenues as % of division total

47%
software revenues as % of division total

Legal & Regulatory

Legal and regulatory insights and solutions

Actionable insights and integrated solutions that streamline legal and regulatory research, analysis, and workflow.

Business overview

Wolters Kluwer Legal & Regulatory enables legal and compliance professionals to improve productivity and performance, mitigate risk, and solve complex problems with confidence.

Our legal information solutions enable law firms, corporate legal departments, universities, and governments to streamline legal research, analyses, and workflows. This enhances legal and regulatory decision-making and outcomes, ensuring more transparent, just, and safe societies.

Legal & Regulatory's Enterprise Legal Management (ELM) solutions support corporate legal operations in increasing efficiency and saving costs. Our legal practice management software for law firms enables lawyers to streamline their legal workflow processes, from document management to time keeping and billing.

Legal & Regulatory Information Solutions provide our customers with the trusted information, insights, and analytics they can rely on to make optimal decisions with accuracy and speed.

Market trends

Increasing change in laws, regulations, and compliance requirements

Emerging demand for tools that can integrate customers with external content

Accelerated adoption of technology, partly driven by GenAI

Legal professionals seeking ways to navigate complexity and increase productivity

AI driving importance of trusted, proprietary content

> GenAI drives value by enabling optimal legal decision making, based on trusted content.

Martin O'Malley
CEO Legal & Regulatory

CUSTOMER CASE

CMS Poland enhances legal research efficiency with Lex Kompas Orzeczniczy

CMS, the largest law firm in Poland, known for its comprehensive range of legal services, wanted to streamline its legal research process, which involves reviewing hundreds of judgments, identifying relevant excerpts, and assessing their significance. CMS chose to integrate Wolters Kluwer's Lex Kompas Orzeczniczy, an advanced AI-powered legal research tool.

Andrzej Pośniak, Managing Partner at CMS, commented, "The implementation of Lex Kompas Orzeczniczy has significantly changed the way our team analyzes court rulings. It is one of the few AI-based tools that has been seamlessly integrated into our legal research process in Poland, and has demonstrated tangible effectiveness in practice."

Tomasz Prus, Innovation Catalyst at CMS, added, "One of the most impressive features of Lex Kompas Orzeczniczy is its pre-trained machine learning algorithm, which automatically highlights key sections of documents that require analysis. This allows our lawyers to immediately identify important legal principles, key legal arguments, and potential uncertainties. As a result, they can efficiently extract essential information from voluminous legal texts."

By removing the manual aspect of research, Lex Kompas Orzeczniczy saves time and improves the quality of work, allowing CMS's lawyers to focus on case strategy and client interaction, which are greater value-add activities.

- Legisway recognized as Best Work Management Platform in 2024 SIIA CODiE Awards
- ELM Solutions named Overall Legal Spend Management Solutions Provider of the Year in LegalTech Breakthrough Awards

Our customers

Legal and compliance professionals in law firms, corporate legal departments, universities, and government organizations

Top products

Legal & Regulatory Information Solutions: VitalLaw, LEX, ONE, InView, and Schulinck

Legal & Regulatory Software: Passport, TyMetrix 360°, Legisway, and Kleos

→ Complete list of Legal & Regulatory solutions
www.wolterskluwer.com/en/about-us/organization/legal-and-regulatory

Review of 2024 performance

- Organic growth 5%, led by growth in digital information solutions up 7%.
- Legal & Regulatory Software grew 6% organically.
- Margin increase reflects gearing, mix shift, efficiencies, as well as a one-time pension gain.

Legal & Regulatory revenues increased 8% in constant currencies, mainly reflecting the transfer of our Chinese legal research solution (BOLD) into the division as of January 1, 2024. On an organic basis (excluding the transfer and the effect of small acquisitions in 2023), revenues grew 5% (FY 2023: 4%).

Adjusted operating profit increased 27% in constant currencies and 19% on an organic basis, including €15 million related to the Dutch pension plan amendment gain. Excluding this non-cash gain, the adjusted operating profit margin improved 130 basis points, driven by operational gearing, mix shift, and cost effectiveness. Reported IFRS operating profit increased 27%, mainly reflecting the increase in adjusted operating profit.

Legal & Regulatory Information Solutions (77% of divisional revenues) revenues grew 9% in constant currencies, partly reflecting the aforementioned transfer and acquisitions. On an organic basis, Information Solutions grew 5% (FY 2023: 4%), driven by digital information solutions which grew 7% organically (FY 2023: 8%). Print subscriptions and book revenues both declined, as expected. During 2024, we introduced GenAI features to our U.S. legal research solution (VitalLaw) and launched a GenAI-enabled beta version of InView Legal in The Netherlands.

Legal & Regulatory Software (23% of divisional revenues) recorded 6% organic growth (FY 2023: 5%). ELM Solutions (Tymetrix and Passport) delivered mid-single-digit organic growth, supported by 9% organic growth in transactional revenues linked to legal spend volumes. Legal practice management software, mainly Kleos and Legisway, sustained high single-digit organic growth.

Legal & Regulatory CONTINUED

5%
organic growth in revenues

79%
recurring revenues as % of division total

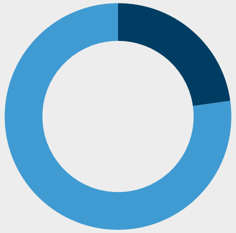
86%
digital revenues as % of division total

Legal & Regulatory – Year ended December 31

€ million, unless otherwise stated	2024	2023	Δ	Δ CC	Δ OG
Revenues	946	875	+8%	+8%	+5%
Adjusted operating profit	176	138	+28%	+27%	+19%
Adjusted operating profit margin	18.6%	15.7%			
Operating profit	145	114	+27%		
Net capital expenditure	53	58			
Ultimo FTEs	4,147	4,033			

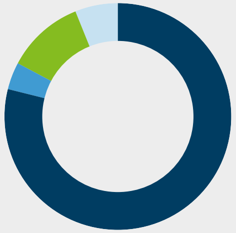
Δ: % Change; Δ CC: % Change in constant currencies (€/$ 1.08); Δ OG: % Organic growth.

2024 Revenues *by segment*



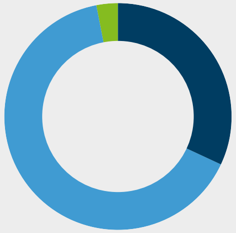
- Legal & Regulatory Software **23%**
- Legal & Regulatory Information Solutions **77%**

2024 Revenues *by type*



- Recurring **79%**
- Print books **4%**
- ELM transactional **11%**
- Other non-recurring **6%**

2024 Revenues *by geographic market*



- North America **32%**
- Europe **65%**
- Asia Pacific & ROW **3%**

2024 Revenues *by media format*

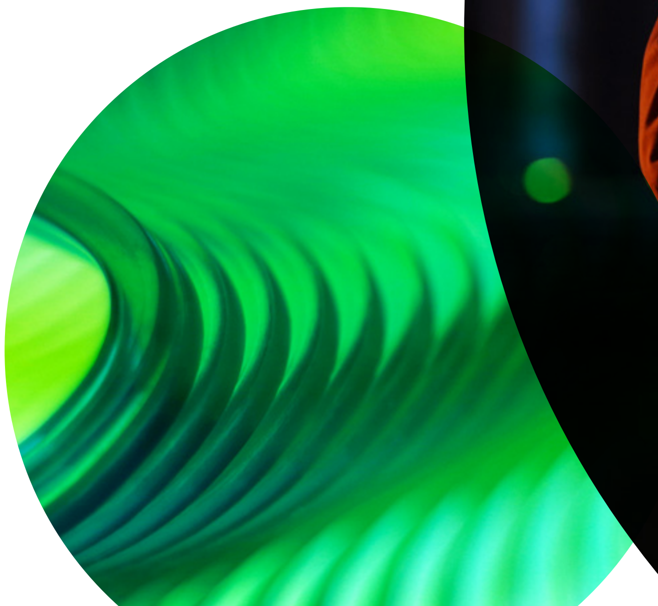
- Software **28%**
- Digital information solutions* **58%**
- Services and print **14%**

*incl. software-related services

Corporate Performance & ESG

Global enterprise software

Enterprise software solutions for corporate performance management, ESG, EHS, risk management, internal audit, and assurance.



Business overview

Wolters Kluwer Corporate Performance & ESG (CP & ESG) delivers innovative software solutions that empower organizations around the world to collect, report, analyze, and assure their financial, sustainability, operational, and other performance data.

CP & ESG solutions drive corporate responsibility and sustainability, mitigate and manage operational and financial risks, improve workplace safety, and facilitate regulatory reporting and compliance. By simplifying complex processes and providing actionable insights, we help organizations achieve sustainable growth, improve decision-making, and adapt to a rapidly evolving regulatory and business environment.

CP & ESG solutions are used by corporate finance professionals, internal auditors, operational risk managers, sustainability managers, and compliance teams in global enterprises.

Market trends

Demand shifts to cloud-based and AI-enabled solutions

Buying preferences move toward subscription and away from license models

Current focus on compliance and assurance expected to shift towards performance optimization

Emergence of consumption-based pricing for certain AI capabilities

Emerging demand for tools that can integrate financial and non-financial data

"Our first-to-market AI platform is revolutionizing how companies manage and report both financial and non-financial data."

Karen Abramson
CEO Corporate Performance & ESG

CUSTOMER CASE

Toyota Finance Corporation selects CCH Tagetik to streamline data operations

Toyota Finance Corporation (TFSC), a subsidiary of Toyota Motor Corporation, oversees Toyota's global financial services. TFSC was using a corporate performance management (CPM) system that lacked data analysis capabilities, was limited in its operational capacity, and relied heavily on human resources, all of which hindered decision-making.

TFSC selected the CCH Tagetik CPM platform for its efficiency, speed, and ability to automate aggregation and analysis. CCH Tagetik provides in-depth, multi-faceted analysis and insights within a user-friendly interface. After adopting CCH Tagetik CPM, TFSC was able to reduce monthly aggregation and management reporting time by 50%.

The increased efficiency enabled teams to allocate more time to value-add activities. By consolidating the management of data in CCH Tagetik and managing user access, TFSC enhanced the speed and efficiency of sharing information across business units which led to an increase in data-driven decision making.

A project manager at TFSC commented, "CCH Tagetik seamlessly connects budget and actual data with a remarkable level of analytical versatility. Furthermore, its user-friendly setup, code-free operations, intuitive interface, and flexible configurations in allocation make it stand out as a superior solution compared to other CPM systems."

- Enablon ESG Excellence named leading SaaS solution by the Business Intelligence Group in Stratus Awards
- CCH Tagetik named Leader in Gartner Magic Quadrant for Financial Planning Software

Our customers

Corporate finance, audit, planning, risk, EHS/ORM, and sustainability professionals in corporations, banks, and governments.

Top products

EHS & ESG: Enablon

Corporate Performance, Corporate Tax, Audit & Assurance: CCH Tagetik and TeamMate

Finance, Risk & Reporting: OneSumX

→ Complete list of CP & ESG solutions
www.wolterskluwer.com/en/about-us/organization/corporate-performance-esg

Review of 2024 performance

- Organic growth 5%, driven by recurring cloud software revenues up 20%.
- Margin decline reflects lower software license revenues and increased investment.
- In 2025, Finance, Risk & Reporting (FRR) transferred to Financial & Corporate Compliance.

Corporate Performance & ESG revenues increased 5% in constant currencies and 5% on an organic basis (FY 2023: 9%). Total recurring revenues (69% of divisional revenues) grew 12% organically (FY 2023: 11%), while non-recurring revenues declined 7% organically (FY 2023: 5% organic growth), due primarily to a decline in CCH Tagetik license revenue as new customers increasingly chose the CCH Tagetik cloud subscription (SaaS) solution.

Adjusted operating profit declined 9% in constant currencies and 9% on an organic basis (FY 2023: decline of 12%) due to the impact of lower license revenues combined with increased investment in product development. IFRS operating profit decreased to €13 million, reflecting the decline in adjusted operating profit and higher amortization of acquired identifiable intangible assets.

In **EHS & ESG** (25% of divisional revenues), the Enablon suite delivered 15% organic growth (FY 2023: 16%), with double-digit growth across all regions globally. Recurring cloud software revenues increased 21% organically (FY 2023: 21%). Non-recurring on-premise software license fees declined, but this was more than offset by second half growth in implementation services revenues. Enablon's carbon capture, air, and water quality modules saw strong growth.

In **Corporate Performance, Corporate Tax, Audit & Assurance** (58% of divisional revenues), performance was mixed. The CCH Tagetik corporate performance management platform10 revenues were flat (FY 2023: 20% organic growth) due to an unexpected decline in software license revenues in December 2024 as new customers opted for cloud subscriptions. Recurring cloud subscription revenues for the CCH Tagetik platform, typically recognized over three-year contracts, grew 18% organically (FY 2023: 21%), driven by new customer wins and increased uptake of software modules. CCH Tagetik gained over 200 new customers in 2024 and upgraded more than 40 customers to its new AI-enabled CCH Tagetik Intelligent Platform. Our Corporate Tax (CCH SureTax) and Audit & Assurance (TeamMate) units delivered robust organic growth, driven by double-digit organic growth in recurring cloud software revenues.

Finance, Risk & Reporting (17% of divisional revenues), which provides regulatory reporting and risk solutions to banks (OneSumX), posted positive organic growth (2023: decline), driven by growth in recurring software revenues and non-recurring professional services revenues. We increased investment in the integrated OneSumX platform to support banks in preparing for Basel IV and other regulatory changes.

Corporate Performance & ESG – Year ended December 31

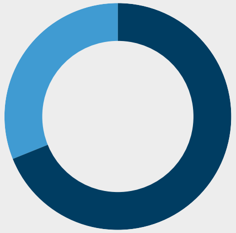
€ million, unless otherwise stated	2024	2023	Δ	Δ CC	Δ OG
Revenues	720	683	+5%	+5%	+5%
Adjusted operating profit	61	68	-10%	-9%	-9%
Adjusted operating profit margin	8.5%	9.9%			
Operating profit	13	26	-50%		
Net capital expenditure	95	84			
Ultimo FTEs	3,315	3,215			

Δ: % Change; Δ CC: % Change in constant currencies (€/$ 1.08); Δ OG: % Organic growth.

2024 Revenues *by segment*

- EHS & ESG **25%**
- Corporate Performance, Tax & Internal Audit **58%**
- Finance, Risk & Reporting **17%**

2024 Revenues *by type*

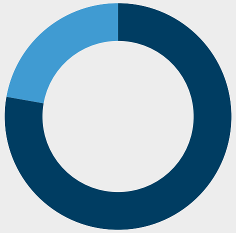


- Recurring **69%**
- Non-recurring **31%**

2024 Revenues *by geographic market*

- North America **35%**
- Europe **47%**
- Asia Pacific & ROW **18%**

2024 Revenues *by media format*



- Software **78%**
- Digital information solutions* **22%**

*incl. software-related services

5%
organic growth in revenues

69%
recurring revenues as % of division total

78%
software revenues as % of division total

Group financial review

This review provides a summary of IFRS results alongside a discussion of adjusted figures which give deeper insight into underlying performance.

Highlights 2024

- Revenues up 6% organically
- 82% recurring revenues, up 7% organically
- 59% *expert solutions* revenues, up 7% organically
- 19% cloud software revenues, up 16% organically

"Adjusted free cash flow was better than expected due to higher cash conversion."

Kevin Entricken
CFO and Member
of the Executive Board

Revenues

Group revenues were €5,916 million, up 6% overall and up 6% in constant currencies. The effect of currency and the net effect of divestments and acquisitions were both negligible in 2024, and organic revenue growth was also 6% (FY 2023: 6%).

Revenue bridge

	€ million	%
Revenues 2023	5,584	
Organic change	325	6
Acquisitions	17	0
Divestments	(19)	0
Currency impact	(1)	0
Revenues 2024	5,916	6

Revenues from North America accounted for 64% of total group revenues and grew 6% organically (FY 2023: 5%). Revenues from Europe, 28% of total revenues, grew 5% organically (FY 2023: 7%). Revenues from Asia Pacific and Rest of World, 8% of total revenues, grew 6% organically (FY 2023: 9%).

Total recurring revenues, which include subscriptions and other renewing revenue streams, accounted for 82% of total revenues (FY 2023: 82%) and grew 7% organically (FY 2023: 7%). Within recurring revenues, digital and service subscriptions, sustained 8% organic growth (FY 2023: 8%).

Total non-recurring revenues increased 1% on an organic basis (FY 2023: 0%), with varied trends. Of this, total transactional revenues increased 6% organically (FY 2023: decline of 3%) while print book revenues were flat. Other non-recurring revenue streams, which include on-premise software licenses and implementation fees, declined 4% organically (FY 2023: 1% organic growth), with mixed performances by division.

Revenues by type

€ million, unless otherwise stated	2024	2023	Δ	Δ CC	Δ OG
Digital and service subscription	4,458	4,134	+8%	+8%	+8%
Print subscription	125	136	-8%	-8%	-8%
Other recurring	285	273	+5%	+5%	+7%
Total recurring revenues	**4,868**	**4,543**	**+7%**	**+7%**	**+7%**
Transactional	436	411	+6%	+6%	+6%
Print books	120	120	0%	0%	0%
Other non-recurring	492	510	-3%	-3%	-4%
Total non-recurring revenues	**1,048**	**1,041**	**+1%**	**+1%**	**+1%**
Total revenues	**5,916**	**5,584**	**+6%**	**+6%**	**+6%**

Δ: % Change; Δ CC: % Change in constant currencies (€/$ 1.08); Δ OG: % Organic growth. Other non-recurring revenues include software licenses, software implementation fees, professional services, and other non-subscription offerings.

Group financial review CONTINUED

Highlights 2024

- IFRS operating profit up 9%
- Profit for the year up 7% and diluted EPS up 11%
- Adjusted net profit for the year up 6%

Key figures

€ million, unless otherwise stated	2024	2023	Δ	Δ CC	Δ OG
Revenues	5,916	5,584	+6%		
Operating profit	1,441	1,323	+9%		
Profit for the year	1,079	1,007	+7%		
Diluted EPS (€)	4.52	4.09	+11%		
Net cash from operating activities	1,654	1,545	+7%		
Business performance – benchmark figures					
Revenues	5,916	5,584	+6%	+6%	+6%
Adjusted operating profit	1,600	1,476	+8%	+8%	+8%
Adjusted operating profit margin (%)	27.1	26.4			
Adjusted net profit	1,185	1,119	+6%	+7%	
Diluted adjusted EPS (€)	4.97	4.55	+9%	+11%	
Adjusted free cash flow	1,276	1,164	+10%	+9%	
Return on invested capital (%)	18.1	16.8			
Net debt	3,134	2,612	+20%		

Δ: % Change; Δ CC: % Change in constant currencies (€/$ 1.08); Δ OG: % Organic growth. Benchmark figures are performance measures used by management. See *Note 4 – Benchmark figures* of the *Financial statements* for a reconciliation from IFRS to benchmark figures.

Operating profit

Adjusted operating profit was €1,600 million (2023: €1,476 million), up 8% in constant currencies, resulting in a margin of 27.1%. Adjusted operating profit included a €27 million one-time non-cash gain related to an amendment to our Dutch pension plan. Excluding the pension gain, the adjusted operating profit margin increased 20 basis points to 26.6% (2023: 26.4%), within our guidance range (26.4%-26.8%). Included in adjusted operating profit were restructuring expenses of €28 million (2023: €15 million).

Investment in product development spending (including capitalized spend) increased 6% in constant currencies and amounted to 11% of revenues in 2024 (2023: 11%).

Reported operating profit increased 9% to €1,441 million (2023: €1,323 million), largely reflecting the increase in adjusted operating profit. Reported operating profit included a net loss of €3 million on the divestment of a continuing medical education unit, whereas the prior year included a disposal gain of €4 million. Amortization and impairments of acquired identifiable intangible assets and goodwill increased 2% to €149 million.

Highlights 2024

- Adjusted operating profit €1,600 million, up 8% in constant currencies
- Adjusted operating profit margin up 70 basis points to 27.1%

Divisional summary

Overall organic revenue growth was 6%, led by Tax & Accounting. The increase in group adjusted operating profit margin was mainly driven by Legal & Regulatory and Financial & Corporate Compliance.

→ For a more detailed discussion of divisional performance, see pages 16-35 of this annual report

Corporate expenses

€ million, unless otherwise stated	2024	2023	Δ	Δ CC	Δ OG
Adjusted operating profit	(69)	(66)	+4%	+4%	+4%
Operating profit	(69)	(66)	+4%		
Net capital expenditure	0	0			
Ultimo FTEs	148	143			

Δ: % Change; Δ CC: % Change in constant currencies (€/$ 1.08); Δ OG: % Organic growth.

Net corporate expenses increased 4% in constant currencies and 4% on an organic basis, due to an increase in personnel costs and higher third-party services.

Divisional summary

€ million, unless otherwise stated	2024	2023	Δ	Δ CC	Δ OG
Revenues					
Health	1,584	1,508	+5%	+5%	+6%
Tax & Accounting	1,561	1,466	+6%	+7%	+7%
Financial & Corporate Compliance	1,105	1,052	+5%	+5%	+5%
Legal & Regulatory	946	875	+8%	+8%	+5%
Corporate Performance & ESG	720	683	+5%	+5%	+5%
Total revenues	**5,916**	**5,584**	**+6%**	**+6%**	**+6%**
Adjusted operating profit					
Health	480	454	+6%	+6%	+6%
Tax & Accounting	519	479	+8%	+9%	+10%
Financial & Corporate Compliance	433	403	+7%	+7%	+7%
Legal & Regulatory	176	138	+28%	+27%	+19%
Corporate Performance & ESG	61	68	-10%	-9%	-9%
Corporate	(69)	(66)	+4%	+4%	+4%
Total adjusted operating profit	**1,600**	**1,476**	**+8%**	**+8%**	**+8%**
Adjusted operating profit margin					
Health	30.3%	30.1%			
Tax & Accounting	33.2%	32.7%			
Financial & Corporate Compliance	39.2%	38.3%			
Legal & Regulatory	18.6%	15.7%			
Corporate Performance & ESG	8.5%	9.9%			
Total adjusted operating profit margin	**27.1%**	**26.4%**			

Δ: % Change; Δ CC: % Change in constant currencies (€/$ 1.08); Δ OG: % Organic growth.

Highlights 2024

- Net debt-to-EBITDA ratio 1.6x
- Liquidity position remained strong

Financial position

Balance sheet

Non-current assets, mainly consisting of goodwill and acquired identifiable intangible assets, increased by €501 million to €6,841 million in 2024, mainly due to the acquisition of the Isabel Group accountancy solutions in September 2024 and continued investments in software assets.

Total equity decreased by €204 million to €1,545 million, mainly due to the share buybacks, and dividend payments, partly offset by the profit for the year and exchange differences on translation of foreign operations. During the year, we repurchased 6.7 million shares for a total consideration of €1 billion, including 0.6 million shares to offset incentive share issuances (2023: 0.5 million).

In September 2024, we canceled 10.0 million of shares held in treasury (2023: 9.0 million shares canceled). As of December 31, 2024, we held 4.2 million shares in treasury. The total weighted-average number of shares was 237.5 million in 2024 (2023: 244.9 million).

Balance sheet

€ million, unless otherwise stated	2024	2023	Variance
Non-current assets	6,841	6,340	501
Working capital	(1,127)	(1,036)	(91)
Total equity	1,545	1,749	(204)
Net debt	3,134	2,612	522
Net-debt-to-EBITDA ratio	1.6	1.5	0.1

Net debt, leverage, and liquidity position

As of December 31, 2024, net debt was €3,134 million, up from €2,612 million on December 31, 2023. The net-debt-to-EBITDA ratio increased to 1.6x at year end 2024 (FY 2023: 1.5x). Gross debt of €4,090 million includes the €600 million Eurobond (5-year term; 3.250% annual coupon) issued on March 18, 2024.

As of December 31, 2024, net cash available was €945 million (total cash and cash equivalents of €954 million less overdrafts used for cash management purposes of €9m).

As of December 31, 2024, our €600 million multi-currency credit facility remained undrawn.

Gross debt increased due to the increase in bonds outstanding and increase in borrowings and bank overdrafts to €359 million at December 31, 2024 (2023: €196 million), including €350 million Euro Commercial Paper notes (2023: €50 million).

Highlights 2024

- Diluted adjusted EPS €4.97, up 11% in constant currencies
- Return on invested capital improved to 18.1%

Working capital

€ million	2024	2023	Variance
Inventories	79	84	(5)
Current contract assets	148	160	(12)
Trade receivables	1,129	1,087	42
Current operating other receivables	262	198	64
Current deferred income	(2,054)	(1,899)	(155)
Other contract liabilities	(76)	(86)	(86)
Trade and other operating payables	(1,031)	(951)	(80)
Operating working capital	**(1,543)**	**(1,407)**	**(136)**
Cash and cash equivalents	954	1,135	(181)
Non-operating working capital	(538)	(764)	226
Total working capital	**(1,127)**	**(1,036)**	**(91)**

Operating working capital amounted to €(1,543) million, compared to €(1,407) million in 2023, a decrease of €136 million. This decrease is largely due to autonomous movements in working capital of €82 million.

Non-operating working capital increased to €(538) million, compared to €(764) million in 2023, mainly due to lower short-term bonds in 2024 (nil) compared to 2023 (€400 million), partly offset by higher borrowings and bank overdrafts at the end of 2024.

Financing results, taxation, EPS, and ROIC

Financing results

Total financing results increased to €65 million (2023: €27 million) due to lower interest income on lower average cash balances combined with higher coupon interest on refinanced debt. In addition, in 2024, we recorded a €9 million net foreign exchange loss, mainly on the translation of intercompany balances, whereas the prior year had benefitted from a €7 million net foreign exchange gain. Adjusted net financing costs were €62 million (2023: €27 million).

Taxation

Profit before tax increased 6% to €1,378 million (2023: €1,297 million). The reported effective tax rate decreased to 21.7% (2023: 22.4%), reflecting the positive tax impact of the divestment of our continuing medical education unit (Learner's Digest) on August 30, 2024.

Adjusted profit before tax was €1,540 million (2023: €1,450 million), up 7% in constant currencies. The benchmark tax rate on adjusted profit before tax increased to 23.1% (2023: 22.9%), mainly due to unfavorable movements in our deferred tax positions and the negative impact of Pillar II global minimum tax rules.

Earnings per share

Net profit for the year increased 7% overall to €1,079 million (2023: €1,007 million). Diluted earnings per share increased 11% overall to €4.52 (2023: €4.09), reflecting the increase in net profit and the reduction in weighted-average number of shares outstanding.

Adjusted net profit was €1,185 million (2023: €1,119 million), an increase of 7% in constant currencies. Diluted adjusted EPS was €4.97 (2023: €4.55), up 11% in constant currencies, reflecting the increase in adjusted net profit and a 3% reduction in the diluted weighted-average number of shares outstanding to 238.4 million (2023: 246.0 million).

Return on invested capital (ROIC)

In 2024, ROIC was 18.1% (2023: 16.8%), mainly due to a higher adjusted operating profit, partly offset by a higher benchmark tax rate.

Highlights 2024

- Adjusted free cash flow €1,276 million, up 9% in constant currencies
- Cash conversion ratio of 102%

Cash flow

Net cash outflow before the effect of exchange differences was €84 million (2023: €310 million), due to net cash used in financing activities and investing activities outweighing net cash from operating activities.

Cash flow

€ million, unless otherwise stated	2024	2023	Variance
Net cash from operating activities	1,654	1,545	109
Net cash used in investing activities	(652)	(374)	(278)
Net cash used in financing activities	(1,086)	(1,481)	395
Adjusted operating cash flow	1,627	1,476	151
Net capital expenditure	(313)	(323)	10
Adjusted free cash flow	1,276	1,164	112
Diluted adjusted free cash flow per share (€)	5.35	4.73	0.62
Cash conversion ratio (%)	102	100	

Adjusted operating cash flow was €1,627 million (2023: €1,476 million), up 10% in constant currencies. This reflects a full-year cash conversion ratio of 102% (2023: 100%), which was higher than anticipated. Working capital inflows of €82 million were lower than in the prior year (2023: €98 million). Net capital expenditures were €313 million, a reduction of 3% in constant currencies. Capex as a percent of revenues declined to 5.3% (2023: €5.8% million).

Cash payments related to leases, including lease interest paid, were €70 million (2023: €74 million). Depreciation of physical assets, amortization and impairment of internally developed software, and depreciation of right-of-use assets totaled €330 million (FY 2023: €299 million).

Net interest paid, excluding lease interest paid, increased to €34 million (2023: €17 million), reflecting the higher coupon interest and lower interest income on cash balances.

Income tax paid decreased to €318 million (2023: €325 million). The net cash effect of restructuring was €7 million inflow (2023: outflow of €1 million). As a result, adjusted free cash flow was €1,276 million (2023: €1,164 million), up 9% in constant currencies.

Dividends paid amounted to €521 million (2023: €467 million). The cash deployed towards share repurchases was €1 billion, in line with prior year (2023: €1 billion).

Acquisitions and divestments

Total acquisition spending, net of cash acquired and including transaction costs, was €342 million (2023: €68 million), and primarily relates to the acquisition of Isabel Group accountancy solutions by Tax & Accounting on September 5, 2024. During 2024, net divestment proceeds from two small divestments amounted to €1 million, compared to €8 million in 2023.

Leverage and financial policy

We use our free cash flow to invest in the business organically and through acquisitions, to maintain optimal leverage, and to provide returns to shareholders. We regularly assess our financial position and evaluate the appropriate level of debt in view of our expectations for cash flow, investment plans, interest rates, and capital market conditions.

Since 2011, our twelve months' rolling net-debt-to-EBITDA ratio has fluctuated between 1.3x and 2.4x, providing a strong and secure financial foundation for our business. As we execute on our strategic priorities, we will aim to maintain leverage in the range of 1.5x to 2.5x. We may temporarily deviate from this range, but our high proportion of recurring revenues and resilient free cash flows give us the ability to rapidly return to this range.

Governance

Corporate governance

This chapter provides an outline of the broad corporate governance structure of the company. Wolters Kluwer N.V., a publicly listed company organized under Dutch law, is the parent company of the Wolters Kluwer group. The corporate governance structure of the company is based on the company's Articles of Association, the Dutch Civil Code, the Dutch Corporate Governance Code published in 2022 (the "Corporate Governance Code"), and all applicable other laws and regulations.

Introduction

The company has a two-tier board structure consisting of an Executive Board and a Supervisory Board. The Executive Board and the Supervisory Board are responsible for the corporate governance structure. The Executive Board consists of the CEO and CFO and is entrusted with the management and day-to-day operations of the company and development of the strategy. The Supervisory Board supervises the policies of the Executive Board and the general affairs of the company and its enterprise, considering the relevant interests of the company's stakeholders, and advises the Executive Board.

This Corporate governance chapter includes the corporate governance statement as specified in section 2a of the Decree with respect to the contents of the annual management report (Besluit inhoud bestuursverslag). Wolters Kluwer complies with all Principles and Best Practice Provisions of the Corporate Governance Code, unless stipulated otherwise in this chapter. Potential future material corporate developments might, after thoughtful considerations, justify deviations from specific topics and recommendations as included in the Corporate Governance Code, which will always be clearly explained.

→ The Dutch Corporate Governance Code is available at www.mccg.nl

Executive Board

The Executive Board is responsible for the continuity of the company and its affiliated enterprise and for sustainable long-term value creation by the company and its affiliated enterprise. This responsibility includes the development and execution of the strategy focused on sustainable long-term value creation, formulating targets in relation to the strategy, appropriate risk management and internal control systems, and sustainability and environmental, social, and governance (ESG) matters. The Executive Board considers the impact of the company on people and the environment. The responsibilities are set out in the By-Laws of the Executive Board, which have been approved by the Supervisory Board. In fulfilling its management responsibilities, the Executive Board considers the interests of the company and its affiliated enterprise, as well as the relevant interests of the company's stakeholders. The members of the Executive Board are nominated by the Supervisory Board and appointed by the General Meeting of Shareholders.

The full procedure for appointment and dismissal of members of the Executive Board is explained in the company's Articles of Association. Information on the members of the Executive Board is provided in the section Executive Board and Supervisory Board.

→ See *Executive Board* on page 61 and *Supervisory Board* on page 62

→ For more information on the specific roles and responsibilities of the Executive Board and Supervisory Board in relation to sustainability, see *Role of the Executive Board and Supervisory Board (GOV-1)* in *Sustainability statements* on page 95

Remuneration

The remuneration of the Executive Board is determined by the Supervisory Board based on the remuneration policy adopted by the General Meeting of Shareholders in the 2021 Annual General Meeting of Shareholders by a majority of 97% of the share capital represented. In 2025, the remuneration policy of the Executive Board will be submitted to the Annual General Meeting of Shareholders again, in accordance with the requirement under Dutch law to do so every four years.

The Supervisory Board is responsible for the execution of the remuneration policy, based on the advice of the Selection and Remuneration Committee. Detailed information about the remuneration policy and its application in 2024 can be found in the *Remuneration report*. The *Remuneration Report* is submitted to the Annual General Meeting of Shareholders for an advisory vote every year.

Under the long-term incentive plan (LTIP), Executive Board members can earn ordinary shares after a vesting period of three years, subject to clear and objective three-year performance criteria established in advance. Pursuant to the remuneration policy, the Executive Board members are required, in line with Best Practice Provision 3.1.2 (vi) of the Corporate Governance Code, to hold the earned shares (net of taxes) after vesting for two more years. However, if an Executive Board member is eligible for a company- sponsored deferral program and chooses to participate by deferring LTIP proceeds upon vesting, then such Executive Board member will be required to hold the remaining vested shares or a minimum of 50% of vested shares (net of taxes), whichever is higher, for a two-year period.

→ For more information on the remuneration and the new proposed policy see *Remuneration report* on page 69

Term of appointment

Since the introduction of the first Corporate Governance Code in 2004, Executive Board members are appointed for a period of four years after which reappointment is possible, in line with Best Practice Provision 2.2.1 of the Corporate Governance Code. The existing contract with Ms. McKinstry, who was appointed before the introduction of the first Corporate Governance Code and has an employment contract for an indefinite period, will remain honored.

Severance arrangements

With respect to future Executive Board appointments, the company will, as a policy, comply with Best Practice Provision 3.2.3 of the Corporate Governance Code regarding the maximum severance remuneration in the event of dismissal. In line with this Best Practice Provision, the contract with Mr. Entricken contains a severance payment of one year's base salary. However, the company will honor the existing contract with Ms. McKinstry, who was appointed before the introduction of the first Dutch Corporate Governance Code.

Change of control

The employment contracts of the Executive Board members and a small group of senior executives contain stipulations with respect to a change of control of the company. According to these stipulations, in the case of a change of control, the relevant persons will receive 100% of the number of conditional rights on shares awarded to them with respect to pending long-term incentive plans of which the performance periods have not yet ended. In addition, they are entitled to a cash severance payment if their employment agreements would end following a change of control.

Supervisory Board

The Supervisory Board supervises the policies of the Executive Board and the general affairs of the company and its affiliated enterprise, considering the relevant interests of the company's stakeholders, and advises the Executive Board. The supervision includes overseeing the implementation of the sustainable long-term value creation strategy, the effectiveness of the company's internal risk management and control systems, and the integrity and quality of the financial reporting. The Supervisory Board also has due regard for sustainability/ESG matters. In addition, certain resolutions of the Executive Board must be approved by the Supervisory Board. These resolutions are listed in the By-Laws of the Supervisory Board and include:

- Transactions in which there are conflicts of interest with Executive Board members that are of material significance for the company or the Executive Board member;
- Acquisitions of which the value is €150 million or more;
- Divestments of subsidiaries with revenues of €150 million or more;
- The issuance of new shares or granting of rights to subscribe for shares; and
- The issuance of bonds or other external financing of which the value exceeds 2.5% of the annual consolidated revenues.

The responsibilities of the Supervisory Board are set out in the By-Laws of the Supervisory Board.

→ For more information on the specific roles and responsibilities of the Executive Board and Supervisory Board in relation to sustainability, see *Role of the Executive Board and Supervisory Board (GOV-1)* in *Sustainability statements* on page 95

Appointment and composition

The members of the Supervisory Board are appointed by the General Meeting of Shareholders. The full procedure of appointment and dismissal of Supervisory Board members is explained in the company's Articles of Association. The current composition of the Supervisory Board can be found in the sections *Executive Board*, *Supervisory Board,* and the *Report of the Supervisory Board*. The composition of the Supervisory Board will always be such that the members are able to act critically and independently of one another, the Executive Board, and any particular interests. As a policy, the Supervisory Board in principle aims for all members to be independent of the company, which is currently the case. The independence of Supervisory Board members is monitored on an ongoing basis, based on the criteria of independence as set out in Best Practice Provisions 2.1.7 and 2.1.8 of the Corporate Governance Code and Clause 1.5 of the Supervisory Board By-Laws.

The number of supervisory board memberships of all Supervisory Board members is limited to such extent that the proper performance of their duties is assured. As stipulated in the By-Laws of the Supervisory Board, the number of board memberships of large Dutch companies and listed companies globally may not exceed five (with a Chair position counting double). The number of board memberships of all Supervisory Board members is currently in compliance with the maximum number of board seats allowed under Dutch law and the By-Laws.

→ For more information on the Supervisory Board members, see the *Report of the Supervisory Board* on page 63

Provision of information

We consider it important that the Supervisory Board members are well informed about the business and operations of the company. The Chair of the Supervisory Board, the CEO and Chair of the Executive Board, and the Company Secretary monitor, on an ongoing basis, that the Supervisory Board receives adequate information. In addition, the CEO sends written updates to the Supervisory Board about important events. The Chair of the Supervisory Board and the CEO hold several meetings and calls per year outside of formal meetings, to discuss the course of events at the company.

The Supervisory Board also has direct contact with management beyond the Executive Board level. Operating managers, including the divisional CEOs, are regularly invited to present to the Supervisory Board on the divisional strategy, operations, market developments, and business developments. The CEO of Global Business Services and the CTO (Digital eXperience Group) annually present updates which include cybersecurity and technology (including AI). In addition, the company facilitates visits to business units and individual meetings with staff and line managers. Various members of staff also attend Audit Committee and Selection and Remuneration Committee meetings.

Committees of the Supervisory Board

The Supervisory Board has two standing committees: the Audit Committee and the Selection and Remuneration Committee. The responsibilities of these committees can be found in their respective Terms of Reference. A summary of the main activities of these committees, as well as the composition, can be found in the *Report of the Supervisory Board*.

Remuneration

The remuneration of the Supervisory Board members is determined by the General Meeting of Shareholders. The remuneration does not depend on the results of the company. The Supervisory Board members do not receive shares or stock options by way of remuneration, nor are they granted loans. The remuneration policy for the Supervisory Board was most recently adopted by the Annual General Meeting of Shareholders in 2024. For more information on remuneration, see *Remuneration report*.

→ See *Remuneration report* on page 69

Diversity

Diversity, equity, inclusion, and belonging (DEIB) is an important topic for the Supervisory Board and Executive Board. The DEIB policy for the composition of the Supervisory Board and Executive Board is included as an annex to the Supervisory Board By-Laws. Elements of diversity include among others nationality, gender, age, cultural background, and expertise. Based on Dutch law, the Supervisory Board must have a representation of at least 33% male and at least 33% female. For the Executive Board, we also have a target of at least 33% representation of both male and female. These targets are currently met. In accordance with Dutch legislation which became applicable in 2022, we had also set a target to increase the female representation in our executive career band by 2 percentage points by 2028 from a 2022 baseline, resulting in 33% female representation. This percentage was achieved in 2024, by applying equitable and inclusive employee practices. Our ambition going forward is to continue these practices and keep the female participation in the executive career band at least at the level of 33%. In addition, we have a global DEIB policy which is applicable for all employees worldwide. While this target is in line with legal requirements in the Netherlands around setting targets for management positions, we carefully monitor that our subsidiaries comply with all applicable local laws and regulations, as may apply to them at any point in time.
Our Chief Human Resources Officer reports into our CEO and Chair of the Executive Board, who as such has ultimate responsibility for the DEIB strategy and the execution thereof.

→ For related information on DEIB, see *Targets related to own workforce (S1-5)* in *Sustainability statements* on page 125

Currently, the male/female representation of the Supervisory Board is 43% male and 57% female. This is in line with Dutch law and our DEIB policy. The male/female representation in the Executive Board is 50%/50%, which is in line with our target for diversity in the Executive Board. The Supervisory Board composition comprises expertise within the broad information and technology industry as well as specific market segments in which the company operates. The composition of the Supervisory Board is in line with its DEIB policy, Dutch law, and the competency, skills, and experience requirements as described in its profile.

→ See *Executive Board* on page 61 and *Supervisory Board* on page 62

Insider dealing policy

The members of the Executive Board and the Supervisory Board are bound by the Wolters Kluwer Insider Dealing Policy and are not allowed to trade in Wolters Kluwer securities when they have inside information or during closed periods. These periods begin either on the first business day of the quarter, or 30 calendar days prior to the publication of Wolters Kluwer's annual results, half-year results, first-quarter trading update, and nine-month trading update, whichever is earlier. The day after the announcement of these results or updates, the Board members can trade again, with prior approval of the securities compliance officer, which will be granted if they do not have inside information at that point in time.

Culture

Our Executive Board is responsible for setting the tone for our culture from the top. The Executive Board has adopted company values that serve as guidelines for our employees and are at the heart of the company's future success.
Our values propel us to put the customer at the center of everything we do, honor our commitment to continuous improvement and innovation, aim high and deliver the right results, and most importantly: win as a team. Our values and ethical standards are the basis for our decisions for and interactions with our employees, customers, partners, and society at large, and for achieving our goals. We maintain a culture of open communication and a safe environment where everyone should feel confident to ask a question or raise a concern without fear of negative consequences. The Executive Board and the Supervisory Board are committed to ensure high standards of ethics and integrity and promote openness through our SpeakUp program. Our employees receive Annual Compliance Training about our Code of Business Ethics and other key compliance policies and SpeakUp. In 2024, 99% of our employees completed the Annual Compliance Training.

→ For more information on our Code of Business Ethics and SpeakUp program, see *Business conduct policies and corporate culture (G1-1)* in *Sustainability statements* on page 136

→ For more information on the specific roles and responsibilities of the Executive Board and Supervisory Board in relation to sustainability, see *Role of the Executive Board and Supervisory Board (GOV-1)* in *Sustainability statements* on page 95

Risk management

The Executive Board is responsible for identifying and managing the risks associated with the company's strategy and activities and is supervised by the Supervisory Board. The Audit Committee undertakes preparatory work for the Supervisory Board in this area. For a detailed description of the risks and the internal risk management and control systems, see *Risk management*.

→ See *Risk management* on page 49

Environmental, social, and governance matters

The Executive Board and the Supervisory Board are committed to and oversee Wolters Kluwer's sustainability/ESG priorities and performance. The Executive Board discusses the progress on the sustainability priorities in quarterly update meetings with the Corporate Sustainability team, in addition to individual updates as appropriate by relevant functional owners. The Supervisory Board is informed on a regular basis as well. The Supervisory Board By-Laws and Terms of Reference of the Audit Committee and Selection and Remuneration Committee specify the responsibilities of the Supervisory Board and the committees with respect to sustainability. The Executive Board and Supervisory Board provide feedback to the Corporate Sustainability team and functional owners, that shapes the development of relevant sustainability initiatives.

→ For more information, see *Information provided to and sustainability matters addressed by the Executive Board and Supervisory Board (GOV-2)* in *Sustainability statements* on page 96

Shareholders and the general meeting of shareholders

At least once a year, Wolters Kluwer holds a general meeting of shareholders. The agenda of the Annual General Meeting of Shareholders shall in each case contain the report of the Executive Board, the report of the Supervisory Board, the *Remuneration report*, the adoption of the financial statements, and the proposal to distribute dividends or other distributions. Resolutions to release the members of the Executive Board and the Supervisory Board from liability for their respective duties are voted on separately.

In 2024, shareholders with voting rights for approximately 79% of the issued capital of the company were represented at the Annual General Meeting of Shareholders. Shareholders who alone or jointly represent at least half a percent (0.5%) of the issued capital of Wolters Kluwer shall have the right to request the Executive Board or Supervisory Board to put items on the agenda of a General Meeting of Shareholders, provided that such requests are made in writing at least 60 days before a General Meeting of Shareholders.

Amendment articles of association

A resolution to amend the Articles of Association may only be passed by the General Meeting of Shareholders at the proposal of the Executive Board, subject to the approval of the Supervisory Board.

Issuance of shares

The Articles of Association of the company determine that shares may be issued at the proposal of the Executive Board and by virtue of a resolution of the General Meeting of Shareholders, subject to designation of the Executive Board by the General Meeting of Shareholders. At the Annual General Meeting of Shareholders of May 8, 2024, the Executive Board was granted the authority for a period of 18 months to issue new shares, with exclusion of pre-emptive rights, subject to approval of the Supervisory Board. The authorization is limited to a maximum of 10% of the issued capital on the date of the meeting.

Acquisition of shares in the company

Acquisition of shares in the company (share buybacks) may only be effectuated after authorization by the General Meeting of Shareholders, and while respecting the restrictions imposed by the Articles of Association of the company. At the Annual General Meeting of Shareholders of May 8, 2024, the authorization to acquire shares in the company was granted to the Executive Board for a period of 18 months. The authorization is limited to a maximum of 10% of the issued capital on the date of the meeting. On December 31, 2024, Wolters Kluwer N.V. held 4,149,638 shares in the company (a 1.7% interest).

Preference shares

Wolters Kluwer N.V. and the Wolters Kluwer Preference Shares Foundation (the Foundation) have concluded an agreement based on which preference shares can be taken by the Foundation. This option on preference shares is at present a measure that could be considered as a potential protection at Wolters Kluwer against exercising influence by a third party on the policy of the company without the consent of the Executive Board and the Supervisory Board, including events that could threaten the strategy, continuity, independence, identity, or coherence between the activities of the company.

The Foundation is entitled to exercise the option on preference shares in such a way that the number of preference shares taken will be no more than 100% of the number of issued and outstanding ordinary shares at the time of exercise. Among others by the exercise of the option on the preference shares by the Foundation, the Executive Board and the Supervisory Board will have the possibility to determine their position with respect to, for example, a party making a bid on the shares of Wolters Kluwer N.V. and its plans, or with respect to a third party that otherwise wishes to exercise decisive influence, and enables the Boards to examine and implement alternatives.

The Foundation is a legal entity that is independent from the company as stipulated in clause 5:71 (1) sub c of the Act on financial supervision (Wet op het financieel toezicht). In 2024, there were no changes in the composition of the Board. All members of the Board of the Foundation are independent from the company.

In line with standard practice, the Board of the Foundation met twice in 2024. Representatives of the Executive Board and Supervisory Board of the company attended the meetings to give the Board of the Foundation information about the developments within Wolters Kluwer. Discussion topics included updates on the company's results, the execution of the strategy, the financing of the company, acquisitions and divestments, developments in the market, and the general course of events at Wolters Kluwer. In addition, the Board of the Foundation discussed the developments with respect to corporate governance and relevant Dutch legislation.

The Board of the Foundation also followed developments of the company outside of board meetings, among others through receipt of press releases by the board members. As a result, the Board of the Foundation has a good view on the developments at Wolters Kluwer. The Foundation acquired no preference shares during the year under review.

Information pursuant to Decree Clause 10 Take-over Directive

The information specified in both clause 10 of the Take-over Directive and the Decree, which came into force on December 31, 2006 (Decree Clause 10 Take-over Directive), can be found in this chapter, *Note 32 – Capital and reserves* in the *Financial Statements*, and in *Wolters Kluwer shares and bonds*.

→ See *Wolters Kluwer shares and bonds* on page 236

Legal structure

The ultimate parent company of the Wolters Kluwer group is Wolters Kluwer N.V. In 2002, Wolters Kluwer N.V. abolished the voluntary application of the structure regime (structuurregime). Consequently, the structure regime became applicable to Wolters Kluwer Holding Nederland B.V., which is the parent company of the Dutch operating subsidiaries. Wolters Kluwer International Holding B.V. is the direct or indirect parent company of the operating subsidiaries outside of the Netherlands.

For additional information and documents related to the corporate governance structure of Wolters Kluwer, including the Articles of Association, By-Laws of the Executive Board, By-Laws of the Supervisory Board, Terms of Reference of the Audit Committee, Terms of Reference of the Selection and Remuneration Committee, the remuneration policy for the Supervisory Board, and the global DEIB Policy, see the Corporate governance section on our website.

→ For more information, see www.wolterskluwer.com/en/investors/governance/policies-and-articles

Risk management

This section provides an overview of our approach to risk management. It also includes a summary of the main risks we identify and the actions we take to mitigate these risks.

Responsibility for risk management

The Executive Board is responsible for overseeing risk management and internal controls at Wolters Kluwer. Our CEO is responsible for strategic and operational risks and our CFO is responsible for legal & compliance and financial & financial reporting risks. The Supervisory Board supervises the Executive Board regarding the effectiveness of the internal risk management and control systems. On behalf of the Supervisory Board, the Audit Committee monitors among others the efficiency of our risk management system. It also carries out preparatory work for the annual discussion within the full Supervisory Board around the effectiveness of our internal risk management and control systems. Our Corporate Risk Committee monitors material risks and mitigating actions with a focus on company-wide, non-business-specific risks. This committee also oversees the mitigation of certain risks that emerge and require a centralized approach. The Corporate Risk Committee is chaired by our CFO and comprises representatives of various functional departments, including Internal Audit, Internal Control, Legal and Compliance, Corporate Sustainability, Human Resources, Treasury, Risk Management, Tax, and Global Information Security, and reports quarterly to the Audit Committee and the Executive Board.

Risk management process

We operate internal risk management and control processes, which are generally integrated into the operations of the businesses. The aim is to identify significant risks to which the company is exposed in a timely manner, to manage those risks effectively, and to provide a reasonable level of assurance on the reliability of the financial reporting of the Wolters Kluwer group.

The Executive Board reviews an annual assessment of pertinent risks and mitigating actions. It diligently evaluates that assessment against the pre-defined risk appetite. Based on this assessment, the Executive Board reviews the design and effectiveness of the internal risk management and control systems. In doing so, it considers the company's risk appetite and the recommendations from internal assurance functions and the Corporate Risk Committee. Our internal risk management and control systems cannot provide absolute assurance for the achievement of our company's objectives or the reliability of the financial reporting, or entirely prevent material errors, losses, fraud, and violation of applicable laws and regulations.

Risk appetite

Risk type	Balanced	Conservative	Minimal
Strategic • Macroeconomic conditions • Competition • Changes in technology, business models, and customer preferences • Mergers & acquisitions • Divestments			
Operational • IT and cybersecurity • Supply chain dependency and project execution • Talent and organization • Fraud • Business interruption • Brand and reputation			
Legal & compliance • Regulatory and compliance • Contractual compliance • Intellectual property protection • Legal claims			
Financial & financial reporting • Treasury • Post-employment benefits • Taxes • Misstatements, accounting estimates and judgments, and reliability of systems			

Managing risks is integrated into the operations of our divisions and operating entities, supported by several staff functions. The Executive Board is informed by divisional management about risks on divisional and operational entity levels as part of the regular planning and reporting cycles.

→ For information on how we considered our risk management process in our resilience analysis in relation to our material sustainability impacts and opportunities, see *Material impacts and opportunities and their interaction with strategy and business model (SBM-3)* in the *Sustainability statements* on page 103

Internal Control Frameworks

Our Internal Control Framework for Financial Reporting (ICFR) is based on the Committee of Sponsoring Organizations of the Treadway Commission (COSO) 2013 framework. It is designed to provide reasonable assurance that the results of our business are accurately reflected in our internal and external financial reporting. The ICFR is deployed by the operating business units and central functions and reviewed and tested by internal control officers. We carry out an annual risk assessment program for financial and IT general control risks to determine the scope and controls to be tested. As part of that scope, key controls are tested annually. The test results are reported to functional management, the Executive Board, the Audit Committee, and internal and external auditors on a quarterly basis. Where needed, remedial action plans are designed and implemented to address significant risks as derived from internal control testing, and internal and external audits.

Additionally, progress has been made in 2024 for the creation and implementation of an Internal Control Framework for Sustainability Reporting (ICSR). Further steps to integrate sustainability reporting controls into the ICSR are planned for 2025.

Internal audit and risk management functions

Our global Internal Audit department provides independent and objective assurance and advice. It is guided by a philosophy of adding value by continuously improving, where deemed fit for purpose, the maturity of our operations. Internal Audit takes a systematic and disciplined approach to evaluating and improving the effectiveness of our organization's governance, risk management, and internal controls.

Our Internal Audit department works according to an audit plan which is discussed with the external auditors, the Executive Board, and the Audit Committee. The plan, which is approved by the Executive Board and the Supervisory Board, is based on risk assessments. It focuses on strategy execution, financial reporting risks, and operational risks, including IT-related risks.

Our global Risk Management department facilitates risk prevention, protection, response, and recovery programs via procurement of insurance; incident and related claims management, and business continuity management; loss control programs; and other initiatives to mitigate specific risks.

Risk types and categories

On the following pages, we set out the main risks we have identified up to the date of this annual report and the actions we are taking to prevent or mitigate the occurrence and/or impact of these risks. It is not our intention to provide an exhaustive description of all possible risks. There may be risks that are not yet known or that we have not yet fully assessed. Some existing risks may have been assessed as not significant. However, they could develop into a material exposure for our company in the future and have a significant adverse impact on our business.

Our risk management and Internal Control Frameworks have been designed to identify, mitigate, and respond to risks in a timely manner. However, it is not reasonably possible to attain absolute assurance.

Risk appetite

We qualify the risk appetite of our main risks as balanced, conservative, or minimal. To achieve our strategic goals, we are prepared to take duly balanced risks in certain strategic areas, such as acquisitions, expansion in high growth markets, and the launch of new innovative products. For other risk categories, our approach towards risks could be qualified as conservative, and as minimal for certain legal & compliance and financial & financial reporting risk categories. We carefully weigh risks against potential rewards.

Emerging risks

Generative artificial intelligence (GenAI) became commercially available in 2023, and while we believe this new AI technology primarily offers opportunities for Wolters Kluwer, there are also potential risks that will need to be monitored and mitigated. This includes the increased risk of violation of our intellectual property rights.

For more information on climate-related risks, see the sections *Material impacts, risks, and opportunities and their interaction with strategy and business model (SBM-3)*, *Description of the processes to identify and assess material climate-related impacts, risks, and opportunities (IRO-1)*, and *Actions and resources in relation to climate change policies (E1-3)* in the *Sustainability statements*.

Another risk area which emerged in recent years which we continue to monitor is data privacy and data governance. This area continues to be of interest as we accumulate more and new types of data, and deal with the growing exposure to regulatory, ethical, and data security risks. The data privacy risk is described in the risk category Regulatory and compliance in this Risk management chapter.

Risk description and impact	*Mitigation*
Strategic risks	
Macroeconomic conditions Demand for our products and services may be adversely affected by factors beyond our control, such as economic conditions, pandemics, government policies, political uncertainty, acts of war, and civil unrest.	We monitor relevant macroeconomic and geopolitical developments so we can respond quickly to risks and opportunities. For example, we are monitoring inflation and energy prices, as well as the Russian-Ukrainian war and the conflict in the Middle East. We take steps to minimize the impact on our financial performance while also continuing the support of our customers and employees. Recurring revenues represent 82% of our consolidated group revenues, providing visibility and resilience in times of uncertainty. Our exposure to a diverse range of customer segments and geographic markets, with a variety of products and services, reduces the impact of sector- or country-specific uncertainty. Most of our subscription-based digital information and software products are critical to the workflow of our customers, providing further resilience. During times of uncertainty, our business units, particularly those that are exposed to transactional or other non-recurring revenues, can deploy a range of actions to support revenues and defend profits. For example, we can place greater efforts on retention, cross-selling, and upselling to existing customers. Where possible, we will pivot new sales efforts towards sectors and customer segments that are less affected by market conditions. At the same time, our businesses can adjust discretionary spending to defend margins.
Competition We operate in competitive markets, facing both large established competitors and new market entrants, and may be adversely affected by competitive dynamics.	We focus on our customers' success and on building long-term customer relationships. We carefully evaluate and implement an appropriate response to competitive threats in the markets which we operate in. Our product and service offerings are varied and very specialized, often embedded in the professional's daily workflow, and span multiple customer segments, forming a natural defense against existing or potential new competitors. Strategically, we invest approximately 11% of revenues each year in product development and innovation to enhance and expand our *expert solutions* and to transform our information products so we can maintain or strengthen our competitive positions and support innovation and growth.
Changes in technology, business models, and customer preferences Demand for our products and services could be affected by disruptive new technologies, including generative AI, changes in revenue models, evolving customer preferences, and other market developments.	We continuously monitor trends in the market segments in which we operate, including the rate of adoption of cloud-based solutions and generative artificial intelligence tools and consider how these could affect our businesses in the short term or long term. We also monitor customer needs and preferences by tracking net promoter scores, by engaging with customers through advisory boards, and by hosting and participating in industry conferences. This deep understanding of our customers' needs and workflows, combined with our understanding of new technologies, helps us align our offerings to long-term market trends. A core tenet of our strategy is to reinvest approximately 11% of group revenues into product development, to remain competitive and enhance the value delivered to customers. This investment includes the deployment of advanced technologies and the development of cloud-based solutions.

→ For related information see *Strategy, business model, and value chain (SBM-1)* in the *Sustainability statements* on page 98

Risk description and impact	*Mitigation*
Strategic risks continued	
Mergers and acquisitions We supplement organic growth with selected acquisitions which expose us to a variety of risks that could affect the future revenues and profits of the acquired businesses. Acquisitions may be dilutive to margins, earnings, and ROIC in the near term. These risks are related to factors such as the retention of customers and key personnel, the process of integrating the target, the target's internal control environment including IT security, open source software, supply chain, and the competitive response.	We apply strict strategic and financial criteria in our acquisition process. In general, acquisitions are expected to cover our after-tax weighted-average cost of capital within three to five years and to be generally accretive to diluted adjusted earnings per share in the first full year of ownership. Investment decisions are very selective. We focus on businesses with relatively predictable or recurring revenues that we expect to enhance our growth or margin. Generally, we acquire businesses that present strategic synergies with our existing operations.
Divestments Occasionally, we choose to divest assets that are no longer core to our strategy. The divestment process entails risks that could have an adverse impact on the performance and valuation of the assets and our ability to complete a divestment process.	To mitigate risks related to material divestments, we prepare detailed carve-out plans and financials, covering human resources, technology, supply chains, and other functions. We also perform vendor due diligence prior to negotiations. In many cases, we engage external advisors to execute transactions.

Operational risks

IT and cybersecurity Our business is exposed to IT-related risks and cyber threats that could affect our IT infrastructure, system availability, application availability, and the confidentiality and integrity of information.	We operate a global cybersecurity program to protect our organization, products, and customers. This program governs the execution of cybersecurity capabilities and projects and provides management accountability at various levels. The program is assessed annually by an independent third party and is based on the National Institute of Standards and Technology Cybersecurity Framework (NIST-CSF). We maintain Global Information Security Policies and Standards and work to keep all operations aligned to these requirements. IT General Controls form an integral part of Wolters Kluwer's Internal Control Framework for Financial Reporting (ICFR) and are aligned with our Global Information Security Policies. We periodically test controls over data and security programs to ensure we protect confidential and sensitive data. We assess controls against industry standards such as American Institute of Certified Public Accountants (AICPA) criteria and International Organization for Standardization (ISO) requirements. We complete regular SOC 2 attestations of our cloud-managed services and conduct risk-based IT and security due diligence for critical vendors. We have IT disaster recovery and incident response management capabilities in place to respond to and recover from cyberattacks. All employees are required to complete the Annual Compliance Training on our IT security policies and training on security awareness. Our employees' mobile devices are protected using a mobile device management solution while multi-factor authentication has been implemented for all users with access to our critical internal IT systems.

Risk description and impact	*Mitigation*
Operational risks continued	
Supply chain dependency and project execution Our operations rely on third-party suppliers and could be negatively impacted by poor performance of suppliers or by unpredictable events due to external factors such as geopolitical risks and worldwide cybersecurity incidents. Suppliers include providers of cloud services, IT infrastructure services, software development and maintenance services, back-office transaction-processing services, content services and technology, professional services, and other services. Additionally, projects aimed at implementing new technology-related initiatives or driving cost efficiencies are subject to execution risks.	Global Business Services, through its Sourcing & Procurement team, manages all centralized sourcing and procurement activities. This team uses an enterprise-wide solution and a consistent process for supplier onboarding and supply chain risk management. We carefully select and screen suppliers using regularly updated criteria. Detailed operating service agreements are put in place with our suppliers and performance during the term of such agreements is monitored by oversight boards and program management teams. Suppliers that are managed through Global Business Services are subject to extensive due diligence covering security, data privacy, and business continuity. In 2024, we continued to expand the number of suppliers included in our multi-year project to implement enterprise-wide supply chain risk management process. This process ensures a consistent approach to the intake of third-party services on a global scale, including consistent assessment of risk prior to contracting; a formalized issue management process; tailored contracting to mitigate business risks; monitoring of suppliers against a tiered supplier management model; and comprehensive inherent and residual third-party risk analysis reporting to business leadership, with the ability to respond quickly to specific inquiries. Selected internal implementation projects are monitored by our Corporate Quality Assurance team. The team aims to improve the success rate of large initiatives by providing assurance that these projects can move to the next stage of development or implementation, and by transferring lessons learned from one project to another. This team also supports the standardization of change methodologies and frameworks.
Talent and organization Our ability to execute on our strategic plan, including delivering on product development roadmaps and other investments, is highly dependent on our ability to attract, develop, and retain talent globally.	Our extensive global talent management program aims to attract, retain, engage, and develop the diverse talent we need to support our success as a business. This program includes talent recruitment and development, learning opportunities, retention initiatives, engagement and belonging efforts, and succession planning. Our global talent management function is supported by state-of-the-art, cloud-based human resources technology, which we are now supplementing with AI-native tools. This facilitates an analytical and data-driven approach and regular internal reporting of HR metrics. We conduct an employee survey each year to measure levels of engagement and belonging and provide management with current insights on how to support and retain our highly engaged, high-performing workforce. We also regularly review and update our rewards structures and performance-based compensation programs to maintain market competitiveness to support us in attracting and motivating talent. Our focus continues to be the delivery of an exceptional colleague experience in alignment with our Colleague Experience Promise (CxP), which is our four-pillar action framework that articulates to our colleagues the experience we work to provide to them from the time they engage with our company as candidates through their careers with the organization.

Risk management CONTINUED

Risk description and impact	*Mitigation*
Operational risks continued	
Fraud We may be exposed to internal or external fraudulent or related criminal actions. These include cyber fraud and theft of tangible or intangible assets from the company.	Our Corporate Risk Committee frequently reviews potential exposure to fraudulent activities so we can take appropriate and timely action. We conduct regular reviews of adherence to the Code of Business Ethics, the Wolters Kluwer Internal Control Framework for Financial Reporting (ICFR), and other relevant frameworks and policies. These policies and anti-fraud controls include effective segregation of duties, defined approvals and delegations of authority, independent internal and external audits, risk-based assessments including fraud, training, information and communication, and our SpeakUp system for reporting concerns. Our anti-fraud prevention, detection, protection, response, and recovery activities include the use of technology to identify threats, Annual Compliance Training for all employees, awareness campaigns by our information security and corporate functions, internal fraud alerts, anti-fraud and anti-cybercrime workshops and training for at-risk businesses and functions, sharing of case studies and best practices, and measures within our Supplier Code of Conduct and anti-fraud protections integrated into our vendor management processes and payment card and banking practices. Employees and vendors are encouraged to “pause for cause” and report suspected activities, including fraud, via appropriate channels. We continuously evaluate and improve our anti-fraud related process controls and procedures, including reviewing manual controls and automating controls where possible. Because of the ever-changing risk landscape (e.g., geopolitical tensions, and generative AI), we expect cyber fraud risks may be amplified and continue to assess and evolve the measures in place.
Business interruption Our business could be affected by major incidents, such as cyberattacks, human events (e.g., civil unrest and riots), and physical risks which may relate to climate change, such as extreme weather or natural catastrophes, causing damage to our facilities, IT systems, hardware, and other tangible assets, or damage to our data, brand, or other intangible assets. This could result in business interruption and financial or other loss.	We have a worldwide business continuity management program that focuses on how to prepare for, protect against, respond to, and recover and learn from major incidents. This program covers incident management, business continuity, and operational recovery, and aligns with IT disaster recovery. Our multi-disciplinary Global Incident Management Program supports our ability to manage crises and incidents of all types. We internally conduct regular location risk assessments and on-demand loss control surveys of key operating companies and supplier locations with our insurers. We work with our operating companies to cost-effectively implement recommendations for continued improvement. Our IT infrastructure and flex work policies allow our staff to conduct business effectively from essential, alternate, and virtual locations. Many of our businesses have diversified personnel and support centers that have capabilities to cover and adapt between regions. For insights into our climate-related physical risks, see the *Sustainability statements* chapter.

→ For related information on our approach to climate change adaptation, see *Actions and resources related to climate change (E1-3)* in *Sustainability statements* on page 110

Risk description and impact	*Mitigation*
Operational risks continued	
Brand and reputation With the increasing prominence of the Wolters Kluwer brand, the company potentially becomes more vulnerable to brand or reputation risks.	The integrity of our brand and reputation is key to our ability to maintain trusted relationships with our stakeholders, including employees, customers, and investors. Our cross-functional global brand organization oversees the brand strategy and implementation work of our global brand initiatives throughout the company. The Global Brand, Communications & Digital Marketing (GBCM) team closely works with other corporate functions and our businesses to grow the equity and awareness of our brand, while monitoring any potential reputational risks. Our global incident management teams include members whose role it is to prepare for, protect against, respond to, and recover from actual or potential brand and reputation risks that may arise during major incidents. We monitor conversations taking place globally in the media and on social media relating to our brand and thought leadership.

Legal & compliance risks

Regulatory and compliance Failure to comply with applicable laws, regulations, internal policies, and ethical standards, or breach of covenants in financing and other agreements could result in fines, loss or suspension of business licenses, restrictions on business, third-party claims, and reputational damage. Economic sanctions or other regulatory restrictions could impact our revenues in certain jurisdictions.	We have established governance structures, policies, and control programs to ensure compliance with laws, internal policies, and ethical standards. Our global Ethics & Compliance program is designed to mitigate the risk of non-compliance with laws, regulations, internal policies, and ethical standards. It includes a set of policies and procedures, annual ethics and compliance risk assessments, ongoing communication and awareness activities, and company-wide and role-based training. Our Code of Business Ethics describes our commitment to acting ethically and complying with our corporate policies and applicable laws. It includes topics such as competing fairly and prohibiting bribery and corruption. Our business partners are expected to adhere to the same ethics and compliance standards through commitment to our Supplier Code of Conduct or an equivalent standard. Some topics, including trade compliance and anti-bribery and anti-corruption, are further detailed in standalone policies. As part of our trade sanctions and anti-bribery and anti-corruption programs, we also conduct risk-based screening and monitoring of vendors, third-party representatives, and customers. Our global SpeakUp program encourages employees to report any suspected breach of laws, regulations, internal policies, and ethical standards for investigation and remediation. We further operate a cross-functional enterprise-wide compliance program for data privacy laws. Where possible, we implement global baseline policies that allow for compliance with new and anticipated laws in multiple jurisdictions. Compliance with laws and internal policies is also an integral part of our Internal Control Framework for Financial Reporting. This includes semi-annual letters of representation, annual internal control testing, and regular internal audits on compliance topics. We continually evaluate whether legislative changes, regulatory developments, new products, or business acquisitions require additional compliance efforts. We monitor legislative developments and regulatory changes, including those related to data privacy, data protection, corporate sustainability (reporting), artificial intelligence, and trade sanctions, to assess the potential impact on our businesses, products, and services.

Risk description and impact	*Mitigation*
Legal & compliance risks continued	
Contractual compliance We could be exposed to claims by our contractual counterparties based on alleged non-compliance with contractual terms. This includes the number of users agreed upon, price commitments, and/or service delivery.	We negotiate contracts with particular attention to risk transfer clauses, insurance, limitations on liability, representations, warranties, and covenants. For a significant portion of our supplier spend, we use contract management systems to monitor certain contractual rights and obligations, and software tools to track the use of software for which licenses are required. We use contract playbooks prepared by our internal legal department to standardize contract language and negotiation positions with respect to customer contracts. We implemented a global contract lifecycle management tool for our significant commercial agreements which helps us manage compliance with third-party agreements, tracks key dates and milestones, monitors compliance with our contracting policies and standards, and mitigates operating risks by automating contracting processes. Our limitation of liability policy establishes a market-based cap on liability that the company will assume in agreements with customers subject to exceptions that may be approved by a member of the Executive Board after balancing of risks and benefits.
Intellectual property protection Intellectual property rights could be challenged, limited, invalidated, circumvented, or infringed. Our ability to protect intellectual property rights may be affected by technological developments or changes in legislation.	We protect our intellectual property rights to safeguard our portfolio of information, software solutions, and services. We rely on trademark, copyright, patent, and other intellectual property laws to establish and protect our proprietary rights to these products and services. We also monitor legislative developments with respect to intellectual property rights. We protect and enforce our intellectual property assets by monitoring for potential infringement and then taking appropriate action to safeguard our proprietary rights.
Legal claims We may be involved in legal disputes and proceedings in different jurisdictions. This may include litigation, administrative actions, arbitration, or other claims involving our products, services, informational content provided or published by the company, or employee and vendor relations.	We have measures in place to mitigate the risk of legal claims, including contractual disclaimers and limitations of liability. We monitor legal developments relevant to our interests to support our businesses in compliance with applicable laws. We manage a range of insurable risks by arranging insurance coverage for potential liability exposures.

Risk description and impact

Financial & financial reporting risks

Mitigation

Risk description and impact	Mitigation
Treasury We are exposed to a variety of financial risks, including market, liquidity, and credit risks. Our results are subject to movements in exchange rates.	Whenever possible, we mitigate the effects of currency and interest rate fluctuations on net profit, equity, and cash flows by creating natural hedges, by matching the currency profile of income and expense of assets and liabilities. When natural hedges are not present, we aim to realize the same effect with the aid of derivative financial instruments. We have identified hedging ranges and put policies and governance in place, including authorization procedures and limits. We purchase and hold derivative financial instruments only with the aim of mitigating risks. The cash flow hedges and net investment hedges qualify for hedge accounting as defined in IFRS 9 – Financial Instruments. We do not purchase or hold derivative financial instruments for speculative purposes. The Treasury Policy on market risks (currency and interest), liquidity risks, and credit risks is reviewed by the Audit Committee, with quarterly reporting by the Treasury Committee to the Audit Committee on the status of these financial risks. In 2024, we diminished liquidity risk by securing additional funding with a new €600 million five-year Eurobond. Furthermore, the group has renewed its €600 million multi-currency revolving credit facility which will mature in 2029 and includes two one-year extension options. Further disclosure and detailed information on financial risks and policies is provided in *Note 29 – Financial risk management* in the *Financial statements*.
Post-employment benefits Funding of our post-employment benefit programs, including frozen or closed plans, could be adversely affected by interest rates and the investment returns on the assets invested in each respective plan. These are influenced by financial markets and economic conditions.	We evaluate all our employee benefit plans to ensure we are market competitive. We simultaneously assess if the plan designs can reduce financial risk and volatility. We also continuously monitor opportunities to make our plans more efficient. We partner closely with independent expert advisors on market competitive plan design, plan performance monitoring, and defining investment and hedging strategies for all our plans. Our aim is to maximize returns while managing downside risk in the plans. In 2024, we continued to prudently manage our benefit plans, but did not make any substantive changes. In the Netherlands, our work to comply with the Future Pensions Act requirements continued in 2024, in collaboration with the Pension Fund Board, works council, and external experts. It was decided to move from a defined benefit plan to a defined contribution plan as of January 1, 2027. The accounting for defined benefit plans is based on annual actuarial calculations in line with IAS 19 – Employee Benefits, disclosed in *Note 30 – Employee benefits* in the *Financial statements*.

Risk management CONTINUED

Risk description and impact	*Mitigation*
Financial & financial reporting risks continued	
Taxes Changes in operational taxes and corporate income tax rates, laws, and regulations could adversely affect our financial results, and tax assets and liabilities.	Apart from income taxes, most taxes are either transactional or employee-related and are levied from the legal entities in the relevant jurisdictions. We have tax policies in place and tax matters are dealt with by a professional tax function, supported by external advisors. We provide training to our tax staff where appropriate. We monitor legislative developments in the jurisdictions in which we operate and consider the potential impacts of proposed regulatory changes, such as the Pillar II (Global Minimum Tax) rules enacted per January 1, 2024. To ensure the accuracy and reliability of our tax data, we utilize Tagetik Software for tax provisioning and managing Pillar II (Global Minimum Tax) rules. We maintain a liability for uncertain income tax positions in line with IAS 12 – Income Taxes and IFRIC 23 – Uncertainty over Income Tax Treatments. The adequacy of this liability is evaluated on a regular basis in consultation with external advisors. *Note 15 – Income tax expense* and *Note 22 – Tax assets and liabilities* in the *Financial statements* set out further information about income tax and related risks. As a leader in tax and accounting products, we take our responsibility as a corporate citizen seriously. Our approach to tax matters is explained in our Tax Principles that are reviewed annually and updated as appropriate. Wolters Kluwer also subscribes to the principles of the VNO-NCW Tax Governance Code that was issued in 2022. Wolters Kluwer's tax policy and principles are largely in line with this code and already comply with most elements therein. We are planning for information disclosure and transparency to bring us to full compliance. Further information can be found in our Tax Principles available on our website. The full version of the VNO-NCW Tax Governance Code is available at www.vno-ncw.nl/taxgovernancecode.

Risk description and impact | *Mitigation*

Financial & financial reporting risks continued

Misstatements, accounting estimates and judgments, and reliability of systems

The processes and systems supporting financial reporting may be susceptible to unintentional misstatements or manipulation. The preparation of financial statements in conformity with IFRS requires management to make estimates, judgments, and assumptions. The estimates and underlying assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from those estimates.

We maintain an Internal Control Framework for Financial Reporting. Our Internal Audit and Internal Control departments monitor progress in resolving any audit findings and perform follow-up visits and remediation testing to determine whether those findings are resolved timely and effectively.

Senior executives in our divisions and operating companies and senior corporate staff members sign letters of representation semi-annually, certifying compliance with applicable financial reporting regulations and accounting policies.

Independent internal control reviews are carried out to ensure compliance with policies and procedures. These reviews ensure that existing controls provide adequate protection against actual risks.

Financial results prepared by local and divisional management are reviewed by our Business, Analysis & Control, Consolidation, Group Accounting & Reporting, Treasury, and Corporate Tax departments, and are discussed in monthly development meetings as part of regular business reviews with the Executive Board.

Our Group Accounting & Reporting and Business Analysis & Control departments periodically provide updates and training to our businesses about changes in policies, accounting standards, and financial focus areas. Reconciliations of statutory accounts are done by the Group Accounting & Reporting and Corporate Tax departments, which include a comparison between group reported figures, statutory figures, and tax filings.

Sensitivity analysis

Fluctuations in currency exchange, discount, interest, and tax rates affect Wolters Kluwer's results. The following table illustrates the sensitivity to a change in these rates for adjusted operating profit and diluted adjusted EPS:

Potential impact	Adjusted operating profit € millions	Diluted adjusted EPS € cents
1% decline of the U.S. dollar against the euro	(14)	(5)
1% decrease in discount rate in determining the gross service costs for the post-employment benefit plans	(6)	(2)
1% increase in interest rate assuming same mix of variable and fixed gross debt	n/a	(1)
1% increase in the benchmark tax rate on adjusted net profit	n/a	(6)

Statements by the Executive Board

The Executive Board is responsible for the preparation of the *Financial statements* in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and with Part 9 of Book 2 of the Dutch Civil Code. The *Financial statements* consist of the *Consolidated financial statements* and the *Company financial statements*. The responsibility of the Executive Board includes selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in the circumstances.

The Executive Board is also responsible for the preparation of the report of the Executive Board (bestuursverslag), which for this statement includes the *Strategic report*, *Corporate governance*, *Risk management*, and *Sustainability statements*, that is included in the 2024 Annual Report. The Report of the Executive Board and 2024 Financial statements are prepared in accordance with Part 9 of Book 2 of the Dutch Civil Code. The Executive Board endeavors to present a fair review of the situation of the business at balance sheet date and of the course of affairs in the year under review. Such an overview contains a selection of some of the main developments in the financial year and can never be exhaustive.

The company has identified the main risks it faces. These risks can be found in *Risk management*. In line with the Dutch Corporate Governance Code and the Dutch Act on Financial Supervision (Wet op het financieel toezicht), the company has not provided an exhaustive list of all possible risks, but instead focused on those matters which, based on our current assessment, could potentially have a meaningful impact on the company. Furthermore, developments that are currently unknown to the Executive Board or considered to be unlikely may change the future risk profile of the company.

The company must have internal risk management and control systems that are suitable for the company. The design of the company's internal risk management and control systems (including the Internal Control Framework for Financial Reporting) has been described in *Risk management*. The objective of these systems is to adequately manage, rather than eliminate, the risk of failure to achieve business objectives and the risk of material errors to the financial reporting. Accordingly, these systems can only provide reasonable, but not absolute, assurance against material losses or material errors.

As required by provision 1.4.3 of the Dutch Corporate Governance Code and Section 5:25c(2)(c) of the Dutch Act on Financial Supervision (Wet op het financieel toezicht) and based on the foregoing and the explanations contained in *Risk management*, the Executive Board confirms that to its knowledge:

- No material failings in the effectiveness of the company's internal risk management and control systems have been identified;
- The company's internal risk management and control systems provide reasonable assurance that the financial reporting over 2024 does not contain any errors of material importance;
- Under the current circumstances, there is a reasonable expectation that the company will be able to continue in operation and meet its liabilities for at least 12 months as from the date hereof. Therefore, it is appropriate to adopt the going concern basis in preparing the financial reporting;
- There are no material risks or uncertainties that could reasonably be expected to have a material adverse effect on the continuity of the company's enterprise in the coming 12 months as from the date hereof;
- The 2024 *Financial statements* give a true and fair view of the assets, liabilities, financial position, and profit or loss of the company and the undertakings included in the consolidation taken as a whole; and
- The report of the Executive Board includes a fair review of the situation at the balance sheet date, the course of affairs during the financial year of the company, and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks that the company faces.

Alphen aan den Rijn, February 25, 2025

Executive Board

Nancy McKinstry
CEO and Chair of the Executive Board

Kevin Entricken
CFO and Member of the Executive Board

Executive Board

Nancy McKinstry

American, 1959, Chief Executive Officer and Chair of the Executive Board since September 2003, and Member of the Executive Board since June 2001.

As CEO and Chair of the Executive Board, Ms. McKinstry is responsible for divisional performance, Global Strategy, Business Development and Innovation, Technology, Global Business Services, Branding and Communications, Human Resources, Corporate Governance, and Sustainability.

Kevin Entricken

American, 1965, Chief Financial Officer and Member of the Executive Board since May 2013.

As CFO and Member of the Executive Board, Mr. Entricken is responsible for all finance functions within the group, including divisional finance, Group Accounting & Reporting, Business Analysis & Control, Taxation, and Treasury, as well as Internal Audit, Internal Controls, Risk Management, Investor Relations, and Global Law and Compliance.

Supervisory Board

Ann Ziegler

American, 1958, Chair of the Supervisory Board, and Co-Chair of the Selection and Remuneration Committee, dealing with selection and appointment matters. Appointed in 2017, and current term until 2025.

Former Senior Vice President, CFO, and Executive Committee member of CDW Corporation

Other positions:
- Member of the Board (Non-Executive Director) of US Foods Holding Corp.
- Member of the Board (Non-Executive Director) of Reynolds Consumer Products, Inc.

Jack de Kreij

Dutch, 1959, Vice-Chair of the Supervisory Board, and Chair of the Audit Committee. Appointed in 2020, and current term until 2026.

Former CFO and Vice-Chair of the Executive Board of Royal Vopak N.V.

Other positions:
- Member Supervisory Board, Chair Audit Committee, and member Remuneration Committee of ASML N.V.
- Member Supervisory Board, Chair Audit Committee, and member ESG Committee of Royal Boskalis Westminster N.V.
- Member of the Board (Non-Executive Director), Chair Audit Committee, Chair Investment Committee, and member People and Organization Committee of Oranje Fonds (until December 31, 2024)
- Vice-Chair Supervisory Board and Chair Audit Committee of TomTom N.V.
- Chair VEUO (Dutch Association of Securities-Issuing Companies)
- Member of the Board of Stichting Preferente Aandelen Philips

Anjana Harve

American, 1972. Appointed 2024 and current term until 2029.

Executive Vice President and Chief Information Officer of BJ's Wholesale Club, Inc.

Heleen Kersten

Dutch, 1965, Co-Chair of the Selection and Remuneration Committee, dealing with remuneration matters. Appointed in 2022, and current term until 2026.

Partner and Lawyer at Dutch law firm Stibbe N.V.

Other positions:
- Chair of the Board of the Dutch Red Cross

David Sides

American, 1970, member of the Selection and Remuneration Committee. Appointed in 2024, and current term until 2028.

CEO and Director of NextGen Healthcare, Inc.

Sophie V. Vandebroek

American, 1962, member of the Audit Committee. Appointed in 2020, and current term until 2028.

Founder Strategic Vision Ventures, LLC, former CTO of Xerox, and former Chief Operating Officer at IBM Research

Other positions:
- Member Board of Directors (Non-Executive Director) and member Finance and Governance & Corporate Responsibility Committees of IDEXX Laboratories, Inc.
- Member of the Board of Directors (Non-Executive Director) of Revvity, Inc.
- Member Board of Directors (Non-Executive Director) and member Compensation and ESG Committees of Inari Agriculture
- Member Board of Trustees and member Compensation and Nomination Committees of the Boston Museum of Sciences
- Honorary Professor, KU Leuven Faculty of Engineering Science
- Chair of the International Advisory Board, Flanders AI Research Program

Chris Vogelzang

Dutch, 1962, member of the Audit Committee. Appointed in 2019, and current term until 2027.

Former CEO of Danske Bank A/S

Other positions:
- Senior Advisor, Boston Consulting Group

Report of the Supervisory Board

> The Supervisory Board remains committed to a high standard of corporate responsibility across all material topics.

Ann Ziegler
Chair of the Supervisory Board

This report provides details about the activities of the Supervisory Board and its committees during 2024. The Supervisory Board oversees the Executive Board in developing and executing the strategy, establishing targets and policies, and supervises the general course of affairs of the company. The Supervisory Board also acts as advisor to the Executive Board.

Introduction by the Chair of the Supervisory Board

I am pleased to present, on behalf of the Supervisory Board, the Report of the Supervisory Board for the year ended December 31, 2024. Our markets in North America and Europe generally exhibited more stable conditions in 2024, with inflation rates easing and authorities starting to lower interest rates.

The pace of technological change continued unabated however and our markets and talent pools remained as competitive as ever. In this context, the Supervisory Board was very encouraged to see the company roll out many GenAI-enabled features across our platforms, developing these closely with customers and following our responsible AI framework and principles. The company has been capturing the strong demand for cloud-based, integrated workflow solutions and, by and large, the transition away from on premise license models is going smoothly. The acquisition of financial workflow and data exchange solutions from the Isabel Group in September 2024 also helps in this regard, expanding our European Tax & Accounting cloud portfolio.

The Supervisory Board is supportive of the company's approach to sustainability and we remain committed to a high standard of corporate responsibility across all material topics that impact our stakeholders or pose a material financial risk to the business. As can be seen in the *Sustainability statements* in this report, which align with the European Sustainability Reporting Standards (ESRS), a lot of progress has been made over the last few years.

During the year, the Supervisory Board spent time with divisional and corporate leaders reviewing the strategic progress made over the last few years and discussing the further evolution of the *expert solutions* strategy and reviewing the financial projections for the next three years.

In the fourth quarter, fellow board member Heleen Kersten and I held meetings with a diverse range of shareholders to hear their views on remuneration and ESG topics. Feedback during these meetings was generally quite positive and constructive, helping us finalize the details of what is a relatively modest change to the Remuneration policy.

Following an extensive global recruitment process, we were delighted to propose Anjana Harve as new member of the Board, and to have her appointed at an extraordinary general shareholder meeting on October 28, 2024. Ms. Harve brings valuable skills and practical experience as chief information officer at several global companies. During 2024, Heleen Kersten assumed the responsibility of chairing the remuneration matters of the Selection and Remuneration Committee, following the retirement of Ms. Horan.

Throughout the year, we closely followed the developments around the corporate tax climate for Netherlands-domiciled corporations in relation to share buybacks; thankfully, this uncertainty was largely cleared up by December.

After a long and very successful tenure as CEO, Nancy McKinstry has announced her retirement per February 2026. Nancy's visionary leadership and unwavering dedication have been instrumental in driving Wolters Kluwer's successful transformation. During her tenure as CEO, the company realized a more than tenfold increase in its market capitalization.

We are immensely grateful for the strong foundation she has built at Wolters Kluwer and for her commitment to ensuring an orderly and seamless transition of her responsibilities.

We are delighted to nominate Stacey Caywood as member of the Executive Board with the intention of appointing her as CEO in February 2026. Stacey's successful track record of leading two of our largest divisions, her deep understanding of our business, and her active role in developing the group's 2025-2027 strategic plan, make her the ideal candidate to lead the company into the future.

I look forward to guiding the Supervisory Board and the company in 2025 and supporting a seamless and successful CEO transition.

Ann Ziegler
Chair of the Supervisory Board

Meetings

The Supervisory Board held seven scheduled meetings in 2024. Five meetings included a session for Supervisory Board members only, without the members of the Executive Board being present. In addition, one ad-hoc meeting was scheduled to discuss the acquisition of the accountancy portfolio of the Belgian fintech company Isabel Group. The Chair of the Supervisory Board had regular contact with the Chair of the Executive Board.

Composition of the Executive Board

In early 2025, the Supervisory Board discussed the succession of Ms. McKinstry, who will retire in February 2026. The Supervisory Board is very pleased to nominate Ms. Stacey Caywood as member of the Executive Board at the Annual General Meeting of Shareholders of May 15, 2025 (2025 AGM), with the intention of appointing her as CEO of Wolters Kluwer in February 2026. Ms. Caywood is a seasoned executive who brings deep knowledge of the company, and a proven track record of successful leadership of the Health and the Legal & Regulatory divisions. Ms. Caywood excels in business transformation, digital revenue growth, and innovation across legal, compliance, and healthcare markets. Her expertise spans strategy execution, portfolio management and M&A, product innovation, and commercial excellence. We have full confidence that, building on the company's strong foundation, Wolters Kluwer will continue to thrive under Ms. Caywood's leadership.

In addition, the Supervisory Board will nominate Mr. Entricken, CFO and member of the Executive Board, for reappointment at the 2025 AGM. Mr. Entricken has deep knowledge of and extensive experience in financial and economic aspects of international business and has successfully fulfilled his responsibilities as member of the Executive Board and Chief Financial Officer (CFO) of Wolters Kluwer over the last twelve years.

Financial statements

The Executive Board submitted the 2024 Financial statements to the Supervisory Board. The Supervisory Board also took notice of the report and the statement by Deloitte Accountants B.V. (as referred to in Article 27, paragraph 3 of the company's Articles of Association), which the Supervisory Board discussed with Deloitte, following a review by the Audit Committee as well as the full Supervisory Board, the members of the Supervisory Board signed the 2024 Financial statements, pursuant to their statutory obligation under clause 2:101 (2) of the Dutch Civil Code. The Supervisory Board proposes to the shareholders that they adopt these 2024 Financial statements at the 2025 AGM.

→ See the *Financial statements* on page 153

Evaluations

The Supervisory Board discussed its own functioning, as well as the functioning of the Executive Board and the performance of the individual members of both Boards. These discussions were partly held without the members of the Executive Board being present, followed by individual meetings with the members of the Executive Board.

The composition of the Supervisory Board, the Audit Committee, and the Selection and Remuneration Committee was also discussed in the absence of the Executive Board. The Supervisory Board members completed a self-assessment for the evaluation of its activities and participation by its members. Overall, the outcome of the evaluation was positive. The evaluation confirmed that the composition of the Supervisory Board represents the relevant skill sets and the required areas of expertise. The Supervisory Board meetings take place in an open, constructive, and transparent atmosphere with each of the members actively participating. The Supervisory Board remains focused on a good balance between to the point pre-read materials, presentations, and discussions, as it is considered important to have interactive discussions with several layers of management. Based on feedback of the Supervisory Board, the Executive Board provided additional information on the potential threats and opportunities of AI, and organized an additional session on cybersecurity with external experts as well as several deep dives on sustainability/ESG reporting for the Audit Committee.

In addition to the formal evaluation process, as a standard practice, the Chair of the Supervisory Board gives feedback to the Chair of the Executive Board in individual meetings. Throughout the year, all members can come up with requests for additional information and suggestions to further enhance the quality of the meetings. In addition, the Supervisory Board evaluates the corporate and divisional Vision & Strategy Plan (VSP) presentations at the end of the meetings in which they were held and comes up with recommendations for future presentations. Based on this evaluation, additional information on competition was included in the divisional VSPs.

In addition to the information provided by the company, it was decided to provide the Supervisory Board members with an individual budget to follow external training which they deem relevant in relation to their Supervisory Board membership.

Strategy

The Supervisory Board was kept closely informed on the third and final year of execution of the three-year strategy for 2022-2024, Elevate Our Value, which was announced in February 2022. The Supervisory Board was also closely involved in developing the new three-year strategy for 2025-2027 and approved the strategy. The Supervisory Board believes that the strategy, with a further reinforced focus on *expert solutions* (including SaaS and GenAI) and accelerated growth, is the right next step in the evolution of the company. The Supervisory Board also supports the ESG ambitions in the strategy. The Supervisory Board believes the strategy will contribute to the long-term value creation for the company's stakeholders. In addition to the meetings focused on the three-year strategy, the Supervisory Board advised the Executive Board throughout the year on various strategic topics.

As in other years, the divisional CEOs presented their VSPs for 2025-2027 to the Supervisory Board. These presentations enable the Supervisory Board to obtain a good view of the opportunities and challenges for each of the divisions and to support the Executive Board in making the right strategic choices and investment decisions for each business. The Supervisory Board considers it important to meet the divisional CEOs periodically and to receive an update from them on the performance, key market trends, strategy, and competitive developments. In addition, with a view on talent management and having solid replacement plans, speaking directly to senior management is deemed important for the Supervisory Board.

→ For more information on the strategy, see *Strategy and business model* on page 2

In September 2024, the Supervisory Board visited New York where management of the Tax & Accounting (TAA) division presented its business. In addition to the TAA divisional VSP, several managers of the TAA division presented their business and gave product demos. The Supervisory Board also attended a panel discussion with customers of the TAA division. The interaction with several layers of management and customers during the working visit contributes significantly to the Supervisory Board's deep understanding of the business.

Innovation is a key component of the company's strategy. The Supervisory Board was informed about the innovation activities and investments within Wolters Kluwer and strongly supports this. As part of the strategy, the company annually reinvests approximately 11% of the group revenues into product development, in addition to actively exploring potential value adding acquisitions. 2024 was the fifteenth consecutive year in which Wolters Kluwer rewarded promising new internal business initiatives via the Global Innovation Awards (GIA). This event enables teams across the business to present their innovative ideas. The awards are ultimately awarded by a jury consisting of internal and external experts. As in prior years, the winning ideas will be funded and commercialized. In 2024, there were over 550 GIA submissions. Of these, four category winners were chosen by the Innovation Board and two ideas were recognized exclusively by Ms. McKinstry with CEO Choice Awards. Two previously awarded teams presented their innovation submission to the Supervisory Board. A strong culture of innovation and continuing investment in new and enhanced products, including *expert solutions*, is an important means for driving sustainable long-term value creation at Wolters Kluwer.

In line with prior years, management of Global Business Services (GBS) presented its VSP, which included the company's internal technology infrastructure, workplace technologies, and an update on cybersecurity and disaster recovery plans. In addition, GBS management gave a second presentation to the Supervisory Board, fully dedicated to cybersecurity, together with external experts in this area. Due to the rapidly changing technological developments, this remains a key topic. The Supervisory Board appreciated the detailed insight in the plans and actions and overall feels that the IT infrastructure of Wolters Kluwer is well managed.

The Digital eXperience Group (DXG) also presented its annual update to the Supervisory Board, which included the company's actions and governance structure with respect to AI and SaaS-based offerings. In 2024, there was a significant focus on embedding AI in *expert solutions* and automating workflows. DXG leads the AI Center of Excellence and plays an important role in the company's innovation by offering scalable services and technology which can be re-used in business units across the company. The presentation included demos of products which already contain AI as many Wolters Kluwer *expert solutions* today are touched by AI. The presentations also explained how Wolters Kluwer can further benefit from the use of AI, including large and small language models, and other advanced technologies in its products. In addition, the company's approach towards implementing responsible and trusted AI in all its *expert solutions* was discussed. The DXG team also discussed risks and opportunities regarding potential content licensing deals in relation to AI, more specifically for training external large language models.

While the company carefully monitors potential threats and business disruption, management believes that overall, AI is bringing valuable opportunities for the company.

The Global Brand, Communications & Digital Marketing team presented an update on the design and execution of the brand strategy which included harmonizing the number of product brands in existence today. Increased brand recognition can contribute to sustainable long-term value creation.

In relation to the strategy, the Supervisory Board also considers it important to be aware of the main developments with respect to competition and the markets in which the company operates. In addition to the competitive information in the divisional VSPs, an overview of the most important developments with respect to traditional and new competitors is discussed during each Supervisory Board meeting. The divisional VSP presentations contained additional information on the competitive landscape in the various global markets in which they operate.

Acquisitions and divestments

The Executive Board kept the Supervisory Board informed about all pending acquisition and divestment activities. The Supervisory Board approved the acquisition of the accountancy portfolio of cloud-based financial workflow and data exchange solutions of the Belgian fintech company Isabel Group. The Supervisory Board also discussed the performance and value creation of previous acquisitions, taking into consideration Wolters Kluwer's financial and strategic criteria for acquisitions. The lessons learned from these annual reviews are taken into consideration for future acquisitions.

Corporate governance and risk management

The Supervisory Board was kept informed about developments with respect to corporate governance and risk management. The Supervisory Board and Audit Committee discussed risk management, including the risk profile of the company and the risk appetite per risk category, as well as the assessment of internal risk management and control systems and ongoing actions to further improve these systems.

→ For more information, see *Corporate governance* on page 43 and *Risk management* on page 49

Sustainability

The Supervisory Board has oversight of and actively discussed the company's sustainability/ESG performance and reporting. The Supervisory Board is supportive of the company's sustainability approach and the focus on environmental and social matters. The Supervisory Board supports and approved the submission of long-term net-zero targets to the Science Based Targets initiative (SBTi).

The Audit Committee and Supervisory Board were kept informed on the preparations for compliance with the EU Corporate Sustainability Reporting Directive (CSRD) and the European Sustainability Reporting Standards (ESRS). This included the creation of an Internal Control Framework for Sustainability Reporting (ICSR). The company conducted an extensive double materiality assessment which was discussed with the Audit Committee and the full Supervisory Board. The Supervisory Board supports the outcomes of the assessment, based on the thorough underlying process and documentation provided.

In addition, the Supervisory Board was kept informed on other environmental and social topics, such as diversity, equity, inclusion, and belonging (DEIB), during several meetings.

The responsibilities of the Supervisory Board and its committees with respect to sustainability are reflected in the By-Laws of the Supervisory Board and the Terms of Reference of its Committees, underpinning the commitment of the Supervisory Board to carefully monitor this topic and provide the Executive Board with advice. The Supervisory Board updated its competences matrix, adding more focus on sustainability/ESG and sustainability reporting. The Supervisory Board members stay up to date on sustainability topics, through the updates of the Corporate Sustainability team and information they get from other board seats or activities. In addition, two members attended a seminar in 2024 about sustainability reporting organized by the Dutch Authority Financial Markets.

The focus on sustainability is also reflected by the fact that since 2021, non-financial targets make up 10% of the Executive Board's short-term incentive targets. The Supervisory Board continues to support the sustainability activities of the company and believes that these efforts will contribute to an inclusive culture of integrity, accountability, and transparency, supporting the sustainable long-term value creation for all stakeholders.

→ For more information see *Information provided to and sustainability matters addressed by the Executive Board and Supervisory Board (GOV-2)* in the *Sustainability statements* on page 96

Talent management

Each year, the outcome of the annual talent review is discussed by the Supervisory Board. Diversity at board and senior management levels is an important element in that discussion. Furthermore, as a standing topic during each Supervisory Board meeting, the Supervisory Board is informed about organizational developments, including appointments at senior positions within the company. DEIB is a priority for the Supervisory Board and is integrated in presentations and discussions on various topics. The Supervisory Board fully supports all initiatives in the company to enhance its diverse and inclusive culture.

The Supervisory Board was also updated on and discussed the results of Wolters Kluwer's employee engagement survey, which measures important topics such as engagement, belonging, alignment, agility, career development, and other components that drive engagement and support an inclusive culture aimed at sustainable long-term value creation. The company continues executing action plans to further improve in these areas.

Finance

The Supervisory Board and Audit Committee carefully observed the financing of the company, including the statement of financial position, cash flow developments, and available headroom. The Supervisory Board also closely monitored the development of, among others, net-debt-to-EBITDA ratio, and liquidity planning.

The Supervisory Board approved the share buyback program of €1 billion in 2024, as well as the €100 million share buyback for January and February 2025, and the block trade to set off EPS dilution due to performance shares under the 2022-2024 long-term incentive plan and restricted stock units to be released to participants on February 27, 2025.

With respect to the funding of the company, the Supervisory Board approved the new €600 million five-year senior Eurobonds, which were issued in March 2024, as well the new €600 million multi-currency revolving credit facility with a five-year maturity and two one-year extension options.

Other financial subjects discussed included the annual budget, the financial outlook, the achievement of financial targets, the interim and final dividends, the outcome of the annual impairment test, and the annual and interim financial results. The dividend increase of 15% over 2023, which was approved by the AGM in 2024, and the proposed dividend increase of 12% over 2024 (to be approved by the AGM in 2025), are a sign of the strong confidence the Executive Board and Supervisory Board have in the future and financial stability of the company. Together with the share buyback programs, the cash-return to shareholders is well balanced with the annual investment of approximately 11% of group revenues in innovation and the headroom for acquisitions.

The Supervisory Board carefully monitored the developments around the new Dutch law regarding taxation of share buybacks, which was intended to become effective as of January 1, 2025, and other investment climate related developments. On December 17, 2024, this new law was reversed by the Dutch Parliament, and therefore, the exemption to pay tax over share buybacks will continue to exist.

Investor relations

The Supervisory Board was well informed about investor relations activities, which is a standing agenda item during the Supervisory Board meetings. Updates included share price developments, communication with shareholders, shareholders' views on acquisitions, analyst research, ESG developments, and the composition of the shareholder base. The Supervisory Board also carefully reviewed and approved the annual report and press releases regarding the full-year and half-year results, and the first-quarter and nine-month trading updates. In addition, two Supervisory Board members had virtual meetings with several shareholders in the second half of 2024, focused on corporate governance and remuneration.

Audit Committee

The Audit Committee had four regular meetings in 2024, during the preparation of the full-year 2023 and half-year 2024 results, and around the first-quarter 2024 trading update and nine-month 2024 trading update. There was one scheduled conference call in December between the external auditor, the Chair of the Audit Committee, and the CFO.

In 2024, the Audit Committee consisted of Mr. de Kreij (Chair), Ms. Vandebroek, and Mr. Vogelzang. The regular meetings of the Audit Committee were held in the presence of the Executive Board members, the external auditor, the head of Internal Audit, and other corporate staff members. During 2024, as routine agenda items, the Audit Committee had discussions with the external auditor, as well as with the head of Internal Audit, without the members of the Executive Board being present at the end of two meetings. In addition, the Chair of the Committee met with the CFO, the external auditor, the head of Corporate Financial Planning Analysis and Reporting, and the head of Internal Audit in preparation of the Committee meetings. After every meeting, the Chair of the Committee reports back to the full Supervisory Board.

Key items discussed during the Audit Committee meetings included the financial results of the company, status updates from Internal Audit and Internal Control, including the creation and implementation of internal controls over sustainability/ESG reporting, the management letter of the external auditor, accounting topics, sustainability/ESG, pensions, the group's tax position and developments including reporting on Pillar II (global minimum tax), impairment testing, the Treasury Policy, the financing of the company, risk management, restructuring plans, cybersecurity, hedging, litigation reporting, corporate compliance and SpeakUp, incident management, and the quarterly reports and the full-year report on the audit of the external auditor.

As reported previously, 2024 is the last financial year which will be audited by Deloitte, due to the mandatory audit firm rotation in the Netherlands after ten years. Following a recommendation of the Audit Committee and nomination by the Supervisory Board, KPMG Accountants was appointed by the 2023 AGM as new auditor as of financial year 2025. KPMG attended the Audit Committee meetings in July and October 2024 in addition to Deloitte, to ensure a smooth transition.

The Audit Committee also discussed the appointment of the auditor for the sustainability reporting. Following a recommendation of the Audit Committee, supported by the Executive Board, the Supervisory Board will propose to the 2025 AGM, to appoint and instruct KPMG Accountants N.V. as external auditor of the company, to examine the Sustainability statements drawn up by the Executive Board and provide assurance on the Sustainability statements for the financial reporting years 2025 up to and including 2028. This proposal is based on the extensive tender selection process for the external auditor that was conducted in 2022, and considering KPMG's appointment as external auditor for the consolidated and company financial statements of Wolters Kluwer N.V.

The Audit Committee has reviewed the performance of the current external auditor (Deloitte), the proposed audit scope and approach, the audit fees, and the independence of the external auditor, and has reviewed and approved the other assurance services, tax advisory services, and other non-audit services provided by the external auditor. The Auditor Independence Policy, which was updated in 2023, is available on the website.

→ The Auditor Independence Policy
www.wolterskluwer.com/en/investors/governance/policies-and-articles

Selection and Remuneration Committee

The Selection and Remuneration Committee met six times in 2024. Ms. Horan (who chaired the remuneration-related matters) retired after the 2024 AGM. She was succeeded as co-chair by Ms. Kersten. Mr. David Sides was appointed as new member of the Committee, following his appointment as Supervisory Board member by the 2024 AGM. Ms. Ziegler continued to be member and Co-Chair, dealing with the selection and nomination-related matters. After every meeting, the respective chairs of the Committee report back to the full Supervisory Board. The resolutions regarding nominations and remuneration were taken by the full Supervisory Board based on recommendations from the Committee.

For more information about the current remuneration policies of the Executive Board and the Supervisory Board and the execution thereof, see *Remuneration report*. The Supervisory Board, based on the recommendation of the Selection and Remuneration Committee, will submit an updated remuneration policy for the Executive Board for adoption to the 2025 AGM, which will be posted on the company's website.

→ The AGM agenda is available at www.wolterskluwer.com/AGM

In early 2025, the Committee discussed the remuneration package for Ms. Stacey Caywood following her appointment by the 2025 AGM and her envisaged succession of Ms. McKinstry in February 2026. The remuneration package will be fully in line with the current remuneration policy and with the proposed new remuneration policy. The main elements of Ms. Caywood's contract will be published on the website of the company.

→ See our *Remuneration report* on page 69

Supervisory Board composition

The 2024 AGM appointed Mr. David Sides as new Supervisory Board member. Mr. Sides succeeded Mr. Betrand Bodson who retired in 2023. The AGM also reappointed Mr. De Kreij and Ms. Vandebroek, after expiration of their first four-year terms, for a second term of two and four years, respectively. Ms. Horan retired from the Supervisory Board after the 2024 AGM, following expiration of her second four-year term. In October 2024, an extraordinary general meeting of shareholders was organized, during which Ms. Anjana Harve was appointed as new Supervisory Board member, bringing the number of Supervisory Board members back to seven again, in line with the profile.

In 2025, the second term of Ms. Ann Ziegler will expire. Ms. Ziegler is available for reappointment. The Supervisory Board, after careful consideration, will nominate Ms. Ziegler for reappointment for another two years in the 2025 AGM, in line with the Dutch Corporate Governance Code.

The composition of the Supervisory Board is in line with its profile and DEIB policy, reflecting a diverse composition with respect to expertise, nationality, gender, and age, reflecting the international nature and geographic scope of the company. The Supervisory Board currently has a male/female representation of 43% male and 57% female, which is in line with the diversity policy and Dutch law, requiring a representation of at least one third male and female.

57%
of the Supervisory Board members are female

The composition comprises international board experience, specific areas of expertise (including finance, legal, and technology), as well as expertise within the broad information industry and specific market segments in which the company operates.

→ The DEIB Policy for the composition of the Executive Board and Supervisory Board, the Supervisory Board profile, and competences matrix/rotation schedule, are available on www.wolterskluwer.com/en/investors/governance/supervisory-board-committees

All Supervisory Board members comply with the Dutch law and the By-Laws regarding the maximum number of supervisory board memberships. Furthermore, all members of the Supervisory Board are independent from the company within the meaning of best practice provisions 2.1.7, 2.1.8, and 2.1.9 of the Dutch Corporate Governance Code. For more information on each Supervisory Board member in accordance with the Dutch Corporate Governance Code, see the sections *Supervisory Board* and *Corporate governance*.

→ See *Supervisory Board* on page 62 and *Corporate governance* on page 43

The Supervisory Board would like to thank the Executive Board and all employees worldwide for their efforts in the past year. The strong results of the company and ongoing focus on serving customers and sustainable long-term value creation, within an innovative, diverse, and transparent culture, were highly appreciated by the Supervisory Board.

Alphen aan den Rijn, February 25, 2025

Supervisory Board

Ann Ziegler, Chair
Jack de Kreij, Vice-Chair
Anjana Harve
Heleen Kersten
David Sides
Sophie Vandebroek
Chris Vogelzang

Meeting attendance 2024

	Supervisory Board	Audit Committee	Selection & Remuneration Committee
Number of meetings held*	8	4	6
A.E. Ziegler	8	–	6
J.P. de Kreij	8	4	–
A. Harve**	1	–	–
J.A. Horan***	3	–	2
H.H. Kersten	8	–	6
D. Sides****	4	–	4
S. Vandebroek	8	4	–
C.F.H.H. Vogelzang	7	4	–

* Seven regular meetings and one ad-hoc meeting were held.
** Ms. Harve was appointed on October 28, 2024.
*** Ms. Horan resigned on May 8, 2024.
**** Mr. Sides was appointed on May 8, 2024.

Remuneration report

This Remuneration report outlines our philosophy and framework for management pay, provides a summary of our remuneration policy, and the changes we are proposing. We discuss how the current policy was applied in 2024 and how performance drove the final remuneration outcome for 2024.

> We trust that shareholders can support both this report and the proposed minor amendments to the policy.

Heleen Kersten
Co-Chair of the Selection and Remuneration Committee, dealing with remuneration matters

Letter from the Co-Chair of the Selection and Remuneration Committee

Dear Shareholders,

On behalf of the Supervisory Board, I have the pleasure of presenting our 2024 Remuneration report, which lays out how the performance in 2024 and over the last three years translated into management remuneration earned in 2024. In this report, we also summarize the modest changes we are proposing to long-term incentive plan (LTIP) weightings in the remuneration policy. The proposed changes reflect feedback received from shareholders and align our policy with current market practice. Shareholders will be able to vote on the amended policy at our Annual General Meeting of Shareholders in May 2025.

2024 performance and STIP outcome

In addition to driving organic revenue growth while improving margins and returns, the challenge for the Wolters Kluwer team last year was to deliver on several product innovations, including generative AI features, whilst completing the centralization of functions, such as technology, finance, communications, and strategy.

As discussed in the strategic report, the financial outcomes for 2024 were in line with, or ahead of, short-term incentive plan (STIP) targets, resulting in above target payout. The formulaic outcome of STIP payouts are detailed on page 79 of this report. The company achieved 6% organic growth and absolute revenues closely in line with the 2024 STIP target. Adjusted net profit increased 7% in constant currencies, to reach €1,185 million, which was 2% ahead of the target. Adjusted free cash flow ended the year at €1,276 million, up 9% in constant currencies, thereby exceeding the target by 6%.

Performance against the three non-financial targets for 2024, together carrying a weight of 10% of STIP, was more varied. The employee belonging score was stable at 75, falling just short of the target which was to increase the score by 1 point to 76. On the other hand, the indexed cybersecurity maturity score, which aims to ensure the group maintains security at or above the benchmark for high-tech companies, increased slightly to 115.0, exceeding the target by 5%. Finally, the office footprint, a measure aimed at reducing our scope 1 and 2 GHG emissions, was reduced by 9%, exceeding the target, which was a reduction of between 5% and 6%.

2022-2024 performance and LTIP outcome

The long-term incentive plan (LTIP) 2022-2024, which will be paid out in February 2025, was governed by the remuneration policy adopted by shareholders in 2021. The outcome was linked to three-year performance on relative total shareholder return (TSR), diluted adjusted EPS growth, and return on invested capital (ROIC). Performance across these three measures resulted in an above target payout.

Total shareholder return, including dividends reinvested and using a 60-day average share price at the start and at the end of the three-year period, was 68.1%. This TSR performance placed Wolters Kluwer in fourth place ahead of 12 of its 15 TSR peers, resulting in a 125% payout. The TSR peers are all comparable, publicly listed North American and European information and software companies.

The compound annual growth rate (CAGR) for diluted adjusted EPS was 10.2% in constant currencies over the three-year performance period, exceeding the target of 9.4% calculated based on constant currencies for 2024. Final year return on invested capital (ROIC) was 18.1% in constant currencies in 2024 (18.1% in reporting currencies), which exceeded the target of 17.4% in constant currencies. EPS and ROIC performances translated into above target payouts of 145% and 150% respectively.

Remuneration policy

During 2024, the Supervisory Board conducted a review of the Executive Board remuneration policy with support from an independent external remuneration advisor. The Board reviewed current market practices and engaged with shareholders on the topic. This process led us to now propose a modest change to the existing policy, which is to reduce the weighting of relative TSR to 30% (from 50%) and increase the weighting of adjusted EPS to 50% (from 30%). ROIC will remain weighted at 20%. It was decided, after listening to shareholders, to fix these percentage weightings. This change will be subject to a vote at the Annual General Meeting of Shareholders in May 2025. If approved, the policy will apply retroactively to January 1, 2025, and will run for 4 years. However, for LTIP 2025-2027, the weightings will be held in line with the current policy to avoid potentially having to unwind and rebase the LTIP agreements after the AGM vote.

Looking ahead: STIP 2025

The Supervisory Board regularly monitors the effectiveness of both financial and non-financial metrics that are used in the short-term incentive plans. The Board is of the opinion that current financial measures used in the STIP have been very effective and has determined these will again apply in 2025 with a 90% weighting. The Board has also decided to continue with the same non-financial measures in 2025 at a 10% weighting. Not only are these measures quantifiable and independently verifiable, the targets are also in alignment with important strategic and sustainability goals and require constant effort and investment every year to achieve.

Looking ahead: LTIP 2025-2027

As noted, the LTIP for 2025-2027 will maintain the weightings of the current policy: relative TSR at 50%, diluted adjusted EPS at 30%, and ROIC at 20%. The proposed new weightings will be applied in LTIP 2026-2028 if the amended policy is approved by the shareholders.

The Supervisory Board continues to monitor the TSR peer group given the periodic delistings and mergers that take place in our sector. In 2024, no changes were necessary to the TSR peer group.

The Supervisory Board has reviewed the updated strategy and three-year financial plan for 2025-2027, and has applied additional stretch to set targets for compound annual growth in diluted adjusted EPS and for the final year ROIC. These forward-looking three-year targets are disclosed on page 85.

We trust that this 2024 Remuneration report provides a clear and transparent explanation of the drivers of 2024 remuneration and future goals and that shareholders can support both this report and the proposed minor amendments to the policy at our Annual General Meeting of Shareholders on May 15, 2025.

The 2023 Remuneration report received strong shareholder support with over 94% of votes in favor of the report, while the current remuneration policy achieved 97.14% support when adopted in 2021.

Heleen Kersten
Co-Chair of the Selection and Remuneration Committee, dealing with remuneration matters

→ The 2025 AGM agenda and the remuneration policy is available at www.wolterskluwer.com/agm

Remuneration Report CONTINUED

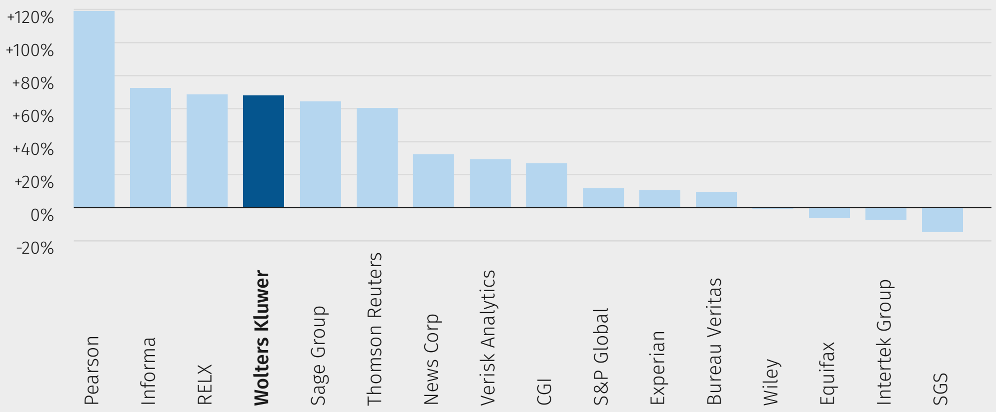
Remuneration at a glance

Summary performance against 2024 STIP targets

	Actual performance		
Measure	**Target**	**Actual**	**% of target**
Financial – in millions of euros			
Revenues	5,930	**5,916**	100%
Adjusted net profit	1,165	**1,185**	102%
Adjusted free cash flow	1,209	**1,276**	106%
Non-financial			
Employee belonging score	76	**75**	90%
Indexed cybersecurity maturity score	109.4	**115.0**	110%
Reduction in office footprint	5-6%	**9%**	110%

Financial STIP targets and actual performances are shown in reporting currencies. For details on STIP target outcomes, see page 79.

Three-year 2022-2024 total shareholder return (TSR)

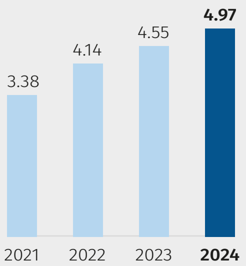


The company uses a 60-day average of the share price at the beginning and the end of each three-year performance period to reduce the influence of potential stock market volatility.

Wolters Kluwer achieved **fourth position** for TSR performance relative to its TSR peers.

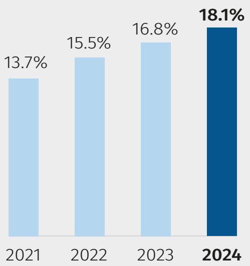
This ranking determines the number of TSR-related shares awarded at the end of the three-year LTIP period.

Diluted adjusted EPS CAGR 2022-2024: 10.2% in constant currencies



Target for diluted adjusted EPS CAGR 2022-2024 was 9.4% in constant currencies for 2024.

Return on invested capital 2024: 18.1% in constant currencies



Target for final year ROIC 2024 was 17.4% in constant currencies for 2024.

CEO target and realized pay 2024

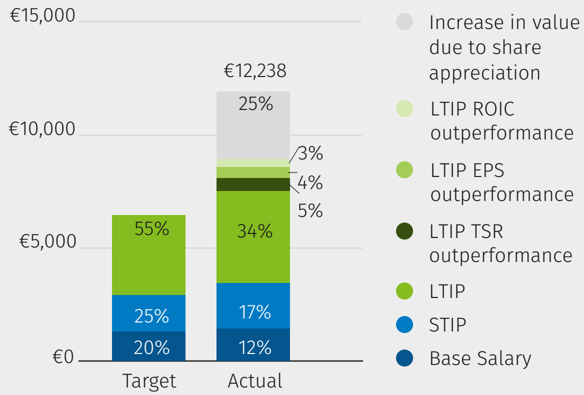
Impact of performance and share price on remuneration

Target pay reflects the number of LTIP shares conditionally awarded for LTIP 2022-2024 valued at the closing share price on December 31, 2021 (€103.60).

Realized actual pay reflects the number of LTIP shares earned valued at the closing share price on December 31, 2024 (€160.40).

The final payout will be valued at the volume-weighted-average share price on February 27, 2025.

in thousands of euros, unless otherwise stated



Our remuneration policy

Below is a summary of the Executive Board remuneration policy that applied to the 2024 remuneration and the proposed change to LTIP weightings, which will be proposed at the 2025 AGM.

→ AGM materials and the proposed new remuneration policy will be made available at www.wolterskluwer.com/agm

→ The current remuneration policy (adopted in the 2021 AGM) is available at www.wolterskluwer.com/en/investors/governance/policies-and-articles

Key elements of our remuneration policy

Element	*Current policy*	*Proposed change to policy*
Remuneration peer group	The policy provides for a remuneration peer group that is weighted towards European companies at approximately 60%. Current pay peers are shown on page 75.	None
STIP performance measures – financial	The policy provides a pre-defined list of financial measures from which the Selection & Remuneration Committee can select. The STIP financial measures have a minimum weighting of 80%. These measures exclude the effect of currency, accounting changes, and changes in scope (acquisitions and divestitures) after the annual budget is finalized. The pre-defined list comprises (*used in past few years and to be used in 2025): • Revenues* • Organic growth • Adjusted operating profit • Adjusted operating profit margin • Adjusted net profit* • Adjusted free cash flow* • Cash conversion ratio	None
STIP performance measures – non-financial	Non-financial measures can include ESG, strategic, or operational metrics, such as employee engagement or customer satisfaction scores, measures of good corporate governance, operational excellence, or environmental impact. The STIP non-financial measures have a maximum weighting of 20%. In 2024, the weighting was 10% and included the following three strategically important metrics: • Belonging score (a measure indicating whether employees believe they can be their authentic selves at work) • Indexed cybersecurity maturity score • Office footprint in square meters (a measure linked to scope 1 and 2 emissions) In 2025, we will use the same three metrics and the weighting will again be 10%.	None
LTIP performance measures	The current policy stipulates the following measures and weightings for the LTIP: • Relative total shareholder return (TSR), weighted at 50% • Diluted adjusted EPS (EPS), weighted at 30% • Return on invested capital (ROIC), weighted at 20%	Proposed weightings in LTIP (starting with LTIP 2026-2028): • Relative TSR weighted at 30% • EPS weighted at 50% • ROIC weighted at 20%
Share ownership and holding requirements	The policy has minimum share ownership requirements: 3x base salary for CEO, 2x base salary for CFO, and a two-year holding period post-vesting.	None

Our remuneration philosophy

Clear alignment between executive rewards and stakeholder interests is central to our Executive Board remuneration policy. We have a robust pay-for-performance philosophy with strong links between rewards and results for both our short-term incentive plan (STIP) and long-term incentive plan (LTIP). Variable remuneration outcomes are aligned to stretch targets that measure performance against Wolters Kluwer's strategic aims. The Supervisory Board has a clearly defined process for setting stretch targets and a framework for decision-making around executive remuneration.

The Selection and Remuneration Committee engages an external remuneration advisor to provide recommendations and information on market practices for remuneration structure and levels. The Committee had extensive discussions, supported by its external advisor, to review the composition and key drivers of remuneration.

We disclose targets, achievements, and resulting pay outcomes for both the STIP and LTIP retrospectively in this report. In addition, we disclose prospective LTIP targets.

The Supervisory Board determines Executive Board remuneration based on principles that demonstrate clear alignment with shareholder and other stakeholder interests. We recognize it is our responsibility to ensure that Executive Board remuneration is closely connected with financial and strategic performance.

Principles of Executive Board remuneration	
Pay for performance and strategic progress	• Pay is linked to the achievement of key financial and non-financial targets related to our strategy • The majority of on-target pay is variable and linked to performance against stretch targets • Short-term incentives are linked to annual financial and non-financial targets • Long-term incentives are linked to performance against three-year targets aligned to our strategic plan
Align with long-term stakeholder interests	• Policy incentivizes management to create long-term value for shareholders and other stakeholders through achievement of strategic aims and delivery against financial and non-financial objectives • Majority of incentive is long-term and paid in Wolters Kluwer shares
Be competitive in a global market for talent	• On-target pay is aligned with the median of a defined global pay peer group, comprised of competitors and other companies in our sectors that are of comparable size, complexity, industry or business profile, and geographic scope

Our Executive Board remuneration framework

Our Executive Board remuneration framework comprises the following elements:

Element of remuneration	Key feature	Alignment to strategy and shareholder interests
Base salary	Reviewed annually with reference to pay peer group and increases provided to employees	Set at a level to attract, motivate, and retain the best talent
Short-term incentive plan (STIP)	Paid annually in cash; maximum opportunity as % of base salary: 175% for CEO and 150% for CFO	Provides incentives to deliver performance against annual financial and non-financial goals
Long-term incentive plan (LTIP)	Conditional rights to ordinary shares, subject to a three-year vesting schedule and three-year performance targets	Provides incentives to deliver financial performance and creation of long-term sustainable value in line with our strategy; demonstrates long-term alignment with shareholder interests
Retirement benefits	Defined contribution retirement savings plan that is available to all employees in the country of employment	Provides appropriate retirement savings designed to be competitive in the relevant market
Other benefits	Eligibility for health insurance, life insurance, a car, and participation in any all-employee plans that may be offered in the country of employment	Designed to be competitive in the relevant market

Pay is linked to strategic goals

The largest component of Executive Board remuneration consists of variable performance-based incentives, linked to achieving targets that are part of our long-term strategy and underlying financial plans. This strengthens the alignment between remuneration and company performance and reflects the philosophy that Executive Board remuneration should be linked to a strategy for long-term sustainable value creation and be aligned with our purpose and values.

Our long-term strategy is to pursue sustainable, profitable growth by providing *expert solutions* and services that deliver increased productivity and improved outcomes for professionals by leveraging advanced technologies along with our deep domain expertise. We value our talent and aim to promote an innovative, inclusive, and customer-focused culture.

The company's mid-term strategic priorities, as they may evolve over time, are disclosed in our annual reports and are important as a foundation to set appropriate financial and non-financial targets for Executive Board remuneration.

The financial measures are Key Performance Indicators (KPIs) to measure the successful execution of the company's strategy aimed at long-term value creation. Non-financial measures can include ESG, operational, or strategic measures, such as revenues from *expert solutions*, employee engagement score, customer satisfaction scores, measures of good corporate governance, operational excellence, and/or measures linked to environmental impact. Non-financial measures will largely be measurable and will be reported on in the annual remuneration report. Through the combination of these financial and non-financial measures, the STIP will contribute to the long-term interests and sustainability of the company. Performance measures and weighting may differ year on year reflecting the priorities of the business, but in any given year, a minimum of 80% of the measures will be based on financial criteria.

Aligning with our risk profile

The Supervisory Board assesses whether variable remuneration might expose the company to risk, taking into consideration our overall risk profile and risk appetite, as described in *Risk management*. We believe that our remuneration policy provides management with good incentives to create long-term value, without increasing our overall risk profile.

Remuneration targets linked to strategic goals

● STIP measures selected for 2024 and 2025. LTIP measures are established in remuneration policy.

Strategic, financial, and sustainability goals	Short-term incentive STIP measures	Long-term incentive LTIP measures
Create long-term sustainable value		• **Relative total shareholder return (TSR)** • **Return on invested capital (ROIC): 3-year final year target**
Deliver profitable revenue growth	● • **Revenues** • Organic growth • Adjusted operating profit • Adjusted operating profit margin ● • **Adjusted net profit** ● • **Adjusted free cash flow** • Cash conversion ratio	• **Growth in diluted adjusted EPS: 3-year CAGR target**
Deliver customer success	• Customer satisfaction scores • Net Promoter scores • Investment in product development	
Foster a great place to work	• Employee engagement score ● • **Employee belonging score** • Employee turnover • Other employee metrics	
Ensure secure systems and processes	• Completion rate for compliance training ● • **Indexed cybersecurity maturity score**	
Reduce environmental impact	● • **Office footprint measured in square meters** • Scope 1 & 2 emissions intensity • Number of on-premise servers • % of revenue from digital products	

→ For related information on our non-financial performance measures, see *Integration of sustainability-related performance in incentive schemes (GOV-3)* in the *Sustainability statements*, on page 96

Benchmarking against our peers

Pay peer group

We use a pay peer group to benchmark Executive Board pay. This includes direct competitors and other companies in our sectors of comparable size, complexity, business profile, and international scope. It is made up of companies based in Europe and North America to reflect where Executive Board members most likely would be recruited to or from. The pay peer group includes 9 North American and 14 European companies, making it approximately 60% European. The most comparable businesses in Europe are companies in the Application Software and IT Consulting & Services sectors. In benchmarking pay against the pay peer group, the value of share-based remuneration is standardized to ensure a like-for-like comparison.

In 2024, the pay peer group consisted of the companies shown in the table on the right. Companies included in the TSR peer group are marked 'TSR'.

TSR peer group

The TSR peer group consists of 15 companies that are used as the comparator group to determine relative TSR performance, which is one of the measures used in the LTIP. The TSR peer group is comprised of digital information, software, and services businesses.

In case of the delisting or merger of a TSR peer group company, the Supervisory Board will carefully consider an appropriate replacement that meets strict pre-determined criteria. These criteria include industry, geographic focus, size, financial health, share price correlation and volatility, and historical TSR performance.

The TSR peer group is a sub-set of the pay peer group, with the exception of Wiley and CGI which are not in the pay peer group.

Pay and TSR peer groups

North American comparators	European comparators
CGI[1] TSR	Atos
Equifax TSR	Bureau Veritas TSR
Gartner	Capgemini
Gen Digital	Clarivate
Intuit	Dassault Systèmes
MSCI	Experian TSR
News Corporation TSR	Informa TSR
S&P Global TSR	Intertek Group TSR
Thomson Reuters TSR	Pearson TSR
Verisk Analytics TSR	RELX TSR
Wiley[1] TSR	SGS TSR
	Teleperformance
	Temenos
	The Sage Group TSR

[1] CGI and Wiley (John Wiley & Sons) are included in the TSR peer group but not in the pay peer group.

TSR Companies that are included in the TSR peer group.

Target-setting process

The process for setting EPS and ROIC targets for the LTIP starts with our group strategy, which is generally refreshed every three years, and the three-year financial plan which underpins this strategy, which is updated annually. The Vision & Strategy Plan (VSP) generates a three-year forecast based on organic development of the existing business. This plan is reviewed and approved by the Supervisory Board.

For LTIP remuneration targets, this forecast is augmented with anticipated, value-creating management initiatives not accounted for in the financial plan to give realistic but stretched targets that the Supervisory Board feels will maximize the full potential of the organization. Assumptions for management initiatives are made based on historical patterns and forward-looking strategic plans. Typical management initiatives are acquisitions, divestitures, restructuring, and share buybacks (including shares repurchased under our Anti-Dilution Policy). All targets, apart from relative TSR, are based on constant currency rates and consistently applied accounting standards and policies.

The Supervisory Board compares the stretch targets against external benchmarks, where available, to ensure they represent a challenging performance in our sector and against other peers. The stretch targets are also tested for sensitivity to various input factors.

Use of discretion in determining variable remuneration

Under Dutch law, the Supervisory Board has the discretionary authority to amend Executive Board payouts, as determined by actual performance against pre-set targets, if the pay in the view of the Supervisory Board would be unacceptable based on reasonability and fairness criteria.

The Supervisory Board annually assesses the impact of certain management actions, or external events or circumstances, on results during the performance period, and may use its discretion to adjust for these actions or events. Such actions, events, or circumstances include, but are not limited to, the impact of restructuring, acquisitions, divestments, and share buybacks beyond that anticipated in the target-setting process. External events considered could include economic recession, changes in tax rates, and other events unforeseen in the target-setting process.

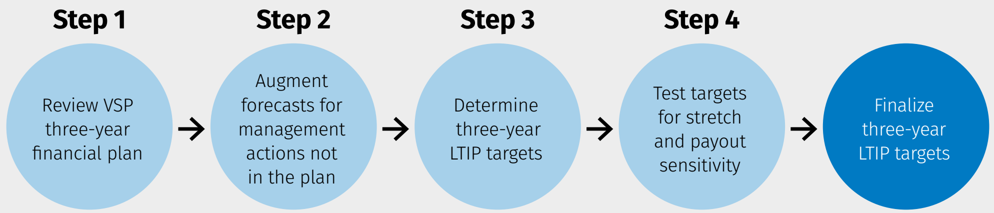
Variable remuneration can be clawed back after payout if the payout was based on incorrect information about the achievement of the targets or the circumstances of which payment was made dependent.

Setting targets for long-term incentive plan measures

The Supervisory Board uses a rigorous process to set stretch targets for the Executive Board.

Process for setting targets for long-term incentive plan measures

The financial plan that is part of our three-year Vision & Strategy Plan is the starting point for target setting. This plan is augmented with assumptions around management actions to arrive at realistic stretch targets.



Implementation of remuneration policy in 2024

This section outlines the implementation of the remuneration policy for Executive Board members in 2024, in line with the remuneration policy and the remuneration framework discussed above. It also describes how the performance measures were applied in 2024.

For the performance period ending December 31, 2024, remuneration was in accordance with the remuneration policy adopted in 2021. There were no deviations from the remuneration policy, nor from the governance process in the execution of the policy.

The Supervisory Board carried out a performance-driven scenario analysis when determining the structure and level of Executive Board remuneration for 2024, as shown on page 85.

The Supervisory Board is of the view that management achieved good overall results and delivered for customers, despite various challenges faced during the STIP and LTIP performance periods.

Remuneration of the Executive Board – IFRS-based

	Fixed remuneration				Variable remuneration					
in thousands of euros, unless otherwise stated	Base salary	Social security[6]	Pension contribution	Other benefits[3]	STIP	LTIP[4]	Sub-total	Proportion fixed/variable	Tax-related costs[5]	Total
2024										
N. McKinstry[1]	1,550	200	108	245	2,053	4,339	8,495	25%/75%	191	8,686
K.B. Entricken[2]	837	34	77	213	945	1,921	4,027	29%/71%	8	4,035
Total	2,387	234	185	458	2,998	6,260	12,522	26%/74%	199	12,721
2023										
N. McKinstry[1]	1,499	236	104	193	1,881	4,439	8,352	24%/76%	27	8,379
K.B. Entricken[2]	809	11	76	207	855	1,868	3,826	29%/71%	(486)	3,340
Total	2,308	247	180	400	2,736	6,307	12,178	26%/74%	(459)	11,719

1 In 2024, Ms. McKinstry's base salary was $1,610,000 (€1,549,681). The 2024 STIP payout is calculated on a U.S. dollar denominated equivalent of total salary as: $1,610,000 x 137.9% ($2,219,707 equivalent to €2,053,383).
2 The 2024 STIP payout of Mr. Entricken is calculated on a U.S.-dollar-denominated equivalent of total base salary as: $905,000 x 112.9% ($1,021,474 equivalent to €944,934).
3 Executive Board members are eligible to receive benefits such as health insurance, life insurance, a car, and to participate in any plans offered to all employees at any given time, in the country of employment.
4 LTIP share-based payments are based on IFRS accounting standards and therefore do not reflect the actual payout or value of performance shares released upon vesting.
5 Tax-related costs are costs to the company pertaining to the Executive Board members ex-patriate assignments. The 2024 tax-related cost changes for Ms. McKinstry were mainly due to the timing of Dutch tax payments relating to prior years. For Mr. Entricken, the changes are a result of non-recurring uitlizations of roll-forwarded tax credits in 2023.
6 Changes in the social security costs for Ms. McKinstry are a result of a higher remuneration base in 2023.

Summary of 2024 performance against targets

The 2024 STIP financial target for revenues was met, while the STIP targets for adjusted net profit and adjusted free cash flow were exceeded. Two of the three non-financial STIP targets were exceeded, whilst one fell short of target. The formulaic outcome will result in cash annual STIP payments of €2,053,383 for the CEO and €944,934 for the CFO.

Three-year performance on total shareholder return, CAGR in diluted adjusted EPS, and final-year ROIC were all ahead of target. The performance and shares to be paid out for the LTIP 2022-2024 are discussed under Long-term incentive plans.

Base salary 2024

The Supervisory Board approved an increase of 3.4% (2023: 3.9%) in base salary for the CEO and CFO for 2024. This was below the overall budgeted salary increase of 4.0% for Wolters Kluwer employees globally.

Short-term incentive plan 2024

The STIP provides Executive Board members with a cash incentive for the achievement of specific annual targets for a set of financial and non-financial performance measures determined at the start of the year. The STIP payout as a percentage of base salary for on-target performance is shown in the table to the right, with the minimum threshold for payout and the maximum payout in the case of overperformance.

There is no payout if performance is less than 90% of the STIP target. Payout is capped at performance that is 110% or more than the STIP target.

Payout of STIP variable remuneration takes place only after assurance by the external auditor of the financial statements, including the financial KPIs on which the financial STIP targets are based.

In 2024, financial metrics were weighted at 90% and non-financial metrics were weighted at 10% of the STIP. The remuneration policy specifies a minimum of 80% weighting for financial metrics. Two of the non-financial metrics for 2024 were held the same – belonging score and indexed cybersecurity maturity score. The metric of square meters of office footprint was introduced as a quantifiable and verifiable measure that is directly linked to scope 1 and 2 emissions, replacing the number of on-premise servers which was used in 2023.

→ For related information on our non-financial performance measures, see *Integration of sustainability-related performance in incentive schemes (GOV-3)* in the *Sustainability statements*, on page 96

→ For more information on the indexed cybersecurity maturity score in relation to sustainability, see *Targets related to corporate culture and data privacy* in the *Sustainability statements* on page 138

STIP percentage payout scenarios for 2024

	Minimum payout (% of base salary)	Minimum threshold: no payout if performance is below (% of target)	Target payout (% of base salary)	Maximum payout (% of base salary)	Maximum payout if performance is above (% of target)
CEO	0%	< 90%	125%	175%	≥110%
CFO	0%	< 90%	100%	150%	≥110%

The 2024 STIP performance measures and actual performance compared to targets and the resulting STIP payout are listed in the table below. STIP performance measures are determined by the Supervisory Board and reflect the key performance indicators (KPIs) on which the company reports and that are important measures of the successful execution of our strategy.

Payouts for performance against 2024 STIP targets

in millions of euros, unless otherwise stated		Performance targets			Actual performance		STIP outcomes			
							N. McKinstry		K.B. Entricken	
Performance measures	**Weighting (A)**	**Minimum**	**Target**	**Maximum**	**Performance**	**As % of target**	**Payout, % of base salary (B)**	**Weighted (A)x(B)**	**Payout, % of base salary**	**Weighted (A)x(C)**
2024										
Financial										
Revenues	34.0%	5,337	5,930	6,523	**5,916**	**100%**	125%	42.5%	100%	34.0%
Adjusted net profit	28.0%	1,048	1,165	1,281	**1,185**	**102%**	135%	37.8%	110%	30.8%
Adjusted free cash flow	28.0%	1,088	1,209	1,329	**1,276**	**106%**	155%	43.4%	130%	36.4%
Non-financial										
Employee belonging score[1]	3.33%	Maintain	+1 point	+2 or more points	**Maintained**	**90%**	75%	2.5%	50%	1.7%
Indexed cybersecurity maturity score[2]	3.33%	103.1	109.4	113.4+	**115.0**	**110%**	175%	5.8%	150%	5.0%
Reduction in office print[3]	3.34%	4.0%-4.5%	5.0%-6.0%	7.0%+	**9.1%**	**110%**	175%	5.8%	150%	5.0%
Total payout as % of base salary								**137.9%**		**112.9%**

1 Employee belonging score: performance targets are relative to 2023 score.
2 Cybersecurity maturity score is indexed to 2020 = 100.0. Performance targets are set to create incentives to maintain security at or above the benchmark for high-tech companies.
3 Reduction in office print: performance targets are based on reduction in square meters in offices used.

→ For related information on our non-financial performance measures, see *Integration of sustainability-related performance in incentive schemes (GOV-3)* in the *Sustainability statements*, on page 96

Long-term incentive plan 2022-2024

The LTIP provides Executive Board members conditional rights on shares (performance shares). The plan aims to align the organization and its management with the strategic goals of the company and, in doing so, reward the creation of long-term value. The total number of shares that Executive Board members receive depends on the achievement of pre-determined performance conditions at the end of a three-year performance period.

The current remuneration policy, adopted in 2021, uses three performance measures: total shareholder return, CAGR in diluted adjusted EPS (EPS), and return on invested capital (ROIC).

Payout of the performance shares at the end of the three-year performance period will take place only after verification by the external auditor of the achievement of the TSR, EPS, and ROIC targets.

Total shareholder return

TSR objectively measures the company's financial performance and assesses its sustainable long-term value creation as compared to other companies in our TSR peer group. It is calculated based on the share price change over the three-year period and assumes ordinary dividends are reinvested. By using a three-year performance period, there is a clear link between remuneration and sustainable long-term value creation. The company uses a 60-day average of the share price at the beginning and end of each three-year performance period to reduce the influence of potential stock market volatility.

Wolters Kluwer's TSR performance compared to the peer group determines the number of conditionally awarded TSR-related shares vested at the end of the three-year performance period. These incentive zones are in line with best-practice recommendations for the governance of long-term incentive plans.

TSR performance ranking payout percentages

Position	**Payout as % of conditional shares awarded for on-target performance**
1-2	150%
3-4	125%
5-6	100%
7-8	75%
9-10	0%
11-12	0%
13-14	0%
15-16	0%

Diluted adjusted earnings per share (EPS) and return on invested capital (ROIC)

Executive Board members can earn 0%-150% of the number of conditionally awarded EPS- or ROIC-related shares, depending on Wolters Kluwer's performance compared to targets set for the three-year performance period. The Supervisory Board determines the exact targets for the EPS- and ROIC-related shares for each three-year performance period at the start of the period. The EPS and ROIC targets are based on performance in constant currencies to exclude the effect of currency movements over which the Executive Board has no control. In addition, EPS and ROIC performance are based on consistently applied accounting standards and policies. Using EPS and ROIC as performance measures for LTIP facilitates strong alignment with the successful execution of our strategy to generate long-term shareholder value.

EPS and ROIC performance incentive table

EPS and ROIC achievement	**Payout %**
Less than threshold* achievement	None
Underachievement (above threshold, but below target)	50% up to 100%
On target	100%
Overachievement (above target)	Up to 150%

* Threshold will be at least 50% of target.

Performance against LTIP targets for the 2021-2023 and 2022-2024 performance periods

LTIP measure	Weighting	Target	Achievement	Payout %
Period 2022-2024				Vesting
TSR	50%	Position 5-6	Position 4	125%
Diluted adjusted EPS	30%	CAGR of 9.4%	10.2%	145%
ROIC	20%	Final year 17.4%	18.1%	150%
Period 2021-2023				Vesting
TSR	50%	Position 5-6	Position 3	125%
Diluted adjusted EPS	30%	CAGR of 8.3%	12.3%	150%
ROIC	20%	Final year 14.2%	16.9%	150%

Performance against LTIP targets in constant currencies for the two most recent LTIP performance periods are provided in the table above. Targets 2022-2024 are shown in 2024 constant currencies and targets for 2021-2023 are shown in 2023 constant currencies, and therefore differ from targets stated in prior annual reports.

Vested LTIP plans

LTIP vesting for the performance period 2022–2024

The performance period for LTIP 2022-2024 ended on December 31, 2024. Vested LTIP 2022-2024 shares will be released on February 27, 2025. The volume-weighted-average price for the shares released will be based on the average exchange price traded at Euronext Amsterdam on February 27, 2025, the first day following the company's publication of its annual results.

Conditional share awards vested for the period 2022-2024

number of shares, unless otherwise stated	Outstanding at December 31, 2024	Additional conditional number of TSR shares (25%)	Additional conditional number of EPS shares (45%)	Additional conditional number of ROIC shares (50%)	Vested/ payout February 21, 2024	Estimated cash value of payout (in thousands of euros)*
N. McKinstry	40,084	5,782	4,578	3,391	53,835	8,635
K.B. Entricken	17,201	2,481	1,965	1,455	23,102	3,706
Total	57,285	8,263	6,543	4,846	76,937	12,341
Senior management	199,459	24,959	26,926	20,018	271,362	43,526
Total	256,744	33,222	33,469	24,864	348,299	55,867

* Estimated cash value calculated as the number of shares vested multiplied by the closing share price on December 31, 2024 (€160.40).

LTIP vesting for the performance period 2021-2023

The performance period for LTIP 2021-2023 ended on December 31, 2023. A total number of 543,949 shares were released on February 22, 2024. On that day, the volume-weighted-average price of Wolters Kluwer N.V. was €147.1538. The number of shares vested and the cash equivalent are shown below.

LTIP: shares vested for the performance period 2021-2023

number of shares, unless otherwise stated	Outstanding at December 31, 2022	Additional conditional number of TSR-shares (25%)	Additional conditional number of EPS-shares (50%)	Additional conditional number of ROIC shares (50%)	Vested/ payout February 22, 2024	Cash value of vested shares*
N. McKinstry	66,970	9,655	8,506	5,671	90,802	13,362
K.B. Entricken	26,533	3,825	3,370	2,247	35,975	5,294
Total	93,503	13,480	11,876	7,918	126,777	18,656
Senior management	303,256	37,944	45,564	30,408	417,172	61,388
Total	396,759	51,424	57,440	38,326	543,949	80,044

* Cash value in thousands of euros; calculated as the number of shares vested multiplied by the volume-weighted-average price on February 22, 2024.

Conditionally awarded shares

This section provides information on the conditional share awards under the outstanding (in-flight) LTIPs for Executive Board members and other senior management.

LTIP awards 2024-2026 and 2023-2025

The Executive Board members and other senior management have been conditionally awarded the following number of shares based on a 100% payout, subject to the conditions of the LTIP grants for 2023-2025 and 2024-2026:

Conditional LTIP share awards for performance periods 2023-2025 and 2024-2026

number of shares at 100% payout	**Conditionally awarded TSR-based shares**	**Conditionally awarded ROIC- and EPS-based shares**	**Conditionally awarded TSR-based shares**	**Conditionally awarded ROIC- and EPS-based shares**	**Total conditionally awarded shares**
	LTIP 2024-2026	LTIP 2024-2026	LTIP 2023-2025	LTIP 2023-2025	December 31, 2024
N. McKinstry	21,407	15,325	26,504	19,934	83,170
K.B. Entricken	9,637	6,899	12,092	9,095	37,723
Total	31,044	22,244	38,596	29,029	120,893
Senior management*	101,567	101,052	118,523	118,068	439,210
Total	132,611	123,276	157,119	147,097	560,103

* Remuneration of senior management consists of a base salary, STIP, and LTIP, and is based on the achievement of specific objective targets linked to creating value for shareholders, such as revenues and profit performance. The LTIP targets and payout schedule for senior management are similar to those for the Executive Board.

Key assumptions for LTIP 2023-2025 and LTIP 2024-2026

Fair values for LTIP shares are provided in the table below. In the benchmarking process, the fair value of share-based remuneration is standardized to ensure a like-for-like comparison to peer companies.

	LTIP 2024-2026	**LTIP 2023-2025**
Fair values		
Fair value of EPS and ROIC shares at grant date (in €)	121.35	91.37
Fair value of TSR shares at grant date (in €)	86.87	68.72
TSR shares – key assumptions		
Share price at grant date (in €)	128.70	97.76
Expected volatility	20.2%	23.7%

The fair value of TSR shares is calculated at the grant date using the Monte Carlo model. For the TSR shares granted in the LTIP 2024-2026, the fair value is estimated to be €86.87 as of January 1, 2024. The inputs to the valuation were the Wolters Kluwer share price of €128.70 on the grant date (January 1, 2024) and an expected volatility of 20.2% based on historical daily prices over the three years prior to January 1, 2024. Dividends are assumed to increase annually based on historical trends and management plans. The model assumes a contractual life of three years and uses the risk-free rate on Dutch three-year government bonds.

Proposed remuneration approach for 2025

This section describes arrangements that will be put into place for 2025. The new remuneration policy, if adopted at the AGM in May 2025, will apply. If the policy does not achieve at least 75% of votes in favor, the current remuneration policy (adopted in 2021) will continue to apply.

The key elements of the contract of Ms. Stacy Caywood, who will be nominated as member of the Executive Board in the 2025 AGM with the intention of succeeding Ms. McKinstry as CEO in February 2026, will be published on the company's website.

Base salary 2025

The Supervisory Board approved a regular increase in base salary for the CEO and CFO of 3.4% which is less than the overall budgeted 2025 salary increase of 4.0% for Wolters Kluwer employees globally.

Short-term incentive plan 2025

For both the CEO and CFO, the STIP percentage payout scenarios for 2025 will be the same as in 2024.

→ See table on page 85

According to the remuneration policy, the Supervisory Board can annually select measures from a pre-defined list of financial measures, providing flexibility for the Supervisory Board and transparency for stakeholders.

A full list of financial measures is provided in the summary table at the front of this remuneration report. The financial measures carry a weight of at least 80% under the current remuneration policy and the updated policy which will be proposed at AGM in 2025. The Supervisory Board has selected the following measures from the list for 2025:

Financial performance measures for STIP 2025

Measure	Weighting	How performance is calculated
Revenues	34%	STIP financial targets are based on the annual budget which assumes development of the existing business. In calculating STIP performance results, the effect of changes in currency and accounting standards is excluded.
Adjusted net profit	28%	
Adjusted free cash flow	28%	
Total weighting of STIP financial measures	**90%**	

Non-financial performance measures for STIP 2025

The non-financial measures relate to ESG, strategic, or operational priorities. The policy sets the maximum weight for these non-financial measures at 20% of the STIP. In 2025, the weight will again be set at 10% with each measure equal-weighted and separately assessed. The measures will apply to all Executive Board members.

In 2025, the following three strategically relevant, quantifiable, and verifiable non-financial STIP measures will be applied.

Non-financial performance measures for 2025

Objective	Measure	Weighting	Description of target and how it is measured
Employee culture and engagement	Belonging score	3.33%	The annual target aims to achieve an improvement in our overall belonging score. Belonging measures the extent to which employees believe they can bring their best self to work, be accepted for who they are, and perform at their best, supporting a culture of innovation. The score (on a scale of 0-100) is determined by an independent third party (2024 and 2023: Microsoft Glint).
Secure systems and processes	Indexed cybersecurity maturity score	3.33%	The annual target is based on a company-wide program designed to maintain cybersecurity at or above the industry standard benchmark for high-tech companies. The cybersecurity maturity score is assessed annually by a third party, based on the National Institute of Standards and Technology (NIST) framework. The minimum payout requires the score to be maintained in line with the industry standard for high-tech companies.
Reduction in office footprint	Square meters of office footprint	3.34%	The annual target aims to achieve a reduction in our office footprint and thereby a reduction in our scope 1 and 2 emissions. The targets are based on programs managed by our global real estate team. The target and outcome are on an underlying basis excluding the impact of acquisitions and divestitures.
Total weighting of STIP non-financial measures		**10.0%**	

Retrospective disclosure of STIP targets

The Supervisory Board discloses STIP targets retrospectively. Due to commercial and other sensitivities, these short-term goals are not published in advance.

Long-term incentive plan 2025-2027

Conditional LTIP grants under the remuneration policy approved in 2021

The CEO's target remuneration has historically been positioned in line with the median of the pay peer group. In the policy adopted in 2021, the maximum award of conditional shares was reduced from 285% to 240% of base salary over a two-year period, effectively reducing the CEO's target remuneration by about 10%. As a result, the CEO's target remuneration is now slightly below median of the pay peer group.

The CFO's target conditional award is 200% of base salary.

Wolters Kluwer uses the fair value method for calculating the number of conditional performance shares to be awarded.

For the LTIP 2025-2027 cycle, in accordance with the policy adopted in 2021 and consistent with the proposed new policy, the Supervisory Board will maintain TSR, measured against 15 peers, as an LTIP measure with a weighting of 50% of the value of the LTIP.

In addition, the Supervisory Board will keep EPS at 30% of the value of the conditional award and ROIC at 20%.

These measures were selected based on investor feedback and the Supervisory Board's continued desire to provide incentives for management to drive sustainable long-term value creation.

Prospective disclosure of LTIP targets

The table below provides our prospective LTIP targets. If shareholders approve the policy amendments in the AGM in May 2025, the new LTIP weightings will apply starting with LTIP 2026-2028, in order to avoid reformulating LTIP 2025-2027 agreements after AGM.

LTIP Measure	Weighting	Target in constant currencies
Period 2025-2027		
TSR	50%	Position 5-6
Diluted adjusted EPS	30%	CAGR of 8.4%
ROIC	20%	Final year ROIC of 19.5%
Period 2024-2026		
TSR	50%	Position 5-6
Diluted adjusted EPS	30%	CAGR of 10.0%
ROIC	20%	Final year ROIC of 20.7%
Period 2023-2025		
TSR	50%	Position 5-6
Diluted adjusted EPS	30%	CAGR of 10.9%
ROIC	20%	Final year ROIC of 19.2%

EPS and ROIC targets are stated in constant currencies for the first year of each three-year LTIP period.

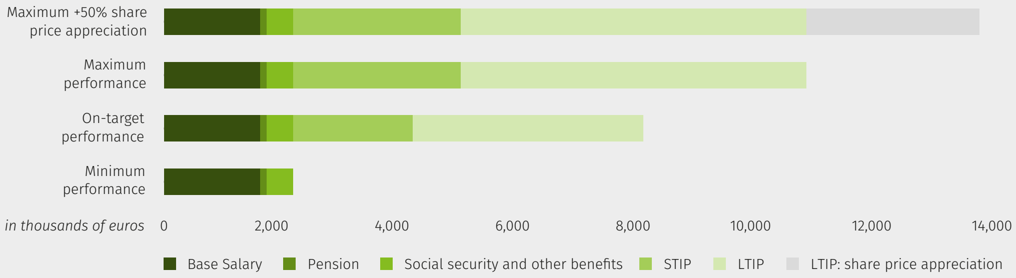
Conditional LTIP grants 2025-2027

The number of shares conditionally awarded at the start of the performance period is computed by dividing the amount, as calculated above, by the fair value of a conditionally awarded share at the start of the performance period. As the fair value of TSR-related shares can be different from the fair value of EPS- and ROIC-related shares, the number of conditionally awarded TSR-related shares can deviate from the aggregate number of conditionally awarded EPS- and ROIC-related shares.

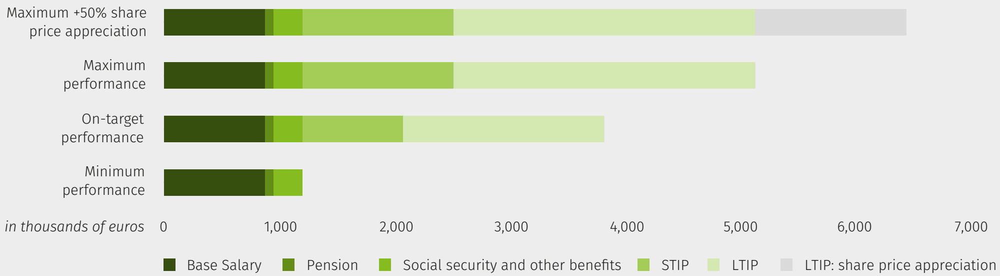
Performance-driven remuneration scenarios 2025

Proposed remuneration for 2025 retains a high proportion of performance-driven pay for CEO and CFO.

Performance-driven CEO remuneration scenarios 2025



Performance-driven CFO remuneration scenarios 2025



Share ownership and holding requirements

According to our remuneration policy, the CEO is required to own Wolters Kluwer shares valued at three times base salary, with other Executive Board members required to hold shares valued at twice base salary. Our current Executive Board members continue to follow this ownership requirement with their personal shareholdings in Wolters Kluwer N.V.

Shares owned by Executive Board members

Number of shares, unless otherwise stated	**Actual ownership as multiple of base salary (as at December 31, 2024)***	**Actual ownership as multiple of base salary (as at December 31, 2023)***	**December 31, 2024**	**December 31, 2023**
N. McKinstry	44.2x	32.0x	427,202	372,131
K.B. Entricken	11.6x	6.4x	60,750	40,036

* Number of Wolters Kluwer N.V. shares held at December 31 multiplied by the Wolters Kluwer N.V. share price on that date, divided by base salary.

In addition to these ownership requirements, according to the remuneration policy, performance shares (net of any income taxes due on vesting) are subject to a two-year holding period requirement, as provided in the Dutch Corporate Governance Code. This two-year holding period extends the total required retention period to five years including the three-year performance and vesting period. If the Executive Board member is eligible for a company-sponsored deferral program and chooses to participate by deferring LTIP proceeds upon vesting, the maximum amount that can be deferred is 50% of the vested value. The remaining vested value in shares (net of taxes) is subject to the two-year holding period requirement.

CEO pay ratio

The 2024 CEO pay ratio, obtained by dividing the total 2024 remuneration for the CEO by the average of the total 2024 remuneration of all employees worldwide, remained stable at 77 (2023: 77). For this purpose, the total CEO remuneration is based on the remuneration costs as stated in the table *Remuneration of the Executive Board – IFRS based*, minus tax-related costs. The average employee remuneration is obtained by dividing the total 2024 employee benefit expenses as stated in *Note 12 – Employee benefit expenses* (after subtracting the CEO's remuneration), by the reported average number of full-time equivalent employees (minus one). As such, both the total CEO remuneration (minus tax-related costs) and the average total employee benefit expenses of all employees (minus the CEO's remuneration) are based on IFRS accounting standards.

Other information

The company does not grant any personal loans, guarantees, or the like to Executive Board or Supervisory Board members.

Supervisory Board remuneration

The remuneration policy for the Supervisory Board, which was adopted at the 2024 Annual General Meeting of Shareholders, aims to attract and retain high-caliber individuals with the relevant skills and experience to guide the development and execution of company strategy and facilitate sustainable long-term value creation. Supervisory Board remuneration is not tied to company performance and therefore includes fixed remuneration only. In exceptional circumstances, ad-hoc committees may be established, for which the Chair and members may receive pro-rated remuneration at the level of the Audit Committee fee, capped at five times the annual fee of the Audit Committee. Resolutions are always taken by the full Supervisory Board. The Supervisory Board seeks advice from an independent external remuneration advisor.

Supervisory Board remuneration

in thousands of euros	**Member Selection and Remuneration Committee**	**Member Audit Committee**	**2024**	**2023**	**2022**
A.E. Ziegler, Chair, Former Vice-Chair	Co-Chair		164	169	139
D. Sides	Yes		62	–	–
A. Harve			20	–	–
J.P. de Kreij, Vice-Chair		Chair	122	127	120
S. Vandebroek		Yes	115	105	110
C.F.H.H. Vogelzang		Yes	105	100	100
H.H. Kersten	Co-Chair		102	96	68
Former Supervisory Board members					
J.A. Horan	Former Co-Chair		40	94	99
B.J.F. Bodson			–	29	85
F.J.G.M. Cremers, Former Chair	Former Co-Chair		–	–	45
Total			730	720	766

Supervisory Board members' fees

The table below shows the fee schedule for Supervisory Board members. For 2025, all annual fees will remain unchanged. The fees are in line with the Supervisory Board remuneration policy which was adopted with 98.41% of the votes at the 2024 Annual General Meeting of Shareholders.

Supervisory Board members' annual fees

in euros	2025	2024	2023
Chair	130,000	130,000	130,000
Vice-Chair	95,000	95,000	95,000
Members	80,000	80,000	75,000
Chair Audit Committee	25,000	25,000	25,000
Members Audit Committee	18,000	18,000	18,000
Chair Selection and Remuneration Committee	20,000*	20,000*	20,000*
Members Selection and Remuneration Committee	14,000	14,000	14,000
Travel allowance for intercontinental travel	5,000 per meeting	5,000 per meeting	5,000 per meeting
Fixed cost reimbursement	1,500	1,500	1,500

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

Shares owned by Supervisory Board members

At December 31, 2024, Ms. Ziegler held 1,894 American Depositary Receipts (each Depositary Receipt represents one ordinary Wolters Kluwer share) (2023: 1,894). None of the other Supervisory Board members held shares in Wolters Kluwer (2023: none).

Shareholder voting at Annual General Meeting

The following table sets out the voting results in respect of resolutions relating to remuneration at the Annual General Meeting of Shareholders held on May 8, 2024.

Shareholder voting outcomes at the 2024 AGM

Resolution		% of votes for	% of votes against	votes withheld
2023 Remuneration report	Advisory	94.70%	5.30%	779,674
Supervisory Board remuneration policy		98.41%	1.59%	494,896

Five-year overview of annual changes in remuneration (IFRS-based)

The table below provides an overview of Executive Board remuneration, Supervisory Board remuneration, company performance, and average employee remuneration for the past five years.

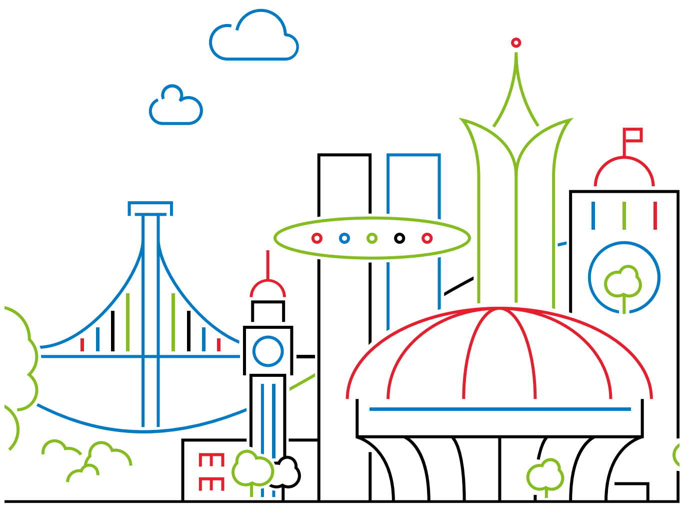
in thousands of euros, unless otherwise stated	**2024**	**2023**	**2022**	**2021***	**2020***
Executive Board remuneration					
N. McKinstry	8,686	8,379	7,901	9,377	7,512
Change (in %)	3.7	6.0	(15.7)	24.8	(7.1)
K.B. Entricken	4,035	3,340	3,741	3,404	4,132
Change (in %)	20.8	(10.7)	9.9	(17.6)	(10.0)
Supervisory Board remuneration**					
F.J.G.M. Cremers (appointed 2017), Former Chair[1]	–	–	45	128	128
A.E. Ziegler (appointed 2017), Chair, Former Vice-Chair[2]	164	169	139	102	102
B.J.F. Bodson (appointed 2019)[3]	–	29	85	82	72
D. Slides (appointed 2024)[7]	62	–	–	–	–
A. Harve (appointed 2024)[6]	20	–	–	–	–
J.A. Horan (appointed 2016)[5]	40	94	99	91	96
H.H. Kersten (appointed 2022)[9]	102	96	68	–	–
J.P. de Kreij (appointed 2020), Vice-Chair[4]	122	127	120	94	92
S. Vandebroek (appointed 2020)	115	105	110	93	61
C.F.H.H. Vogelzang (appointed 2019)	105	100	100	88	88
R.D. Hooft Graafland[8]	–	–	–	–	34
Company performance					
Organic growth (in %)	5.8	5.8	6.2	5.7	1.7
Adjusted operating profit margin (in %)	27.1	26.4	26.1	25.3	24.4
Year-end closing share price (€)	160.40	128.70	97.76	103.60	69.06
Share price change (in %)	25	32	(6)	50	6
Total shareholder return (in %)	26	34	(4)	52	8
Average remuneration on a full-time equivalent basis of employees					
Employee benefit expenses per FTE, excluding CEO[10]	111.0	107.7	107.7	99.7	98.6

* The Executive Board remuneration for the years 2020 and 2021 has been restated to include tax-related costs.
** Members of the Supervisory Board are independent from the company. Their remuneration is not tied to the performance of Wolters Kluwer and therefore includes fixed remuneration only.
1 Mr. Cremers retired after the 2022 AGM.
2 Ms. Ziegler succeeded Mr. Cremers as Chair after the 2022 AGM.
3 Mr. Bodson retired after the 2023 AGM.
4 Mr. De Kreij succeeded Ms. Ziegler as Vice-Chair after the 2022 AGM.
5 Ms. Horan retired after the 2024 AGM.
6 Ms. Harve was appointed after the extraordinary general meeting in October 2024.
7 Mr. Sides was appointed after the 2024 AGM.
8 Mr. Hooft Graafland retired after the 2020 AGM.
9 Ms. Kersten was appointed after the 2022 AGM.
10 Employee benefit expenses per FTE, excluding CEO, are restated for 2022 as temporary staff and contractors are no longer reported within employee benefit expenses.

Sustainability statements

Sustainability at Wolters Kluwer

In these sustainability statements, we describe our approach and performance regarding material sustainability impacts, risks, and opportunities.



Our approach to sustainability

In conducting our business, we aim to create sustainable long-term value for all stakeholders, by using resources thoughtfully and efficiently, respecting our company values, and focusing our efforts on actions that support our purpose and our strategy. Through regular engagement with internal and external stakeholders, we aim to understand how we may impact them and how we can create sustainable value. Aligned with our strategy, we have policies and programs that embed environmental, social, and governance standards within our operations. We focus on the areas where we have material impacts, risks, and opportunities (IROs), tracking progress of our actions through metrics and targets. At the same time, we recognize that identifying and addressing these IROs is a continuous, ever-evolving process. This means we will proactively ensure the relevance of our sustainability approach and address any shortcomings in our current methods, such as limited visibility within our value chain.

We are guided by international guidelines, such as the Organization for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises, the United Nations Guiding Principles on Business and Human Rights (UNGPs), and the principles of the United Nations Global Compact (UNGC).

UN Sustainable Development Goals

In previous years, we aligned our sustainability efforts with the UN Sustainability Development Goals (SDGs) based on the impacts of our products and services. Recognizing the evolving nature of sustainability reporting and the increasing importance of materiality, we have refined our approach.

In 2024, we refined our approach by prioritizing SDGs that align with our material impacts, risks, and opportunities (IROs). This led us to adjust our focus, replacing SDGs 9 (Industry, Innovation, and Infrastructure) and 16 (Peace, Justice, and Strong Institutions) with SDGs 8 (Decent Work and Economic Growth), 10 (Reduced Inequalities), and 13 (Climate Action), while we continue to prioritize SDGs 3 (Good Health and Well-being) and 5 (Gender Equality).

→ For more details on the linkages between our material IROs and these focus SDGs see the table *Our material impacts and opportunities (SBM-3)* on page 102

We regularly review our SDG focus areas to ensure they remain relevant.

Our sustainability data reporting

The EU Corporate Sustainability Reporting Directive (CSRD), which came into effect on January 1, 2024, introduces a set of new mandatory European Sustainability Reporting Standards (ESRS).

In accordance with EU law, member states are required to transpose the CSRD into national legislation by July 6, 2024. As of the publication date of this Annual Report, the CSRD has not yet been implemented into Dutch law and is therefore not formally applicable to Wolters Kluwer. However, in recognition of the CSRD and ESRS, these Sustainability statements have been prepared in accordance with the ESRS, as adopted by the European Commission, and following the double materiality assessment process to identify the information reported pursuant to the ESRS. The *EU Taxonomy* section in these sustainability statements has been prepared in line with the reporting requirements outlined in Article 8 of Regulation (EU) 2020/852 (Taxonomy Regulation). These 2024 Sustainability statements have been assured by an external auditor.

→ The Independent auditor's limited assurance report is included in *Other information* on page 232

Where possible, these Sustainability statements include data from the previous year for comparison and understanding. This comparative information was not in scope of the limited assurance review engagement.

As part of our ongoing efforts to improve our sustainability reporting, we have enhanced our reporting manuals and design of internal controls for the collection, processing, review, and validation of sustainability data, including the implementation of sustainability-related controls in an integrated Internal Control Framework for Sustainability Reporting (ICSR). This has resulted in improved data quality and will continue to be enhanced in the future. For some data points, we used third parties to administer surveys or conduct assessments.

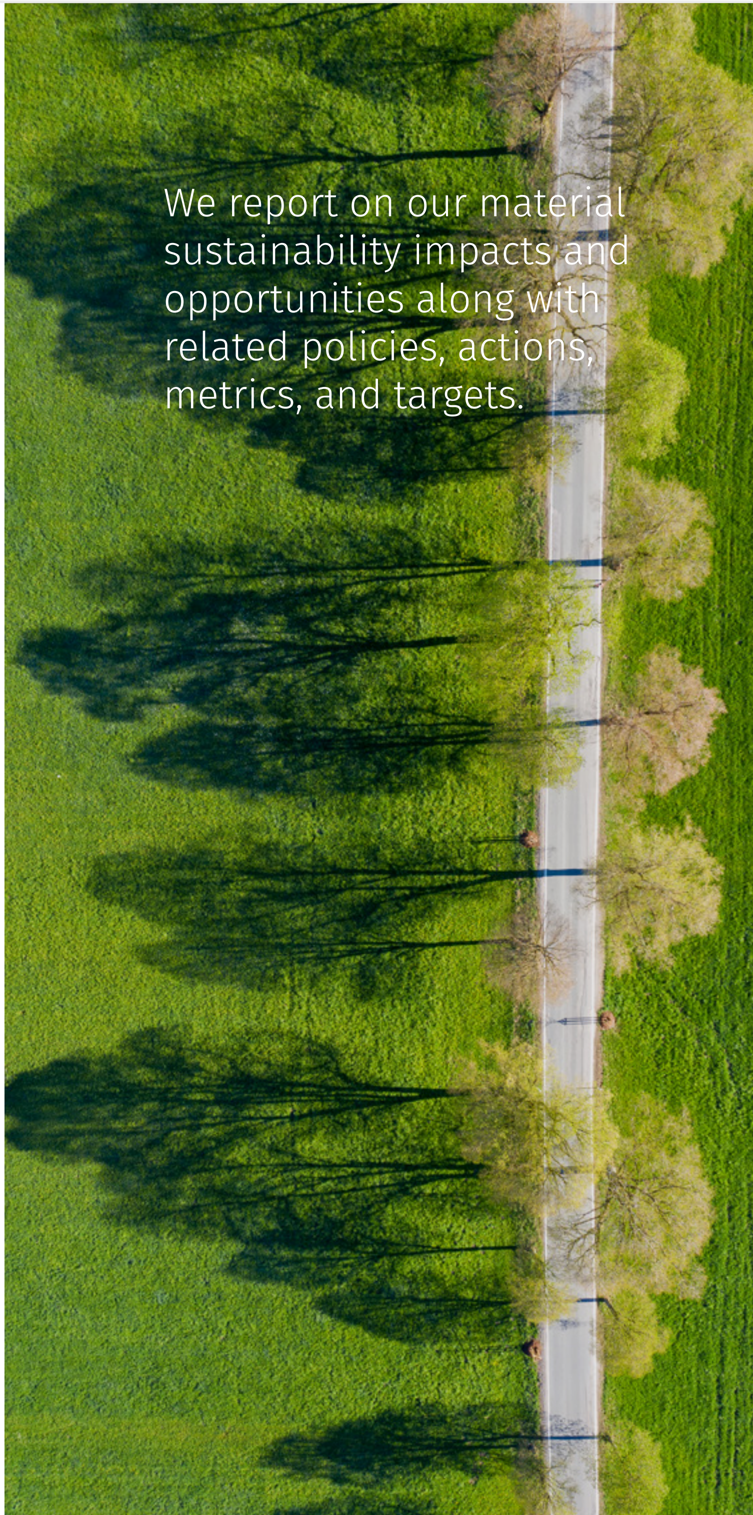
→ For more information, see *Risk management and internal controls over sustainability reporting (GOV-5)* on page 97

In 2025, we will continue to enhance the reporting under the requirements of ESRS, with focus on improving the data collection by obtaining more accurate data and improving our value chain visibility. This will allow us to obtain more concrete information on the impacts of our upstream and downstream value chain activities on people and the environment. The roll-out of a new supplier sustainability assessment tool in 2025 will support these improvement areas.

Acknowledging the iterative nature of human rights and environmental due diligence in our own operations and across our value chain, we will continue to evaluate potential and actual IROs, as well as evaluate our policies, actions, and targets for our material IROs.

→ For more information on value chain estimation, sources of estimation, and outcome uncertainty, see *Disclosures in relation to specific circumstances (BP-2)* on page 93

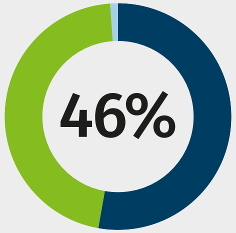
To ease the transition to CSRD reporting for our non-EU customers, investors, and other stakeholders, we have also chosen to continue providing a separate document with references to the relevant areas of the sustainability statements and the disclosures set forth by the Global Reporting Initiative (GRI), the Sustainability Accounting Standards Board (SASB), the Task Force on Climate-related Financial Disclosures (TCFD), and the UN Global Compact frameworks. Our 2024 GRI, SASB, TCFD, and UN Global Compact disclosures are available in a separate document on our website. This stand-alone document was not subject to limited assurance by the external auditor.



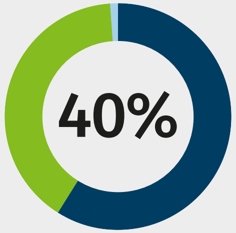
Sustainability at a glance

- Increased our scope 1 and 2 target to 60% reduction of GHG emissions by 2030 from a 2019 base year
- Submitted GHG emissions reduction targets to become net-zero in 2050 for validation by SBTi
- Completed our first global pay equity analysis
- Selected a supplier sustainability assessment tool to support our supply chain decarbonization and due diligence efforts

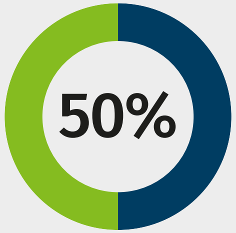
People



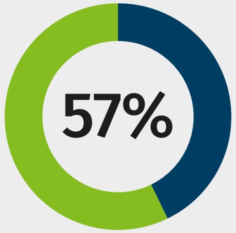
of employees are female



of managers are female



of Executive Board is female



of Supervisory Board is female

Key
- Male
- Female
- Not disclosed

3.1%
adjusted gender pay-gap ratio

75
employee belonging score

Climate

50%
reduction in scope 1 and 2 emissions since 2019

9%
reduction in scope 3 emissions since 2019

1.5°C aligned
We have submitted out net-zero targets for validation to the Science-Based Targets initiative (SBTi)

Business conduct & corporate culture

99%
of employees completed the Annual Compliance Training

78
our employee engagement score

ESG Ratings

AAA
As of 2024, Wolters Kluwer received an MSCI ESG rating of AAA, for the 6th consecutive year

11.4
(low risk)
Sustainalytics

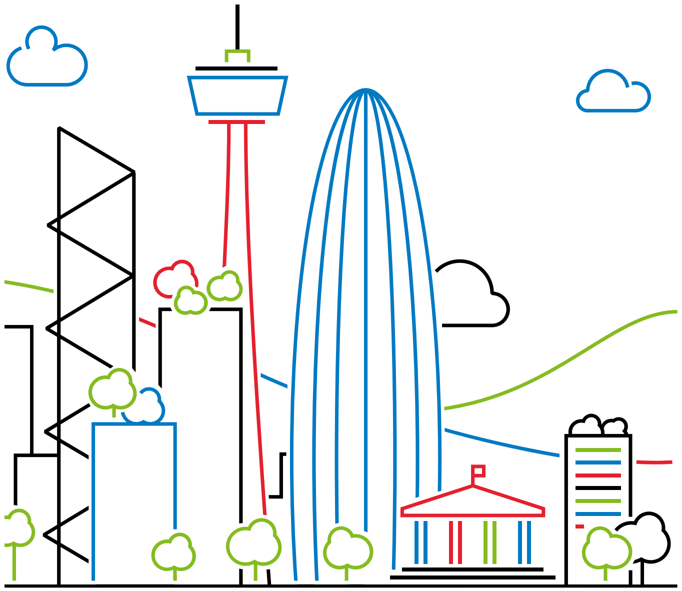
SUSTAINALYTICS INDUSTRY ESG TOP RATED 2025

B
CDP score

CDP Discloser 2024

General disclosures

In this section, we provide general sustainability disclosures, in accordance with ESRS 2.



Basis for preparation

General basis for preparation (BP-1)

These sustainability statements have been prepared on a consolidated basis and comprise Wolters Kluwer N.V. and its subsidiaries. The scope of consolidation is the same as for the consolidated financial statements, covering the annual reporting period from January 1, 2024, up to December 31, 2024.

In our double materiality assessment (DMA) of impacts, risks, and opportunities (IROs), we considered our upstream and downstream value chain as follows:

- Upstream includes both direct and indirect suppliers; and
- Downstream includes our customers and end-users.

We disclose relevant metrics, policies, actions, and targets relating to our upstream and downstream value chain in the relevant sections of these sustainability statements.

For certain metrics disclosed in the sustainability statements, upstream and downstream value chain data is included. Scope 3 emissions include both upstream and downstream data as scope 3.1, 3.2, and 3.4 concerns GHG emissions associated with our suppliers, while scope 3.11 concerns GHG emissions associated with our customers.

The evolving standards for sustainability reporting and the ongoing updates to the ESRS implementation guidance may lead to changes in our IROs and disclosure methods, particularly as we discontinue the use of transitional reliefs related to the value chain, as stipulated by the ESRS. Currently, much of our value chain data is limited to in-house and publicly available information.

→ For an overview of our material impacts and opportunities resulting from our DMA, see the table *Our material impacts and opportunities (SBM-3)* on page 102

→ For more information on our process to determine material IROs, see *Process to identify and assess material impacts, risks, and opportunities (IRO-1)* on page 104

Disclosures in relation to specific circumstances (BP-2)

Time horizons

Short-, medium-, and long-term time horizons are defined in line with ESRS 1 stipulations:

- Short term: ≤1 year
- Medium term: 1 - 5 years
- Long term: ≥5 years

Value chain estimation, sources of estimation, and outcome uncertainty

We acknowledge that using third-party information carries the risk of outcome uncertainty. Since the ESRS do not specify requirements for validating third-party data, our current validation process relies on high-level assessments and available guidance. Overall, some metrics, such as supplier and customer-related GHG emissions, are subject to a high level of measurement uncertainty. Judgments and estimates involved are therefore described alongside each metric throughout these sustainability statements, in tables labeled *Methodologies and assumptions.*

Predominantly in the calculation of GHG emissions associated with our suppliers (scope 3.1, 3.2, and 3.4) and our customers (scope 3.11), we used indirect sources such as industry-average emission factors, making them subject to a high level of measurement uncertainty. Emissions from purchased goods and services (scope 3.1), which form the largest share of our GHG emissions, are primarily based on these calculations.
A significant portion of supplier emissions is calculated based on spend.

→ For more information on scope 3 methodologies and assumptions for calculation of scope 3 emissions, see *Gross GHG emissions (E1-6)* on page 115

To enhance the accuracy of emissions calculations, we intend to collect primary-source data from suppliers, where available. We plan to expand engagement with our suppliers to obtain more specific emission data, starting with our largest suppliers. We continue to monitor new methods to improve estimation accuracy and reduce dependence on assumptions, leveraging improved data sources as they become available.

When reporting forward-looking information under the ESRS, including actions and events that may or may not occur, assumptions are made about future events and actions.
Due to the inherent uncertainty and ambiguity associated with anticipated actions and events, actual outcomes may vary, meaning we cannot guarantee the accuracy and achievability of this information.

Changes in preparation or presentation of sustainability information and reporting errors in prior periods

Following a quantitative assessment in 2024, we have concluded that the GHG emissions from indirect use-phase emissions in scope 3.11 (customer emissions) are considered to be immaterial, relative to the total scope 3 emissions. Therefore, as from 2024, indirect use-phase emissions are excluded from our GHG emissions reporting. Scope 3.11 now only includes direct use-phase emissions from cloud-based software solutions. Comparative figures have been updated accordingly. We did not seek assurance on the comparative information.

Incorporation by reference

For some disclosures, these sustainability statements refer to other sections and chapters of this 2024 Annual Report.

→ For a list of ESRS disclosure requirements that are incorporated by reference into these sustainability statements, see *Reference Table* on page 139

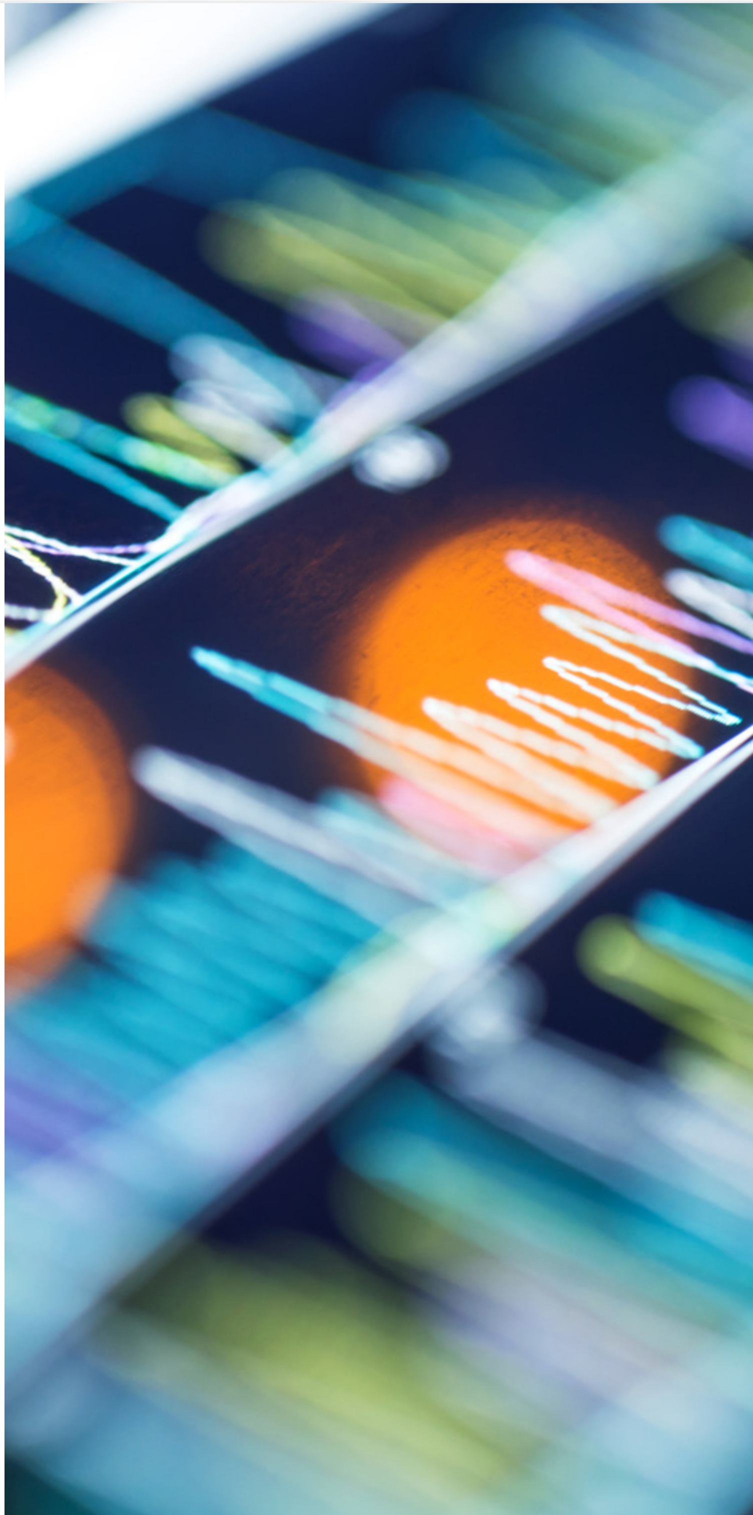
Use of phase-in provisions

In the first year of reporting under ESRS, the transitional provision in ESRS 1 paragraph 137, which allows for the phased introduction of certain disclosures, has been applied for the following disclosure requirements:

- SBM-1, paragraphs 40 (b) and (c);
- SBM-3, paragraph 48 (e);
- S1-7, paragraphs 55 (a), (b), (c), and 57;
- S1-9, paragraph 66 (a);
- S1-12, paragraph 77; and
- S1-13, paragraph 83 (b).

→ For an overview of the use of phased-in disclosures, see *Reference table* on page 139

In the first three years of reporting under ESRS, the transitional provision in ESRS 1 paragraph 133, which allows for limiting value chain information to information available in-house, has been applied to relevant disclosure requirements. Appropriate references are made throughout these sustainability statements.



General disclosures (ESRS 2) CONTINUED

Governance

Role of the Executive Board and Supervisory Board (GOV-1)

The responsibilities of the Executive Board and Supervisory Board and its committees for impacts, risks, and opportunities (IROs) are included in the respective By-Laws and Terms of Reference. The By-Laws of the Executive Board stipulate that in the development of the strategy, the Executive Board should also consider the impact of the company in terms of sustainability, including the effects on people and the environment. It further provides that the company should draft an outline policy for the effective dialogue with stakeholders of the company. In accordance with Dutch law, the Executive Board has collective responsibility, notwithstanding allocation of certain responsibilities to the CEO and CFO in the By-Laws of the Executive Board, which includes the CFO's responsibility for sustainability data reporting and compliance with sustainability regulations.

→ For the composition and diversity of the Executive Board and Supervisory Board, see *Executive Board* and *Supervisory Board* in *Governance* on page 61 and page 62

→ For the roles and responsibilities of the Executive Board in exercising oversight of the process to manage material IROs, see *Executive Board* in *Corporate governance* on page 43

→ For the roles and responsibilities of the Supervisory Board in exercising oversight of the process to manage material IROs, see *Supervisory Board* in *Corporate governance* on page 44

→ For the role of the Executive Board related to business conduct matters, see *Culture* in *Corporate governance* on page 4

The Supervisory Board By-Laws stipulate that in performing its duties, the Supervisory Board takes into consideration the impact of the company's actions on people and the environment, and to that end weighs the interests of the company's stakeholders. A more detailed list of the Supervisory Board's responsibilities covering supervision of various sustainability matters is included in its By-Laws. The key focus points of the Audit Committee in relation to sustainability/ESG are included in the Terms of Reference of this committee.

For the Selection and Remuneration Committee, its Terms of Reference provide that this committee has oversight on the remuneration policy for the Executive Board, including the sustainability elements therein. Both the Supervisory Board By-Laws and Terms of Reference of the Audit Committee and the Selection and Remuneration Committee are available on our website.

The Executive Board oversees governance processes, controls, and procedures that are used to monitor, manage, and oversee IROs. The Corporate Sustainability team provides periodic updates to the Executive Board, Supervisory Board, and Audit Committee on sustainability /ESG matters, communicating regulatory changes and relevant market developments. This team consists of sustainability specialists, led by the Senior Vice President and General Counsel who reports to the CEO, as well as accounting and reporting specialists, led by the Senior Vice President Finance, Budgeting & Reporting, who reports to the CFO.

The Corporate Sustainability team centrally coordinates the company's sustainability efforts, ensuring compliance with sustainability regulations and partnering with various internal subject matter experts (SMEs) on sustainability matters. These SMEs oversee the setting of policies and targets on specific IROs and have a reporting line to one of the members of the Executive Board. These functions have skills and expertise in their respective teams for the listed sustainability matters and are responsible for appropriate controls and procedures for the management of the IROs under their responsibility. See the table on the right for an overview of the reporting lines.

Group meetings and individual meetings between the Executive Board and these functions provide the Executive Board with a good view on the availability of the required skills in relation to sustainability matters within the company. The Supervisory Board is also kept informed of the available skills. This way, the Executive Board and Supervisory Board are informed about available and required expertise and whether appropriate skills and expertise need to be expanded.

→ See the section *Talent management* in *Report of the Supervisory Board* on page 66

Reporting lines to the CEO and Chair of the Executive Board

Function	Topic and relation to impacts, risks, and opportunities
CEO of Global Business Services	• Real Estate and Facilities: climate change (scope 1 and 2) • Sourcing & Procurement: climate change (scope 3.1, 3.2, and 3.4) and human and labor rights of workers in the supply chain • Business travel: climate change (scope 3.6) • Cybersecurity
Chief Human Resources Officer	• DEIB, including equal pay for equal work • Well-being: work-life balance • Talent management: training and skills development • Employee engagement: corporate culture • Flexible work arrangements: climate change (scope 3.7)
CEOs of our operating divisions	• Products and customers: access to quality information on which our customers base their services towards their clients • In addition, the divisions are responsible for the execution of corporate policies and targets within their divisions
SVP General Counsel, and Company Secretary	• Corporate governance and ESG/sustainability regulations

Reporting lines to the CFO and Member of the Executive Board

Function	Topic and relation to impacts, risks, and opportunities
EVP & General Counsel	• Data privacy • Ethics & Compliance: business conduct and corporate culture
VP Internal Control	• Internal Control Framework for Sustainability Reporting (ICSR)
SVP Finance, Budgeting & Reporting	• Sustainability reporting focused on quantitative data

General disclosures (ESRS 2) CONTINUED

Information provided to and sustainability matters addressed by the Executive Board and Supervisory Board (GOV-2)

The Executive Board and the Supervisory Board and its committees are informed about material impacts, risks, opportunities, and related policies, actions, metrics, and targets by the functions listed in the table on the previous page, or their respective delegates and teams. This typically occurs one to four times a year but may be more frequent as needed. See the table on the right for key items discussed or addressed in 2024.

→ For a description of how the Executive Board and Supervisory Board are informed about sustainability matters, see *Environmental, social, and governance matters* in *Corporate governance* on page 47 and *Sustainability* in *Report of the Supervisory Board* on page 66

Integration of sustainability-related performance in incentive schemes (GOV-3)

The Supervisory Board is responsible for the execution of the remuneration policy, based on the Selection and Remuneration Committee's advice. The *Remuneration report* outlines key elements of our Executive Board remuneration policy, including sustainability-related performance and the proportion of variable remuneration dependent on sustainability-related targets. Climate considerations are factored into the selection of sustainability-related targets. In 2024, a new target on percentage reduction in our office footprint was included in the non-financial performance measures for the short-term incentive plan (STIP). This measure is one of the key drivers of reduction of our scope 1 and 2 greenhouse gas (GHG) emissions. The STIP offers cash incentives for achieving specific annual targets for a set of financial and non-financial performance measures, determined at the start of each year. We will continue to evaluate relevent climate-related STIP measures as we evolve our GHG emissions reporting.

→ For more details, see the sections *Remuneration targets linked to strategic goals* on page 74, *Short-term incentive plan 2024* on page 78, and *Payouts for performance against 2024 STIP targets* on page 79 of the *Remuneration report*

Body	Material topic	Topic discussed or addressed in 2024
Executive Board	Climate change	Updates about real estate rationalization program and approval of target to reduce office footprint. Updates on the progress of greenhouse gas emissions reduction targets, and approval for net-zero GHG emissions reduction target.
	DEIB	Updates on inclusion and belonging initiatives, including belonging score, inclusive leadership training, and global inclusion networks. Outcome of the work on the global pay equity analysis project.
	Work-life balance	Updates about well-being program design and participation, pension progress, and benefits. Approval of the Working Together model, our global flexible work arrangement.
	Training and skills development	Updates about skills-based talent management and progress on skills taxonomy.
	Data privacy	Approval of the Global Data Privacy Policy and update on the cybersecurity program.
	Human and labor rights for workers in the supply chain	Approval of the selection of a new supplier sustainability assessment tool.
	Corporate culture	Updates about the company's SpeakUp (whistleblowing) program and the employee engagement score.
Supervisory Board (and Executive Board)	Climate change	Inform about the progress of greenhouse gas emissions reduction targets, and approval for net-zero GHG emissions reduction target.
	DEIB	Inform about inclusion and belonging initiatives, such as the Engagement & Belonging survey results and progress on improvement plans.
	Training and skills development	Inform about talent planning progress and succession pipelines for leadership.
	Human and labor rights for workers in the supply chain	Inform about the selection of a new supplier sustainability assessment tool.
Audit Committee	Climate change	Inform about the progress of greenhouse gas emissions reduction targets, and approval for net-zero targets.
	Human and labor rights for workers in the supply chain	Inform about the selection of a new supplier sustainability assessment tool.
	Corporate culture	Inform about the company's SpeakUp (whistleblowing) program.
Selection and Remuneration Committee	Climate change, DEIB, Data privacy	Review the non-financial performance measures for the short-term incentive plan.

Statement on due diligence (GOV-4)

Due diligence is an iterative process involving the identification, prevention, mitigation, remediation, and communication of impacts on people and the environment. Our approach to human rights and environmental due diligence involves the ongoing analysis of actual and potential impacts of our business activities, conducted as part of our double materiality assessment. This includes consultations with stakeholders and desk research on publicly available information relevant to our sector. We acknowledge the importance of conducting human rights and environmental due diligence, as outlined by the United Nations Guiding Principles on Business and Human Rights and the OECD Guidelines for Multinational Enterprises. In 2025, we aim to enhance our due diligence process by gaining more concrete insights into our value chain.

Core elements of due diligence	Paragraphs in the sustainability statements
a) Embedding due diligence in governance, strategy, and business model	ESRS 2 GOV-2 ESRS 2 GOV-3 ESRS 2 SBM-3
b) Engaging with affected stakeholders	ESRS 2 GOV-2 ESRS 2 SBM-2 ESRS 2 IRO-1 ESRS E1 ESRS S1-2 ESRS S2-2 ESRS S4-2
c) Identifying and assessing negative impacts on people and the environment	ESRS 2 IRO-1 ESRS 2 SBM-3
d) Taking actions to address negative impacts on people and the environment	ESRS E1-1 ESRS E1-3 ESRS S1-4 ESRS S2-4 ESRS S4-4
e) Tracking the effectiveness of these efforts	ESRS E1-4 ESRS E1-5 ESRS E1-6 ESRS S1-5 ESRS S1-6 ESRS S1-7 ESRS S1-9 ESRS S1-12 ESRS S1-13 ESRS S1-15 ESRS S1-16 ESRS S1-17 Other own workforce company-specific metrics ESRS S2-5 ESRS S4-4 ESRS G-1 Corporate culture and data privacy company-specific metrics

Risk management and internal controls over sustainability reporting (GOV-5)

Internal controls related to these sustainability statements have been implemented in an Internal Control Framework for Sustainability Reporting (ICSR) specific to material data points and differentiating between environmental, social, and governance topics. Functional sustainability topic owners have been assigned. Internal Audit will periodically perform thematic reviews on sustainability topics. We also developed a sustainability reporting manual. Sustainability-related reporting topics, compliance, and risks are periodically discussed in the Corporate Risk Committee, and the Executive Board is informed on outcomes. Further steps to integrate sustainability reporting controls into the ICSR are planned for 2025.

The company recognizes the importance of formalizing and embedding controls over the double materiality assessment (DMA) process and is taking additional steps to continue the implementation of new sustainability-related controls following the conclusion of the DMA results. These controls will be tested for design and effectiveness in the future, and results will be reported on the affected internal control dashboards per usual procedures to functional management, internal and external auditors, the Executive Board, and the Audit Committee.

As explained elsewhere in the sustainability statements, the level of accuracy and completeness of some of our sustainability data is subject to judgments and estimates. Considering this is the first year of reporting under ESRS, the internal control processes over this data is still maturing.

→ For more information see *Disclosures in relation to specific circumstances (BP-2)* on page 93

Strategy

Strategy, business model, and value chain (SBM-1)

Wolters Kluwer is a global provider of information solutions, software, and services. Our customers are professionals in various sectors, including health, tax & accounting, finance, compliance, legal, and ESG. We provide our customers with *expert solutions* that combine deep domain knowledge with technology to deliver both content and workflow automation, driving improved outcomes and productivity.

The key markets, products, and customer groups we serve include:
- **Health**: trusted clinical technology and solutions that drive effective decision-making and outcomes across the continuum of healthcare.
- **Tax & Accounting**: *expert solutions* that help tax, accounting, and audit professionals drive productivity, navigate change, and deliver better outcomes.
- **Financial & Corporate Compliance**: *expert solutions* for legal entity compliance and banking product compliance.
- **Legal & Regulatory**: information, insights, and workflow solutions for changing regulatory obligations, managing risk, and increasing efficiency.
- **Corporate Performance & ESG**: enterprise software to drive financial and sustainability performance and manage risks, meet reporting requirements, improve safety and productivity, and reduce environmental impact.

The breakdown of total revenue by significant ESRS sector is not disclosed as the ESRS SEC1 Sector classification standard is still in draft by the European Financial Reporting Advisory Group (EFRAG). We will disclose this breakdown in the first year when the application date is specified in a Commission Delegated Act.

Our mission is to empower our professional customers with the information, software solutions, and services they need to make critical decisions and achieve successful outcomes for their clients or patients. This drives our purpose to help professionals deliver deep impact when it matters most, to help protect people's health and prosperity, and contribute to a safe and just society. Our employees are instrumental to our purpose. We aim to attract, develop, and retain a highly-skilled and talented workforce, while maintaining a diverse, equitable, and inclusive culture for our global workforce. Our operations are in line with our values and ethical standards – they are fundamental to how we interact with our employees, customers, partners, and society at large, today and in the future.

We continuously review our product and service offerings, markets, and the needs of customers for alignment with our mission and purpose.

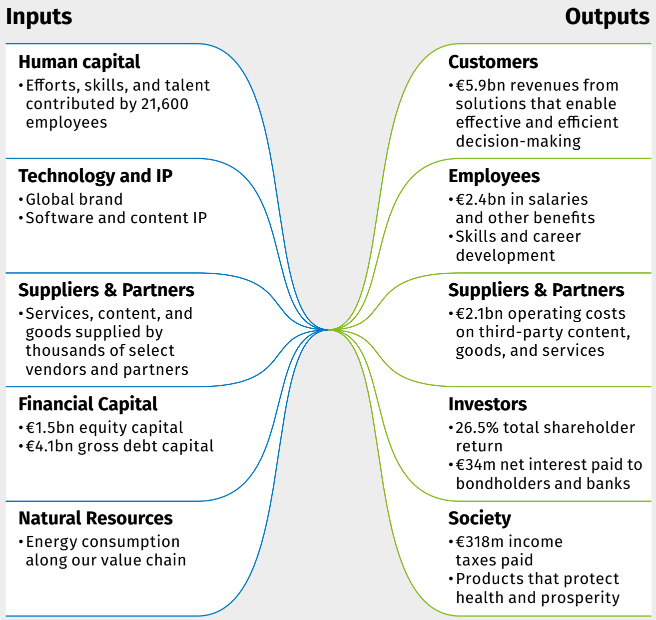
→ For more information, see *Macroeconomic conditions, Competition,* and *Changes in technology, business models, and customer preferences* in *Risk Management* on page 51

In the last few decades, our business model evolved from a publishing company to a global provider of information, software solutions, and services. While we continue to have a small print portfolio for certain customer segments, the core of our business model is now the provision of cloud-based *expert solutions* including the deployment of artificial intelligence and other advanced technologies in our solutions.

→ For more information on our strategy, business model, and products, see the section *Strategy and business model* in the *Strategic report* on page 6 and *Executive team* in the *Strategic report* on page 14

The graphic on the right shows an overview of our key inputs and outputs related to our business model, including expected benefits for our key stakeholders.

Business model: inputs and outputs 2024



Wolters Kluwer has operations in more than 40 countries and serves customers in more than 180 countries. The company is part of a global value chain with customers and suppliers as key partners. Our customers rely on us to make critical decisions in their professional area; by providing them with *expert solutions* that combine deep domain knowledge with specialized technology and services, our customers can make optimal decisions and thereby provide better outcomes for their clients or patients. For the delivery of our information, software solutions, and services to our customers, we depend on third-party suppliers, including providers of cloud services, outsourced and offshored data center services, software development and maintenance services, back-office transaction-processing services, content services, and other services. In recent years, we have been migrating customers and applications to the cloud, allowing us to decommission on-premise servers. Transitioning to the cloud brings benefits to our customers in the form of improved cybersecurity protection and increased mobility, availability, and standardization.

With our increasing use of hosting services in the cloud, we consider environmental impacts in connection with the use of third-party data centers, including energy, water, land usage, and electronic waste, and the social impact on local communities. Our value chain information is limited to information available in-house and publicly, as stipulated by the transitional provision of the ESRS. Our initial due diligence assessment based on available information did not reveal any material impacts or risks related to this topic. Over the next three years, we intend to collect and structure the necessary data from our suppliers, including data center providers, to inform our future assessments.

Interests and views of stakeholders (SBM-2)

We actively engage in stakeholder dialogue across all our business activities, in accordance with our Stakeholder Engagement Policy, available on our website.

The form that is chosen for any specific dialogue depends on the topic and on the stakeholder(s) involved, since not every stakeholder of the company can be regarded as equally relevant to every aspect of our strategy.

This also means that the interests and views of our key stakeholder groups inform our strategy and business model in varying ways.

The views of employees offer critical insights that help us enhance our diversity, equity, inclusion, and belonging (DEIB) efforts, well-being policies, and career development opportunities, in turn allowing us to attract strong talent and improve retention rates. Incorporating the interests and views of our customers and end-users drives continuous improvement in our products and services, ensuring we provide quality, actionable, and reliable information and workflows. Investors provide valuable insights into our market positioning and help us identify areas for continuous improvement. Engagement with suppliers contributes to our business model through partnerships in research and development (R&D) and product development, which advance our goals and strategies related to delivering quality information and solutions. In parallel, the perspectives of governments, regulators, industry associations, and research and academic institutions contribute to our product development, market strategies, and compliance with industry and regulatory standards. As part of our double materiality assessment process, we analyzed the views of our key stakeholders, which helped us understand their perspectives in terms of our material impacts, risks, and opportunities.

→ For more information, see *Process to identify and assess material impacts, risks, and opportunities (IRO-1)* on page 104

Our Executive Board and Supervisory Board and its committees are kept informed about the views and interests of affected stakeholders regarding our sustainability-related impacts by the Corporate Sustainability team and by relevant functional leaders with responsibility for specific topics.

→ For an overview of reporting lines and sustainability matters discussed with these boards, refer to the tables in the sections *Role of the Executive Board and Supervisory Board (GOV-1)* on page 95 and *Information provided to and sustainability matters addressed by the Executive Board and Supervisory Board (GOV-2)* on page 96

Senior management of our divisions and functional areas are involved in the understanding of interests and views of specific stakeholder groups. Employee perspectives on sustainability matters such as DEIB, training and skills development, and work-life balance, gathered through annual surveys, focus groups, and other initiatives, are shared with Human Resources executives. These insights are then cascaded down to divisional and business unit executives for awareness or implementation.

The views and interests of governments, research and academic institutions, as well as civil society or non-profit organizations, are communicated to relevant divisional and business unit leadership. This ensures that our products and services are developed in line with evolving needs and regulatory changes, providing quality, reliable, and actionable information and workflows for our customers and their end-users. Our leadership also receive reports on direct feedback from our customers and their end-users, through regular meetings, steering committees, cross-departmental product teams, product board meetings, town halls, and quarterly business reviews.

We are committed to respecting human rights, including data privacy, for our customers, employees, and, where applicable, our suppliers and their workers.

With regards to value chain workers, insights are gathered as part of our supply chain risk management program and materiality assessment process. As per the transitional provision of the ESRS, we will implement additional initiatives to obtain further insights into the interests and views of this group of value chain workers, including respect for their human rights, as part of enhancing our due diligence process.

→ For insights into our supply chain risk management program and a description of the actions we plan to take regarding ensuring a more comprehensive value chain perspective, see *Actions related to value chain workers (S2-4)* on page 133

→ For more information on our DMA process and methodologies, see *Process to identify and assess material impacts, risks, and opportunities (IRO-1)* on page 104

How we engage with our key stakeholders

Below is an overview of our key stakeholders, how we engage with them, what the purposes of the engagements are, as well as some outcomes from the engagements and how we integrate these outcomes. While these engagements help us to inform our strategy and business model, we have not made or planned to make significant amendments to our strategy and business model. Our new three-year company strategy remains focused on delivering quality information and innovative *expert solutions* to our customers as well as fostering a great place to work for our employees.

Key stakeholder	How we engage	Purpose of the engagement	Engagement outcomes and integration
Employees and employee representatives	• Annual engagement & belonging survey; • Targeted onboarding and exit surveys; • Leadership summits; • Bi-annual or quarterly townhalls with all employees or for specific business lines; • Intranet and internal messaging platforms; • Meetings with European Work Council and local work councils; • SpeakUp (whistleblowing) program; and • Global inclusion networks.	• Inform employees about our business strategy, policies, resources, and performance; • Promote employee programs and initiatives; • Gather feedback and insights from employees; • Address concerns or grievances; • Mutual exchange and agreements with employee representative bodies, such as work councils; and • Promote connection and foster strong engagement and belonging in support of our inclusive culture.	• Increased participation in our global inclusion employee networks; • Culture of inclusion and a strong sense of belonging and engagement; and • Skills development for employees to support career progression.
Customers and end-users	• Year-round dialogue through sales, marketing, and customer service teams; • Quarterly business reviews; • User experience research, surveys, and focus groups; • Customer collaboration on product development; • Due diligence questionnaires, among other on our sustainability performance; and • Periodic webinars or (virtual) coffee chats.	• Improve customer satisfaction; • Enhance product and service offerings; and • Inform customers of new product roadmaps.	• Beta testing of products with customers; • Gaining insight into user needs and pain points allowing us to design relevant and actionable solutions; and • Product development based on concrete feedback from customers.
Investors and analysts	• Publication of financial and ESG results and other regulated information; • Participation in ESG ratings, like CDP and Sustainalytics, allowing investors to monitor our sustainability progress; and • Presentation and discussion of the business through webcasts, roadshows, Annual General Meeting of Shareholders, conferences, teach-ins, and ad-hoc meetings.	• Enhance investors' and analysts' understanding of the company's business model and strategy; • Ensure a fair valuation of our securities by the market; • Attract and retain investors; and • Gather investor feedback and perspectives on the strategy, performance, governance, sustainability, and other matters.	• Gained insight into investor views on the relevance of ESG topics (e.g., for DMA); • Gathered feedback from shareholders on governance and remuneration topics; and • Identified opportunities to improve public disclosures to enhance investors' understanding of the company.
Suppliers and business partners	• Quarterly business reviews with key suppliers; • Strategic partnerships; • Supplier events, innovation workshops, and partnership summits; and • Supplier risk management, due diligence, and performance management.	• Fostering long-term, mutually beneficial relationships; • Ensure compliance with our privacy and security standards, Supplier Code of Conduct, and regulatory requirements; • Cooperation on key topics, such as cybersecurity, innovation in product development, R&D, and ESG regulations; and • Ensure seamless operation of suppliers critical to the business continuity of our operations.	• Co-developed R&D initiatives with key suppliers resulting in product development; • Implemented advanced security protocols to mitigate risks and manage our underlying infrastructure; and • Successful Supplier Performance Management (SPM) pilot with critical key suppliers, with plans to expand this across all strategic suppliers and include ESG criteria.

General disclosures (ESRS 2) CONTINUED

Key stakeholder	How we engage	Purpose of the engagement	Engagement outcomes and integration
Industry associations	• Membership of associations and participation in their meetings and initiatives; and • Collaboration or participation in trade fairs.	• Knowledge sharing; • Obtain insights into industry challenges, pain points, and needs; and • Industry liaison with government on reforms that impact our industry.	• Improved understanding of industry and main trends; • More efficient liaison with government on industry themes like cybersecurity; and • Generated insights for product management and marketing teams.
Academic and research institutions	• Participation in university boards, bodies, and councils; • Research collaboration; and • Hosting competitions.	• Strengthen our credibility as a provider of professional solutions; • Knowledge exchange and publications; • Gain insight into the use and impact of our solutions; • Understand research trends; and • Monitoring societal changes to maintain our development of relevant and actionable solutions.	• Evolving our solutions based on societal changes like large-scale digitalization and insights into the needs of emerging generations.
Civil society and non-profit organizations	• Partnerships with non-profits, such as the Princess Maxima Centre; • Employee volunteering programs; and • Membership in corporate sustainability initiatives like the UN Global Compact.	• Deliver quality information to help address societal issues, like global health matters; • Contribute to local initiatives; and • Alignment on cross-sector sustainability practices.	• Dissemination of digital health tools in resource-limited settings, contributing to our mission of delivering impact where it matters most; • Peer-learning groups and educational sessions which have helped us align our stakeholder engagement and sustainability due diligence strategies; and • Empowering employees to collaborate on community projects and local initiatives, which improves their engagement and sense of belonging.
Governments and regulatory authorities	• Contracting EU-designated notified bodies to ensure product compliance with relevant regulations; • Knowledge exchange on quality requirements; • In-person and remote interactions; and • Webinars and events.	• Assess conformity of products before being placed on the EU market; • Understand trends and upcoming regulations; • Product development; and • Guidance for sustainability reporting and strategy development.	• Solutions comply with relevant regulations and developed in line with new regulations; • Obtaining professional, high-quality information to use in our solutions; • Creation of market strategies based on interests and views of governments and regulatory bodies; and • Roadmaps for complying with relevant sustainability regulations like the Dutch Corporate Governance Code and the CSRD, among others.

General disclosures (ESRS 2) CONTINUED

Our material impacts and opportunities (SBM-3)

The material impacts, risks, and opportunities (IROs) resulting from our double materiality assessment (DMA) are listed below. The purpose of a DMA is to understand the impact of our activities on people and the environment, as well as the risks or opportunities this may pose to our business.

Material topic	Type of material IRO	Value chain	Expected time horizon	Description of the material IROs and their effect on people or the environment	Sustainable Development Goals (SDGs)
Climate change	−	Upstream and suppliers, Own operations, Customers	Short term, Medium term, Long term	Energy use results in CO_2e emissions across scopes 1, 2, and 3, negatively impacting the environment. Reducing these emissions is challenging because of dependency on external factors and parties, particularly due to the significant emissions from our upstream suppliers.	13
Diversity, equity, inclusion, and belonging (DEIB)	+ *	Own operations	Short term, Medium term, Long term	Equal treatment and opportunities, including equal pay for equal work, drive DEIB and bring benefits to the well-being of our workforce, while a high-performing, productive, and engaged workforce also benefits the company.	5, 8, 10
Training and skills development	+ *	Own operations	Short term, Medium term, Long term	Training and skills development opportunities for our employees bring benefits for the personal growth and well-being of our workforce, while a high-performing, productive, and engaged workforce also benefits the company.	3, 8, 10
Work-life balance	+ *	Own operations	Short term, Medium term, Long term	Well-being measures, including employee benefits, support our employees' work-life balance and therefore bring benefits to our workforce, while a high-performing, productive, and engaged workforce also benefits the company.	3, 8
Labor and human rights of workers in the value chain	−	Upstream and suppliers	Short term, Medium term, Long term	Workers of direct suppliers that are involved in providing products or services to our businesses may potentially not have sufficient equal opportunities, wages, secure jobs, work-life balance, and protection of health and safety at work, which could impact the human and labor rights of these workers in the value chain.	3, 5, 8, 10
Access to quality information	+ *	Customers, Downstream beyond customers	Short term, Medium term, Long term	By providing our customers with quality, actionable, and reliable information through our products and services, including *expert solutions*, they can make optimal decisions and thereby provide better outcomes for their clients or patients.	3, 8
Corporate culture	+ *	Own operations	Short term, Medium term, Long term	A strong corporate culture around values and business ethics has a positive impact on our workforce, while this also benefits our reputation and relationships with customers, business partners, and other stakeholders.	8
Data privacy	−	Own operations, Customers, Downstream beyond customers	Short term, Medium term, Long term	The protection of personal data and associated data privacy rights of individuals whose personal data is entrusted with us could potentially be impacted in case of data privacy or cybersecurity incidents.	8

+ Material positive impact
− Material negative impact
* Material opportunity
! Material risk

Upstream and suppliers
Own operations
Customers
Downstream beyond customers

Short term (≤ 1 year)
Medium term (1-5 years)
Long term (≥ 5 years)

Material impacts and opportunities and their interaction with strategy and business model (SBM-3)

In determining our material IROs, we conducted a resilience analysis using the specified time horizons of the ESRS. The resilience analysis was based on qualitative input by internal subject matter experts, gathered as part of the double materiality assessment process. As part of the resilience analysis, we reviewed existing mitigating measures such as our comprehensive risk management framework as well as our policies and procedures related to each IRO.

The resilience analysis allowed us to conclude that despite there being three material negative impacts (climate change, labor and human rights of workers in the value chain, and data privacy), our strategy and business model are sufficiently positioned to ensure that these do not pose a material risk to our business. This is mainly due to our risk management practices, including our comprehensive cybersecurity and data privacy measures, as well as our climate change adaptation and business continuity programs.

→ For more information, see *Risk management* in *Governance* on page 49

For climate change, we also made use of our preliminary climate-scenario analysis to determine our company's resilience, which we detail in the relevent section of these sustainability statements.

→ For the conducted resilience analysis related to climate change, see *Transtition plan for climate change mitigation (E1-1)* on page 108

Management has concluded that the financial impact of climate-related matters on estimates and judgments is not material.

→ For more information, see *Note 3 – Accounting estimates and judgments* of the *Financial statements* on page 162

While our DMA involved a qualitative analysis of the financial effects of our material opportunities, we have not yet quantified their financial impact on our financial position, performance, and cash flows. We have not identified any material opportunities that could significantly affect the reported values of assets and liabilities within the next annual reporting period.

The majority of the material impacts are positive and present opportunities for growth and improvement over time. These impacts align directly with our strategy and values, showcasing our commitment to ensuring employee well-being and development, engaging diverse talent to drive innovation and growth, as well as focusing on customer success through quality information and workflows.

Our new three-year company strategy remains focused on delivering quality information and innovative *expert solutions* to our customers and fostering a great place to work for our employees. This strategy is described in the section *Strategy and business model* within the *Strategic Report.*

We explain the interaction between our material impacts and opportunities and our strategy and business model in the respective topical sections of these sustainability statements.

We have determined that all material IROs are expected to have significant effects across the three time horizons: short, medium, and long term. In practical terms, this means that negative impacts, such as climate change and data privacy, are ongoing issues that require continuous attention to minimize their effects over time. Similarly, positive impacts are seen as providing benefits to both people and the business across all three time frames. Our strategy and resources are therefore allocated to maximize these benefits, and reduce the severity of identified negative impacts, consistently throughout each period.

It is important to note that the DMA and the resulting material IROs are subject to change. As the DMA is an iterative process, we will adapt our assessment, incorporate new insights from our value chain, and continuously monitor the evolving impacts of our business activities.

All the material topics listed in the table on the previous page are covered by the ESRS. For the topic of data privacy, we have adopted an entity-specific approach, combining with cybersecurity and categorizing it under the chapter *Governance Disclosures (G1)*. We consider these key topics in relation to good business practices and governance. Our assessment is based on our values as well as our principle-based approach of maintaining high standards for data protection and privacy to comply with applicable global data privacy legislation, supported by a governance model to oversee data privacy protection behavior. Additionally, for some IROs, we use additional entity-specific metrics that are pertinent to the comprehensive disclosure of the respective IRO.

→ For more details regarding our DMA process and methodologies, see *Process to identify and assess material impacts, risks, and opportunities (IRO-1)* on page 104

Impact, risk, and opportunity management

Process to identify and assess material impacts, risks, and opportunities (IRO-1)

The material impacts, risks, and opportunities (IROs) outlined in the table on our material impacts and opportunities on page 102, were identified through conducting a double materiality assessment (DMA). Using the six-step process described below, we were able to identify and assess the impacts of our business activities and relationships on people and the environment, as well as any related risks and opportunities for our company. The material IROs resulting from this assessment form the basis for our disclosures in these Sustainability statements. In 2024, we built upon our initial DMA from 2023 to complete a comprehensive assessment.

Step 1:
Review business activities and engage key stakeholders

As a first step, we reviewed our business activities and office locations. We then identified key suppliers in our upstream supply chain, focusing on those with heightened environmental and social risks, such as data centers, IT hardware, print providers, IT services, outsourcing, and consulting providers. This helped us assess risk levels in various locations and sectors. We also considered the products and services we deliver and their impacts on customers and their clients or patients.

We identified and prioritized key stakeholders, classifying them as affected stakeholders or users of information, ensuring their views are considered in determining our material topics. We gathered stakeholder views, including employees and value chain workers, through proxies like interviews with internal subject matter experts (SMEs), sector studies, and industry reporting standards. Employee views were incorporated through the annual Engagement & Belonging survey. We also considered nature as a key stakeholder, using studies from civil society organizations and regulatory bodies. Additionally, we met with select external stakeholders to discuss their views on sustainability matters.

Step 2:
Outline relevant sustainability matters

The full list of sustainability matters, as described in ESRS 1 Appendix A, was used as the basis for our DMA. From this list, we short-listed relevant sustainability matters based on the analysis of our business activities, operations, value chain, and stakeholder interests. We also analyzed sector-specific reporting standards, namely the Global Reporting Initiative (GRI) and the Sustainability Accounting Standards Board (SASB). Relevant topics from ESG ratings we participate in, as well as annual or sustainability reports of peer companies, were also examined. This resulted in a list of sustainability matters relevant to our business and value chain.

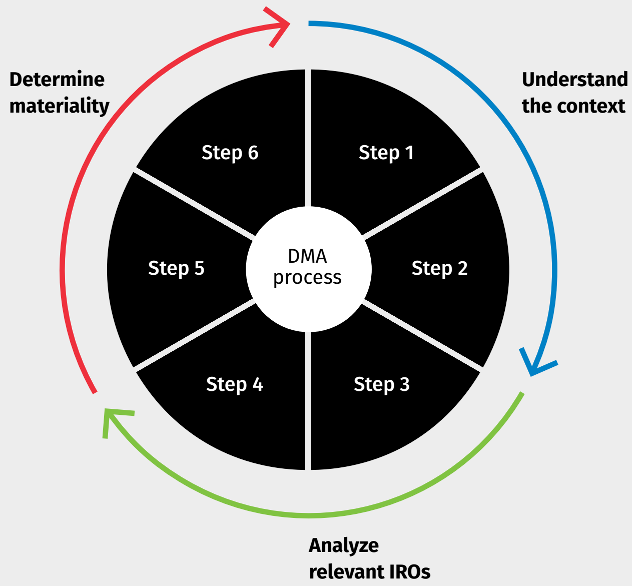
Step 3:
Identify relevant impacts, risks, and opportunities

In connection with these sustainability matters, we identified actual and potential impacts, risks, and opportunities across our value chain. This was mainly based on desk research, consultation with internal SMEs, as well as our annual employee Engagement & Belonging survey. We also considered the locations of our offices, including identifying those located in water-stressed areas.

In line with the transitional provision of the CSRD, we obtained value chain insights primarily from information available in-house and in the public domain. We researched higher-risk industries like IT hardware, data centers, and print, focusing on IROs related to energy use (ESRS E1), pollution (ESRS E2), water (ESRS E3), biodiversity (ESRS E4), and resource use and circular economy (ESRS E5). We also conducted a deep-dive analysis using public information of a number of key suppliers across different sectors to better understand their policies and practices regarding these environmental matters and the social matters addressed in the ESRS.

Due to the nature of our business, the industry we operate in, and our office locations, we have limited impact on pollution, water, biodiversity, and resource use. Our office locations, situated in established urban areas, are not near biodiversity-sensitive areas. Consequently, we did not conduct consultations

Double materiality assessment process



Understand the context

Step 1
Review business activities and engage key stakeholders

Step 2
Outline relevant sustainability matters

Analyze relevant IROs

Step 3
Identify relevant impacts, risks, and opportunities

Step 4
Assess relevant impacts, risks, and opportunities

Determine materiality

Step 5
Prioritize material impacts, risks, and opportunities

Step 6
Validate material impacts, risks, and opportunities

on these matters as no relevant affected communities were identified. Our research found no dependencies on biodiversity or ecosystems, nor associated risks, so a further systemic risk analysis was not conducted.

We will continue to assess and monitor environmental impacts, conducting detailed assessments of our value chain's impacts and dependencies on biodiversity and other environmental matters. We will use the transitional provision to deepen our supply chain insights, including through our new supplier sustainability assessment tool, and considering relevant supplier assets by mapping key supplier locations.

→ For more information see *Material impacts and their interaction with strategy and business model (SBM-3)* on page 103 and *Actions related to value chain workers (S2-4)* on page 133

To identify climate-related IROs, we assessed our GHG footprint by screening all scope 3 emission categories based on the GHG Protocol and creating an inventory of scope 1, 2, and material scope 3 emissions. We referenced our preliminary climate scenario analysis and plan to refine it by analyzing key upstream assets like data centers and office locations, and by considering new scenarios. The updated analysis will inform our assessment of climate-related risks and opportunities over the short, medium, and long term.

Our DMA did not identify any assets and business activities that are incompatible with, or need significant efforts to be compatible with, a transition to a climate-neutral economy.

→ For more information see *Material impacts and their interaction with strategy and business model (SBM-3)* on page 103

With regard to the identification of IROs related to corporate culture and business conduct, we considered our business types, global operations, workforce composition, customers, and key business partners.

This step resulted in a comprehensive inventory of relevant, actual or potential, positive and negative impacts of our activities, as well as related risks and opportunities for Wolters Kluwer.

Step 4:
Assess relevant impacts, risks, and opportunities

The IROs were subsequently assessed based on a scoring of predetermined parameters of impact materiality and financial materiality, whereby qualitative assessments of these parameters were transformed into a quantitative scoring. For each IRO, we consulted relevant internal subject matter experts for the scoring assessment. Senior staff of our Human Resources, Privacy, Global Law and Compliance, and Procurement departments were involved for their respective sustainability topics. We scored each IRO based on their perceived level of impact on people and environment, as well as the risk or opportunity for our company. In addition, we reviewed the company's overall risk assessment for alignment of the risk scoring of sustainability matters.

For actual positive and negative impacts, we determined materiality by assessing the severity of the impact. This assessment is based on aggregating the scores of parameters, including scale, scope, and, for negative impacts, the irremediable character. The parameter and threshold descriptions are presented in the table on the right.

For potential impacts, we assessed both severity and likelihood, which evaluates the probability of the potential impact occurring, ranging from almost certain to not possible. Importantly, the ESRS mandates that for potential negative impacts that can be seen as a violation of human rights, as outlined in the UN Declaration of Human Rights and other international covenants, the severity takes precedence over the likelihood. Consequently, the likelihood of potential negative human rights impacts was disregarded in the scoring.

For risks and opportunities, materiality was determined by assessing the magnitude of financial effects. This was based on aggregating the scoring of their overall effect on resources and reliance on relationships. The parameters and thresholds used in our assessment are shown on the right. To determine the financial materiality, the quantified score of the magnitude of the financial effects is multiplied by the likelihood that the risk or opportunity materializes, ranging from almost certain to highly unlikely.

Severity of the impact

Parameters	Description	Thresholds
Scale	Measuring the magnitude of the negative impact or the extent of the positive benefit to people or environment.	Ranging from very high damage or benefits to none.
Scope	Indicating the breadth of the impact, including how many people or areas are affected.	Ranging from global scope to none.
Irremediability (only for negative impacts)	Assessing the difficulty in mitigating, or remediating, the negative impact.	Ranging from irreversible to relatively easy to remedy, or not applicable.

Magnitude of financial effects

Parameters	Description	Thresholds
Resources	Measuring the effects of the risk or opportunity on our ability to obtain resources needed in the business process, such as the quality, prices, and availability of resources.	Ranging from very high (positive or negative) effect on resources to without consequences.
Relationships	Assessing the effect of the risk or opportunity on our ability to rely on relationships needed in our business processes, such as investors, employees, suppliers, and customers.	Ranging from very high damage or benefit to relationships with stakeholders, to no consequences.

All IROs were also assessed for their time horizon, indicating whether they occur in the short, medium, or long term, as defined by the ESRS.

The scoring of impact and financial materiality enabled us to rank the IROs from highest to lowest score.

Step 5:
Prioritize material impacts, risks, and opportunities

To further prioritize the IROs as material or not material, we developed thresholds that allowed us to classify the IROs as high, medium, or low impacts. The thresholds for impact materiality varied for positive and negative impacts, since negative impacts also consider the irremediability parameter. Similarly, due to the difference in parameters, the scoring thresholds for financial materiality were different to those of impact materiality.

Setting thresholds enabled us to cluster IROs with similar impacts and scores, such as climate change impacts across different parts of our value chain. All clustered IROs with high scores, based on the established thresholds, were deemed material. For the list of material IROs resulting from our 2024 DMA, see the table in the section *Material impacts, risks, and opportunities and their interaction with strategy and business model (SBM-3)*.

Step 6:
Validate material impacts, risks, and opportunities

The ranking of all IROs and the final list of material IROs were validated with internal subject matter experts, senior staff of functional departments, including Global Business Services, Internal Audit, Treasury, Risk Management, Global Brand, Communications & Digital Marketing, and Strategy, as well as our customer-focused divisions, and the Executive Board. The results of the DMA were presented to and approved by the Executive and Supervisory Boards.

Evolving the double materiality assessment
In the coming years, we will refine our DMA methodology by benchmarking it against industry best practices, broadening our due diligence efforts, and deepening our engagement with stakeholders. These steps will enable us to gather more comprehensive information, including insights from our supply chain, to better assess the IROs. As a result, the DMA will remain a dynamic and adaptable process, reflecting both changes to our strategy, availability of information, as well as evolving environmental and market trends. Consequently, the list of material impacts, risks, and opportunities may change over time.

Although we have taken into account the results of our latest annual risk assessment for our DMA, it is not yet fully integrated into our overall risk management process. Currently, the DMA outcome serves as input for the overall risk assessment process and vice versa, ensuring alignment. Moving forward, we plan to evaluate how the DMA can be further aligned and potentially integrated with our overall risk management processes.

Disclosure requirements covered by the sustainability statements (IRO-2)

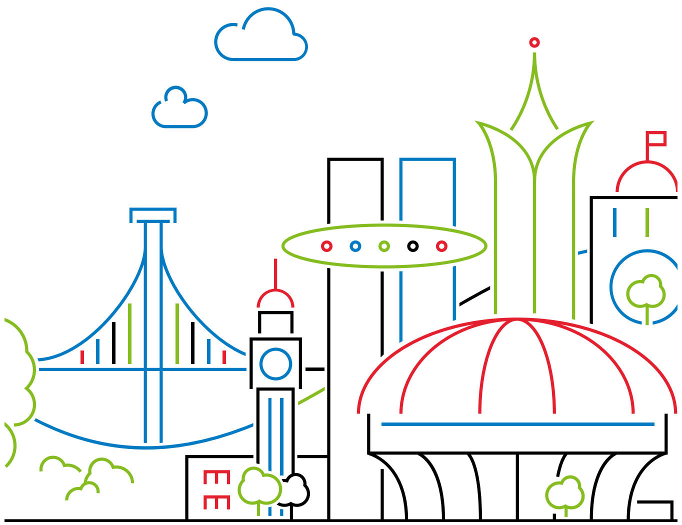
After identifying our material IROs, we assessed the materiality of each ESRS data point in relation to these IROs. Through a qualitative assessment and stakeholder engagement as detailed in IRO-1, step 1, considering parameters such as relevance to the company and its business, we determined the material information to be disclosed, which is detailed in the following chapters on environmental, social, and governance disclosures.

→ For a full list of the ESRS disclosure requirements complied with following the outcome of the DMA see *Reference table* on page 139

→ We disclose the full list of data points that derive from other EU legislation on page 142

Environmental disclosures

In this section, we provide disclosures on our material impacts, risks, and opportunities relating to environmental matters in accordance with ESRS E1.



Climate Change (ESRS E1)

Material impacts and their interaction with strategy and business model (SBM-3)

The use of energy results in greenhouse gas (GHG) emissions, which contribute to global warming and climate change. Wolters Kluwer consumes energy in its own operations and indirectly through its value chain. As such, our impact on the environment can be seen as both a result of our own activities as well as our business relationships.

The majority of our GHG emissions stem from energy use in the following areas:

- Office buildings where our employees work, contributing to scope 1 and 2 GHG emissions;
- Purchase of goods and services from suppliers, leading to scope 3.1 emissions, and to a smaller extent purchase of capital goods and transportation and distribution, leading to scope 3.2 and 3.4 emissions respectively;
- Business travel by our employees to attend internal, customer, or supplier meetings, and commuting to and from their homes to their work location, leading to scope 3.6 and 3.7 emissions respectively; and
- The use of our digital products by our customers, leading to scope 3.11 emissions.

With our employees, suppliers, and customers spread across over 180 countries worldwide, energy consumption occurs globally. Our suppliers account for approximately 80% of our total GHG emissions. The volume of GHG emissions from the use of energy varies depending on the types of goods and services provided by suppliers. While we have already started identifying our highest-emitting supplier categories, we leverage the transitional provision related to the value chain to gain deeper insights into our supplier emissions. As such, we will disclose this information in the coming years.

We are committed to mitigating the effects of our energy use by reducing energy consumption where possible, transitioning to renewable energy sources, and exploring other options to lower GHG emissions. We recognize that our ability to reduce GHG emissions is influenced by various factors, including the geographical location of our offices and suppliers, as well as our reliance on key suppliers such as data center and print providers. We are monitoring the potential effects of technologies, such as artificial intelligence, on energy use and related GHG emissions.

→ For an overview of our climate change mitigation activities, see *Actions and resources related to climate change (E1-3)* on page 110

While our double materiality assessment (DMA) indicated that we have a climate-related impact, we did not identify any material climate-related risks. This was evident through our resilience analysis, conducted as part of our DMA, where we considered our initial climate scenario analysis which identified potential climate-related physical and transitional risks to better understand developments or uncertainties related to climate change, in the short, medium, and long term.

Environmental disclosures CONTINUED

For the preliminary assessment of our risks and opportunities in a range of potential future states and time horizons, we selected two different climate-related scenarios: Business As Usual and 1.5 degrees warming. In the assessment of physical risks, we used Relative Concentration Pathways scenarios from the Intergovernmental Panel on Climate Change. To assess transition risks, we used World Energy Outlook scenarios from the International Energy Agency.

We concluded that physical climate change risks, such as extreme weather conditions, temperature rise, sea level rise, and droughts, could potentially lead to:

- Disruption for employees working online, commuting to work, or travelling for work;
- Damages to our own office buildings, warehouses, and servers and shortage of water for employees and cooling needs, leading to disruption of services; and
- Delivery issues from upstream partners and suppliers. More specifically, this may concern disruption of services due to overheating of servers and IT systems and damage to supplier assets such as warehouses and servers.

Risks associated with the transition to a low-carbon economy may lead to:

- Reputational risk of failure to meet emission reduction targets leading to heightened stakeholder concerns or negative feedback regarding lack of climate change management within the company; and
- The risk of misalignment with changing customer preferences and needs of professional software, when not investing sufficiently in development of products that enable climate change mitigation and adaptation.

Our preliminary resilience analysis also considered our risk management measures, including our risk control and business continuity management program, which support our capacity to adjust to climate change. Based on this initial assessment, we expect our strategy and business model to be prepared to address these potential climate-related risks.

→ For more information on our approach to climate change adaption, see *Actions and resources related to climate change (E1-3)* on page 107

→ For a description of how the impact of climate-related matters was considered in the preparation of the financial statements, see *Note 3 – Accounting estimates and judgments* of the *Financial statements* on page 162

In 2025, we intend to refine our work by obtaining more concrete insights into our value chain, including analyzing the locations of key upstream assets, such as data centers, and by considering new scenarios. We intend to use the subsequent climate-scenario analysis to better understand our company's resilience towards climate change.

→ For more information on the iterative process of the DMA and the impact this may have on future financial and impact materiality, see *Process to identify and assess material impacts, risks, and opportunities (IRO-1)* on page 104

The Corporate Sustainability team identifies and assesses climate-related risks, which are then discussed with the Corporate Risk Committee. This group monitors material risks and determines company-wide mitigating actions.

Transition plan for climate change mitigation (E1-1)

We are committed to minimizing our impact on the environment, in line with the COP21 Paris Agreement and the COP27 Sharm el-Sheikh Implementation Plan to limit global warming. We are not excluded from the EU Paris-aligned Benchmarks.

We have assessed our greenhouse gas footprint including scope 1, 2, and 3 emissions. Based on that assessment, we have developed a transition plan to reduce our GHG emissions in line with a pathway to limit global warming to 1.5°C. This plan was approved by our Executive Board and Supervisory Board.

Our near-term GHG emission reduction targets were validated by the Science Based Targets initiative (SBTi) in 2023. In January 2025, we increased the ambition of our scope 1 and 2 near-term targets, following the success of our office decarbonization initiatives. We submitted this update to our targets for validation by the SBTi, together with our long-term emissions reduction target to reach net-zero by 2050.

→ For more information, see *Targets related to climate change (E1-4)* on page 112

We have identified the following decarbonization levers as part of our transition plan:

Scope 1 & 2 emissions	
Office footprint reduction	We have an ongoing plan to reduce the footprint of our offices around the world through office closures and consolidations.
Renewable electricity	We are actively switching to renewable electricity for our owned offices and those leased offices where we control the electricity contract ourselves. For leased offices where the energy contract is controlled by the landlord, we engage with them about moving to renewable energy contracts.
Energy efficiency	We will continue to improve energy efficiency, such as improving insulation, installing energy efficient devices, and implementing motion-sensor LED lighting.
Scope 3 emissions	
Supply chain decarbonization	We expect that multiple macro-level developments will support this lever, including: • Renewable electricity becoming a larger part of the grid mix; • Suppliers investing in energy efficiency improvement measures on their own; • Transport vehicles becoming less carbon-intensive due to advancements in engine design and a shift to renewable energy sources; and • Suppliers setting GHG emissions reduction targets and working towards decarbonization, regardless of direct engagement with Wolters Kluwer. Alongside these systemic changes, we are taking steps to engage with our suppliers on decarbonization. We will engage with strategic suppliers to highlight the importance of decarbonization, request insights into their GHG emissions, implement decarbonization initiatives, and set science-based targets.
Business travel	Key measures include motivating behavioral changes by developing a structured approach encouraging virtual meetings, replacing air travel with train or car travel where possible, ensuring travel consolidation, and minimizing business and first-class flights to reduce the emission intensity of air travel.
Employee commuting	We have implemented a flexible work policy allowing employees to work partly from home.

These decarbonization levers are integrated into existing strategies and processes, such as our Corporate Real Estate & Facilities program, supplier management, and transition to flex work. This further ensures that our transition plan is aligned with our overall business strategy and financial planning. These levers also consider relevant environmental, societal, technological, market, and policy developments. As we refine our climate scenario analysis in the coming years, we aim to incorporate a range of scenarios to maintain the relevance of these levers and overall transition plan.

Wolters Kluwer prioritizes direct emissions reduction efforts. While the company does not currently engage in carbon credit or carbon pricing mechanisms, we may in future consider utilizing carbon offsetting mechanisms such as Energy Attribute Certificates (EACs). We continue to monitor developments related to climate offsetting as part of our long-term plan to achieve net-zero, which insinuates neutralizing residual emissions.

Regarding alignment with the EU Taxonomy, we will consider objectives or plans (CapEx, CapEx plans, OpEx) for aligning our economic activities with criteria established in Commission Delegated Regulation 2021/2139.

Progress on implementing our transition plan

During 2024, we made progress on implementing our transition plan. To address scope 1 and 2 emissions, we continued to execute on our Corporate Real Estate & Facilities program, reducing our office footprint globally, increasing the use of renewable electricity, and implementing energy efficiency measures.

To address supply chain-related emissions (scope 3.1, 3.2, and 3.4), we have initiated the development of a plan to engage with our suppliers on decarbonization, alongside other ESG topics. This includes the selection and implementation of a supplier sustainability assessment tool. In the coming years, we will strengthen our efforts to further decarbonize our supply chain.

To address scope 3.6 emissions related to business travel, we have identified various abatement measures and initiated discussions on their implementation, which we will work on throughout 2025.

We continue to implement our flexible work policy, which has already resulted in a sustained reduction in scope 3.7 emissions, related to employee commuting.

Our decarbonization efforts directly contribute to our GHG emissions reductions and help us work towards our science-based targets. We anticipate that the emission reductions achieved through our decarbonization strategies will match our 2030 targets. In the coming years, we will continue to evolve our approach to environmental management, focusing on areas like value chain engagement, to achieve the expected emission reductions.

→ We report on our progress against our science-based targets in the *Targets related to climate change (E1-4)* on page 112

→ For more information on our actions related to decarbonization, see the section *Actions and resources related to climate change policies (E1-3)* on page 110

Policies related to climate change (E1-2)

We have adopted an Environmental Policy to manage environmental matters, including the impacts related to climate change. The objective of the policy is to minimize the negative impact of our operations on the environment and to comply with applicable local and international environmental laws. The policy was approved by the Executive Board, applies to all divisions, business units, and operating companies that are controlled by the company, and is available on our website.

In accordance with the policy, we observe the three principles on the environment in the United Nations Global Compact to:

- Support a precautionary approach to environmental challenges;
- Undertake initiatives to promote greater environmental responsibility; and
- Encourage the development and diffusion of environmentally friendly technologies.

Our Environmental Policy addresses climate change mitigation, energy efficiency, and renewable energy deployment through our commitment to minimize the environmental footprint of our operations in terms of consumption of energy, water, paper and other natural resources, and production of waste.

We extend these commitments to our suppliers via our Supplier Code of Conduct, which states our expectation to operate in a manner that is protective of the environment.

Our Environmental Policy and Supplier Code of Conduct are available on our website.

Our approach to climate change adaptation is informed by our internal Global Business Continuity Management Standards, which includes guidance on incident management arising from extreme weather events.

Actions and resources related to climate change (E1-3)

In line with our transition plan, our climate change mitigation actions relate to three focus areas, as described below. These actions contribute to reductions in our GHG emissions and are central to helping us achieve our science-based emissions reduction targets.

→ For expected and achieved emission reductions relating from these actions, see *Targets related to climate change (E1-4)* on page 112

We have not identified significant monetary amounts of CapeEx or OpEx that are incremental and directly contributing to climate change mitigation.

→ For more information, see the section *EU Taxonomy* on page 145

Office decarbonization

Optimizing our real estate portfolio by office closures and consolidation and improving the energy efficiency of our existing buildings are core aspects of our transition plan, and have already contributed to significant reductions in our scope 1 and 2 GHG emissions over the past few years.

A significant contributor to the reduction of our energy consumption in our offices is our real estate rationalization program, which involves both office closures and consolidations. As a result of increased mobility (including hybrid working) and updated, flexible office designs, we need less space to accommodate our employees. The reduction in office footprint contributes to reductions in scope 1 and 2 emissions by decreasing direct energy consumption and lowering the demand for electricity and other utilities.

In order to improve energy efficiency, we have integrated minimum sustainability standards for each aspect of the Corporate Real Estate & Facilities program, from office selection and design, to procurement of office services. These standards are applicable for all new offices as well as those undergoing changes. Sustainability is one of the key criteria in the selection process for our new offices. This includes requirements on having LEED, BREEAM, or DGNB certificates, LED lighting, as well as proximity to public transport, to name a few.

For offices currently undergoing changes, such as lease renewals or renovations, we implement motion-sensor LED lighting to improve energy efficiency.

We have ongoing efforts to transition towards renewable energy sources. In 2024, we switched to renewable electricity contracts for two of our largest owned offices. In 2025, we intend to switch to renewable energy contracts for other owned offices that are not subject to closure in the near future. For leased offices, we have initiated discussions with landlords about moving to renewable energy contracts, where these are controlled by the landlord. Such discussions typically take place at the point of lease renewal. For leased offices where we control the electricity contract, we intend to switch to renewable contracts upon their expiration.

Reducing emissions from business travel

Our business travel policy encourages employees to make prudent use of resources and to consider both financial costs and environmental impacts when choosing to travel. Employees are expected to make efforts to eliminate travel and instead make use of virtual meetings and events, where possible and appropriate. This policy also restricts the use of business class in air travel.

To raise employee awareness on their travel-related emissions and empower them to make more environmentally-conscious travel choices, our travel booking tool displays the CO_2 emissions of each flight option and provides information on the carbon footprint of air travel at large.

In the coming year, we will review our business travel policy and assess our actions related to business travel emissions to identify additional relevant abatement levers to support our scope 3 emissions reduction targets.

Supply chain decarbonization

We request our suppliers to commit to the environmental standards in our Supplier Code of Conduct. This policy sets forth our expectations for suppliers to reduce their environmental footprint, work towards science-based emissions reduction targets, and report on their progress.

Environmental disclosures CONTINUED

In 2024, we took further steps to develop our supplier engagement strategy on decarbonization.

First, we updated our due diligence questionnaire to include new questions on climate-related matters that have helped us gain better visibility of our suppliers' maturity levels regarding GHG emissions monitoring and reduction targets.

Second, we generated an inventory of our largest suppliers by spend and their respective scope 1, scope 2, and upstream scope 3 GHG emissions, as disclosed in their annual or sustainability reports. These suppliers were analyzed based on their GHG emission reduction targets, including whether they had set near- or long-term science-based targets, and whether these have been validated by the Science-Based Targets initiative (SBTi). The CDP (formerly known as the Carbon Disclosure Project) scores of the suppliers were also included in this analysis, resulting in a comprehensive overview of our strategic suppliers' maturity levels regarding GHG reporting and decarbonization. Another aspect of this work involved analyzing the categories of suppliers in order to determine the highest-emitting industries to focus our efforts on.

Based on this inventory, we have devised a plan for assessing performance of suppliers on their GHG emissions reporting practices and decarbonization initiatives through the development of a carbon scorecard. Going forward, we will use this scorecard as the basis for integrating supplier sustainability assessments into the overall supplier performance review process.

Lastly, we have selected a supplier sustainability assessment tool for implementation in 2025. This tool will help us gain visibility of our high-, medium-, and low-risk suppliers, as well as the policies and actions they take on a variety of sustainability issues, including climate change mitigation. In addition to allowing us to conduct more thorough environmental due diligence, this tool will support us in understanding our suppliers' carbon emissions risk, performance, and overall maturity level.

Climate change adaptation

Recognizing that weather and climate extremes are becoming more frequent across the globe, we continue to take action to prepare for the impacts of climate change on the company. Our climate change adaptation strategy is driven by two key programs that enable us to effectively manage climate-related risks and safeguard our people, operations, and assets.

Our business continuity, incident, and IT disaster recovery programs recognize our intent to maintain capabilities empowering the business to deliver on its promises, even during times of crisis. To this end, we conduct annual business risk assessments, including loss-control risk assessments and financial impact assessments, across all our locations. These proactive assessments consider factors such as flooding and adverse weather zones, in turn helping us identify, prevent, and mitigate risks.

Complementing this approach to climate resilience, our global incident management program emphasizes incident preparedness and response. This multi-disciplinary program aims to continuously enhance our reactive capabilities to manage incidents, including extreme weather events like the recent Hurricane Helene. It involves updating plans and procedures, and conducting training and awareness sessions with the Incident Management team to ensure readiness and continuous improvements of our responses and strategies.

→ For more information, see *Business interruption* in *Risk management* on page 54

These programs are developed in line with industry standards, such as the BCI Good Practice Guidelines and ISO 22301, and are reviewed annually, both internally and by external organizations like NIST. Importantly, our climate change adaptation activities follow our company-wide PEAR (People, Environment, Assets, Reputation) approach, which helps us holistically manage challenges during extreme weather events while prioritizing employee well-being.

Targets related to climate change (E1-4)

To support our climate change mitigation and adaptation policies and address the impact on global warming, we have set GHG emission reduction targets, as well as operational targets to optimize our real estate portfolio.

GHG emissions reduction targets

We aim to comply with the criteria for inclusion in the EU Paris-aligned benchmarks by having validated near-term science-based targets with the Science-Based Targets initiative (SBTi). Recently, we resubmitted our scope 1 and 2 targets to increase their ambition, while our scope 3 target remains the same and is validated by SBTi. These targets are in line with the COP21 Paris Agreement and the COP26 Glasgow Climate Pact pathway to limit global warming to 1.5°C.

Our science-based targets include reducing absolute scope 1 and 2 GHG emissions 60% by 2030, from a 2019 base year. We also aim to reduce absolute scope 3 GHG emissions 30% in the same timeframe.

In addition, we formalized our commitment to reach net-zero GHG emissions across our value chain through submitting our long-term target for validation with the SBTi. Based on this target, we aim to reduce absolute scope 1, 2, and 3 GHG emissions 90% by 2050 from a 2019 base year. A limited amount of residual emissions (10%) must be neutralized with high quality carbon removals. Wolters Kluwer will monitor trends and best practices for addressing remaining residual emissions. We recognize that achieving our net-zero target is also dependent on factors beyond our control, including governmental policies, technological developments, and dependency on suppliers and their internal strategies for decarbonization.

The SBTi methodology was applied in determining these targets, guaranteeing that our baseline value accurately reflects our activities and external factors.

Our scope 3 target includes scope 3.1 (purchased goods & services), scope 3.2 (capital goods), scope 3.4 (upstream transportation & distribution), scope 3.6 (business travel), and scope 3.7 (employee commuting). Other scope 3 categories were not included in the scope 3 target setting, as we concluded that these categories are individually not material following a screening analysis. We estimated that these categories would have contributed less than 5% of our total scope 3 emissions.

The base year is not restated for acquisitions and divestments in the years 2020 to 2024 as the net impact thereof is considered immaterial. This aligns with the SBTi methodology, which specifies that if such structural changes lead to less than a 5% change in total base year emissions, recalibrating the targets is not necessary.

→ For further details on methodologies and assumptions applied in the calculations of GHG emissions, see the sections *Energy consumption and mix (E1-5)* on page 114 and *Gross GHG emissions (E1-6)* on page 115

Progress against our GHG emission reduction targets

Our efforts to reduce scope 1 and 2 emissions include reducing our office footprint organically, shifting to renewable energy, and implementing energy efficiency measures. Given the success of our office decarbonization actions in realizing significant reductions to our scope 1 and 2 GHG emissions over the last few years, we have increased the ambition of this near-term target from 50% to 60% reduction by 2030. We submitted the update of this scope 1 and 2 target to the SBTi at the beginning of 2025, together with the long-term target, which are pending validation by the SBTi.

Regarding scope 3 emissions, the majority of our GHG emissions originate from our value chain, particularly from purchased goods and services (scope 3.1). Although we have made some progress in reducing scope 3.1 emissions, we recognize the need to further engage with our suppliers to decarbonize our supply chain. In 2024, despite an increase of 32% in the business travel-related emissions (scope 3.6), we still achieved a modest overall reduction in scope 3 emissions since 2023. We have identified several abatement measures for business travel-related emissions, which we plan to implement in 2025 to ensure alignment with our reduction target and transition plan.

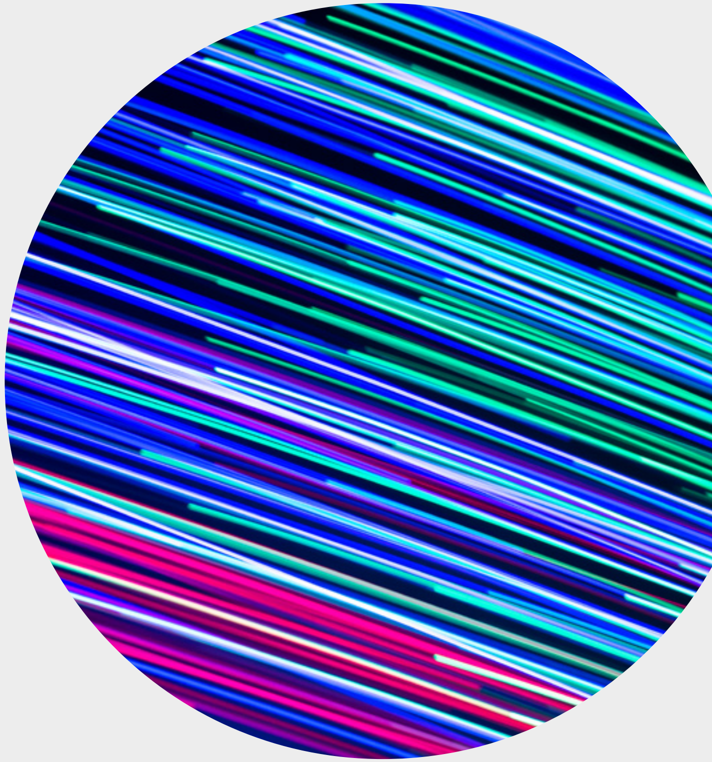
→ For a full list of decarbonization levers, see *Transition plan for climate change mitigation (E1-1)* on page 108

Our GHG emissions reduction targets and progress are displayed in the table and graph on the following page.

Our GHG emission reduction targets

60%
reduction in absolute scope 1 and 2 GHG emissions by 2030 from a 2019 base year

30%
reduction in absolute scope 3 GHG emissions by 2030 from a 2019 base year



Environmental disclosures CONTINUED

Overview of performance against GHG emissions reduction targets

in tCO_2e		2019 base year	2030 target year[1]	2024 reported
Scope 1	Direct emissions	4,035		2,101
Scope 2 (market-based)	Emissions from purchased energy	15,674		7,760
Scope 1 and 2 (market-based)		19,709	7,884	9,861
Scope 3.1	Purchased goods & services	216,409		211,031
Scope 3.2	Capital goods	3,635		1,955
Scope 3.4	Upstream transportation & distribution	21,213		11,900
Scope 3.6	Business travel	25,798		32,593
Scope 3.7	Employee commuting	23,814		8,099
Total scope 3[2]		290,869	203,608	265,578

[1] Scope 1 and 2 market-based target restated, see *Progress against GHG emissions reduction targets*.
[2] This total scope 3 excludes scope 3.11, which is not part of our scope 3 emissions reduction target.

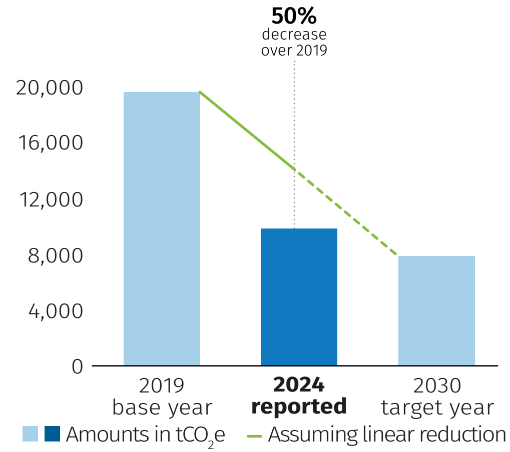
We have established targets for 2030 and 2050, and therefore do not have annual emission reduction targets. Our long-term (net-zero) target is currently undergoing validation by the SBTi and is not included in this overview. We will incorporate this long-term target in this overview in our next annual report.

When comparing the current situation to our 2019 base year, it becomes clear that we have reduced emissions across a variety of areas. As illustrated in the graphs on the right-hand side, we have successfully reduced our scope 1 and 2 emissions by 50% since 2019, and achieved a 9% reduction in scope 3 emissions over the same period. The reduction of our scope 1 and 2 emissions can largely be attributed to our real estate rationalization program. Regarding the reduction of scope 3, shifting from print to digital solutions has significantly reduced emissions from upstream transportation and distribution (scope 3.4), while flexible work arrangements and increased use of public transport or cycling have cut emissions from employee commuting (scope 3.7) over the past six years. The slight decrease to purchased goods and services (scope 3.1) and capital goods (scope 3.2) has resulted from a decrease in spend, the decreased application of industry factors, and increased external supplier emission data. Emissions from upstream suppliers, as well as business travel-related emissions (scope 3.6), remain ongoing focus areas.

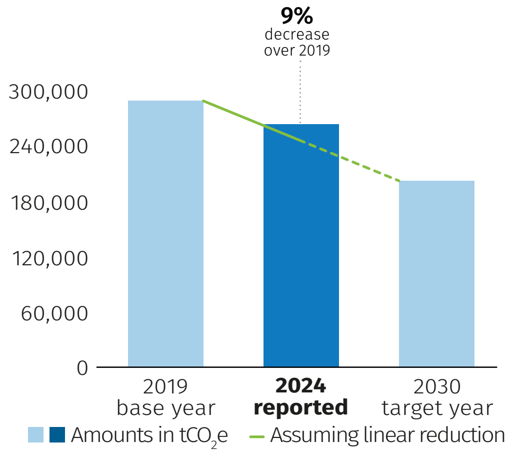
→ For a full explanation for changes to our GHG emissions, see *Gross GHG emissions (E1-6)* on page 115

→ For a description of decarbonization initiatives related to these targets, see *Transition plan for climate change mitigation (E1-1)* on page 108

Scope 1 and 2 emissions



Scope 3 emissions



These graphs demonstrate that, assuming a linear emission reduction over the 11-year period (2019-2030), our scope 1 and 2 emissions for 2024 are ahead of plan, while our scope 3 emissions for 2024 are behind plan. We expect that the reduction in scope 3.1, 3.2, and 3.4 supplier emissions will be non-linear and will require upfront investment to drive change.

Overall, our performance against our emissions reduction targets can be summarized as follows:

- We have achieved 83% of our scope 1 and 2 near-term target; and
- We have achieved 29% of our scope 3 near-term target.

Percentage reduction in our office footprint

Since 2024, we have set an annual target to reduce our office footprint, thereby decreasing our scope 1 and 2 emissions. This target, managed by our Corporate Real Estate & Facilities team, is part of the non-financial performance measures for the short-term incentive plan (STIP). In 2024, we aimed for a 6% reduction in our office footprint and successfully achieved a 9% reduction. Combined with other office decarbonization measures, such as improving energy efficiency and transitioning to renewable energy contracts, this resulted in an 11% decrease in scope 1 and 2 emissions between 2023 and 2024. The target and outcome are on an underlying basis, excluding the impact of acquisitions and divestitures. In 2025, the office footprint reduction target remains part of the STIP non-financial performance measures.

→ For an overview of reduction in office footprint, see *Climate change company-specific metrics* on page 117

→ For inclusion of this target in the STIP, see *Key elements of our remuneration policy* in the *Remuneration report* on page 72

→ For an overview of our GHG emissions, see *Gross GHG emissions (E1-6)* on page 115

Energy consumption and mix (E1-5)

Methodologies and assumptions

Energy consumption of our own operations relates to owned and leased offices. Energy consumption was partly confirmed through meter readings, reports from energy providers, or confirmations from landlords.

Some offices are shared with other tenants. In cases where only the energy consumption of the entire building was available, the energy consumption to our office space was allocated based on our square meter share.

For energy consumption in 2024, 74% of energy consumption in MWh was confirmed. The remainder was estimated or extrapolated by any of the following methods:

- For some large-sized offices, only nine-month data was available. In those cases, data was complemented with fourth-quarter data of the previous year. This estimation method only applied to 2024 and 2023 data following an acceleration of data collection and related to 5% of energy consumption in MWh;
- Medium- or smaller-sized offices for which only 9-month or 11-month data was available were extrapolated to 12 months in a pro rata manner. This extrapolation method only applied to 2024 and 2023 data following an acceleration of data collection and related to 5% of energy consumption in MWh;
- U.S. offices for which no energy data was available were extrapolated using the available energy data of other U.S. offices in the same region as defined by the U.S. Environmental Protection Agency (U.S. EPA). If no energy data was available in a U.S. region, the offices in that U.S. region were extrapolated using the available energy data of all U.S. offices. These extrapolations were done based on relative square meters and related to 7% of energy consumption in MWh in 2024; or
- Offices in other countries for which no energy data was available were extrapolated using the available energy data of other offices in the same country. If no energy data was available in a country, the offices in that country were extrapolated using the available energy data of all our offices globally. These extrapolations were done based on relative square meters and related to 6% of energy consumption in MWh in 2024.

Energy consumption from fossil and nuclear sources were split at a country level based on 2023 electricity and heat supply consumption data from the International Energy Agency (IEA).

Energy production primarily relate to solar panels on roofs of some offices and is only considered in case actual data was available.

Energy consumption and production

in MWh, unless otherwise stated	2024	% of total	2023	% of total	2022	% of total
Energy consumption						
Consumption from fossil sources*	29,823	76%	33,695	78%	37,681	79%
Consumption from nuclear sources*	1,660	4%	1,932	4%	2,095	4%
Renewable energy consumption	7,683	20%	7,772	18%	8,104	17%
Total energy consumption	39,166		43,399		47,880	
Renewable energy consumption						
Consumption from purchased or acquired renewable sources	7,675		7,755		8,031	
Consumption of self-generated non-fuel renewable energy	8		17		73	
Renewable energy consumption	7,683		7,772		8,104	
Energy production						
Total energy production	8		17		73	

* 2023 and 2022 consumption has been reclassified between fossil sources and nuclear sources to reflect recently published heat supply consumption data.

In 2024, energy consumption decreased due to a reduction in square meters and energy-saving measures taken at various offices.

Considering that our 2024 scope 1 and 2 emissions are ahead of plan when assuming a linear emission reduction over the eleven-year period 2019 to 2030, we did not purchase Energy Attribute Certificates (EACs).

We do not have own operations in high climate impact sectors.

Environmental disclosures CONTINUED

Gross GHG emissions (E1-6)

Summary

Our gross scope 1, 2, and 3 greenhouse gas (GHG) emissions can be summarized as follows:

in tCO_2e, unless otherwise stated		YOY	2024	2023[1]	2022[1]
Scope 1 (A)	Direct emissions	-10%	2,101	2,331	2,719
Scope 2 (market-based)	Emissions from purchased energy	-11%	7,760	8,733	9,294
Sub-total scope 1 + 2 (market-based)		***-11%***	***9,861***	***11,064***	***12,013***
Scope 3.1	Purchased goods & services	-5%	211,031	222,184	210,927
Cloud computing and data center services		*29%*	*25,811*	*20,028*	*19,169*
Scope 3.2	Capital goods	-19%	1,955	2,414	2,646
Scope 3.4	Upstream transportation & distribution	-20%	11,900	14,862	14,884
Scope 3.6	Business travel	32%	32,593	24,621	12,544
Scope 3.7	Employee commuting	-5%	8,099	8,526	9,809
Scope 3.11	Use of sold products	4%	4,018	3,872	3,108
Sub-total scope 3 (B)		***-2%***	***269,596***	***276,479***	***253,918***
Total gross GHG emissions (market-based scope 2)		**-3%**	**279,457**	**287,543**	**265,931**
Scope 2 (location-based) (C)	Emissions from purchased energy	-10%	10,179	11,326	11,792
Sub-total scope 1 + 2 (location-based) (A+C)		-10%	12,280	13,657	14,511
Total gross GHG emissions (location-based scope 2) (A+B+C)		**-3%**	**281,876**	**290,136**	**268,429**

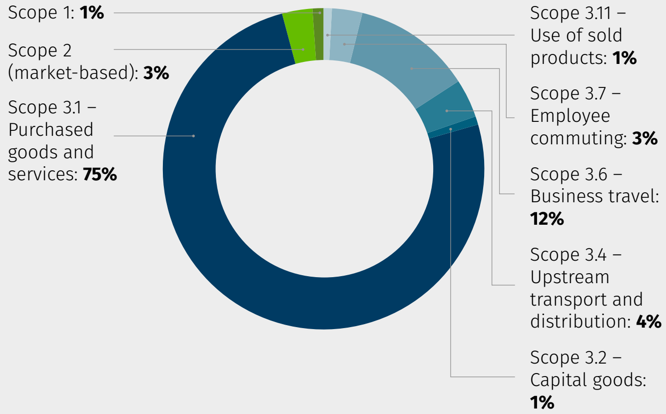
1 Restated, see *Disclosures in relation to specific circumstances (BP-2).*

In 2024, we observed a continued reduction in our scope 1 and 2 emissions, primarily driven by the success of our office decarbonization program. Regarding scope 3 emissions, we experienced a modest decrease in supply chain-related emissions, resulting from a slight decrease in spend. As stipulated by the ESRS, we have disclosed the GHG emissions from purchased cloud computing and data center services as a subset of the overarching scope 3.1 category (purchased goods & services). These emissions account for 11% of our total scope 3.1 emissions, making them material. The increase in emissions from cloud computing and data center services from our heightened use of hosting services in the cloud has resulted in a limited overall decrease to scope 3.1 emissions. This, coupled with the continued increase in business travel-related emissions, has resulted in limited change in gross GHG emissions between 2023 and 2024. The following pages provide concrete details into our emission methodologies, assumptions, and explanations for the changes per scope.

→ For an overview of our decarbonization levers, see *Transition plan for climate change mitigation (E1-1)* on page 108

→ For an overview of our GHG emission reduction targets and progress, see *Targets related to climate change (E1-4)* on page 112

Total GHG emissions for 2024



None of our scope 1 GHG emissions are from regulated emission trading schemes.

Our scope 1 and 2 emissions fully relate to Wolters Kluwer N.V. and its subsidiaries. Scope 1 and 2 emissions from equity-accounted associates are excluded as these were negligible.

The following scope 3 categories were excluded from our emission reporting as a screening analysis showed that these were individually insignificant and would have in aggregate contributed less than 5% of our total scope 3 emissions:

- Scope 3.3 fuel and energy-related activities, considering energy consumption purchased and consumed in our own operations is limited to the owned and leased offices;
- Scope 3.5 waste generated in operations, considering that waste generated in our own operations is limited to office waste;
- Scope 3.9 downstream transportation and distribution, considering that this is limited to our printing activities and that transportation and distribution paid by us is reported under scope 3.4;
- Scope 3.12 end-of-life treatment of sold products, considering that this is limited to our printing activities;
- Scope 3.13 downstream leased assets, considering subleased assets are negligible; and
- Scope 3.15 investments, considering that we have no material investments. Refer also to *Note 20 – Investments in equity-accounted associates* and *Note 21 – Financial assets* in the *Consolidated financial statements*.

The following scope 3 categories are not applicable to us:

- Scope 3.8 upstream leased assets;
- Scope 3.10 processing of sold products; and
- Scope 3.14 franchises.

GHG emissions intensity

Our GHG emissions intensity is as follows:

	2024	2023[1]	2022[1]
Total gross GHG emissions (market-based scope 2) in tCO_2e	279,457	287,543	265,931
Total gross GHG emissions (location-based scope 2) in tCO_2e	281,876	290,136	268,429
Revenues in millions of euros[2]	5,916	5,584	5,453
GHG emission intensity (market-based scope 2) in tCO_2e/revenues m€	47	51	49
GHG emission intensity (location-based scope 2) in tCO_2e/revenues m€	48	52	49

[1] Restated, see *Disclosures in relation to specific circumstances (BP-2)*.

[2] See line item *Revenues* per *Consolidated statement of profit or loss* in the *Financial statements*.

Gross scope 1 and 2 GHG emissions

Methodologies and assumptions

Scope 1 and 2 emissions relate to our owned and leased offices and are calculated based on energy consumption. For further details on energy consumption, see *Energy consumption and mix (E1-5).*

For scope 1 emissions, the U.S. EPA Stationary Combustion conversion factors were used to convert natural gas from MWh into CO_2e within the U.S., and the U.K. Department for Environment, Food and Rural Affairs (Defra) conversion factors were used to convert natural gas and heating oil consumption from MWh into CO_2e outside of the U.S.

For market-based scope 2 emissions, purchased and acquired electricity from fossil and nuclear sources were converted from MWh into CO_2e as follows:

- For the two largest and owned offices, both located in the U.S. and jointly representing approximately 16% of our office square meters, the emission intensity figures of the energy providers were used;
- For other offices in the U.S., the EGRID Subregion emission factors from U.S. EPA were used; and
- For offices in other countries, emission factors from IEA were used.

For market-based scope 2 emissions, purchased and acquired steam and heat were converted from MWh into CO_2e using U.K. Defra conversion factors.

For location-based scope 2 emissions, the above-mentioned factors were used to convert total energy consumption from MWh into CO_2e.

The most recent data available for the above-mentioned factors are from the year 2023.

Scope 1 and 2 emissions

in tCO_2e	**2024**	**2023**	**2022**
Scope 1	2,101	2,331	2,719
Scope 2 (market-based)	7,760	8,733	9,294
Total scope 1 + 2 (market-based)	9,861	11,064	12,013
Netherlands	348	474	404
Europe (excluding the Netherlands)	1,005	1,321	1,902
U.S. and Canada	6,310	7,254	7,674
Asia Pacific	2,173	1,987	2,023
Rest of World	25	28	10
Total scope 1 + 2 (market-based)	9,861	11,064	12,013
Scope 1 + 2 (location-based)	12,280	13,657	14,511

In 2024, scope 1 and 2 (market-based) emissions decreased due to a reduction in square meters, energy-saving measures taken at various offices, and a higher percentage of renewable energy.

Gross scope 3.1, 3.2, and 3.4 GHG emissions

Methodologies and assumptions

Scope 3.1, 3.2, and 3.4 emissions (supplier emissions) all originate from our supply chain.

A major part of supplier emissions is calculated based on spend. Under this spend-based method, suppliers were clustered into industry sectors. U.S. dollar-denominated spend was converted into CO_2e using the supply chain industry emission factors from U.S. EPA. In 2023, U.S. EPA published its latest set of factors, which have a 2019 emission baseline on a 2021 U.S. dollar spend. Subsequently, the U.S. EPA factors were adjusted for U.S. inflation for the years thereafter. Spend denominated in euro or other currencies was converted into CO_2e by the same methodology, whereby industry emission factors were also adjusted for the change in the U.S. dollar – local foreign currency rate. If it was unknown in which industry a supplier operated, the associated spend was converted into CO_2e by using the weighted-average industry emission factors of the suppliers that were clustered into an industry sector.

A smaller part of supplier emissions is calculated using the supplier's most recent publicly available emission data, e.g., through its annual report, its sustainability statements, or its CDP reporting. Under this method, GHG emissions were calculated by dividing our spend by total revenues of the supplier, as reported in the supplier's consolidated financial statements, and then multiplied by the total scope 1, scope 2, and upstream scope 3 emissions of the supplier. For some suppliers, we could not conclude if the supplier reported its emissions in a complete manner and in accordance with acceptable methodologies. For those suppliers, we applied the spend-based method as described in the previous paragraph.

The remainder of supplier emissions is calculated using emission data as provided by suppliers to us. For these suppliers, we confirmed that the emission data covered scope 1, scope 2, and upstream scope 3 emissions in a complete manner with acceptable methodologies.

In case we act as an agent between suppliers and customers, associated supplier emissions are included in our reporting. This spend predominately originates from governmental organizations in the U.S. and is associated with the CT Corporation business of the Financial & Corporate Compliance division.

Scope 3.2 emissions relate to the production of capital goods purchased by us. Scope 3.2 emissions were estimated based on the share of investments in property, plant, and equipment, as reported in *Note 18 – Property, plant, and equipment* in the *Consolidated financial statements*, to the total supplier spend. Using this methodology, all emissions from purchased capital goods are reported in the year of purchase.

Scope 3.4 emissions originate from upstream transportation and/or distribution of products purchased and include the spend on any mode of transport and the storage of these products. We do not transport or distribute these products in vehicles or through facilities leased and operated by us. The methodologies and assumptions for the calculation of scope 3.4 emissions were similar as those of scope 3.1 emissions.

The vast majority of supplier emissions is based on spend. Spend-based calculations have a high level of measurement uncertainty. We applied various assumptions in these calculations, including how suppliers are allocated to industry sectors, the use of U.S. EPA industry emission factors and the adjustments we applied to those, and the use of supplier's publicly available emission data. The estimate that is most sensitive in the measurement is the use of U.S. EPA industry emission factors.

Scope 3.1, 3.2, and 3.4 emissions

in tCO_2e, unless otherwise stated	**2024**	**2023**	**2022**
Scope 3.1 purchased goods & services	211,031	222,184	210,927
Scope 3.2 capital goods	1,955	2,414	2,646
Scope 3.4 upstream transportation & distribution	11,900	14,862	14,884
Total supplier emissions	224,886	239,460	228,457
Spend-based method – U.S. EPA industry factors (% of emissions)	86%	89%	91%
Spend-based method – external supplier emission data (% of emissions)	10%	9%	7%
Supplier-specific method – supplier confirmations (% of emissions)	4%	2%	2%
Spend in € millions	2,316	2,324	2,229
Of which we act as an agent between suppliers and customers			
in € millions	405	519	473

Supplier emissions slightly decreased in 2024 due a decreased spend, the decreased application of U.S. EPA industry factors and increased external supplier emission data, as well as the decrease in upstream transportation & distribution emissions due to moving away from print products.

Gross scope 3.6 emissions

Methodologies and assumptions

Scope 3.6 emissions originate from business travel by employees, traveling by air or car. Emissions from business travel arising from other means of transport, such as public transport, are not material.

We opted to not report emissions associated with business travelers staying in hotels.

Business air travel is calculated using a distance-based method. Air travel is for the vast majority based on data confirmed by travel agents, complemented with data obtained from travel expense records. Air travel data includes the distance per flight segment, i.e., the distance of a flight between two cities, and the cabin class per flight. Flight segment distances were clustered into domestic (below 464 km), short-haul (464 km–3,700 km), and long-haul flights (above 3,700 km). Cabin classes were clustered into economy class, premium economy class, business class, and first class. U.K. Department for Environment, Food and Rural Affairs (Defra) conversion factors were applied to convert kilometers traveled into CO_2e emissions.

Business car travel is calculated by applying an average-based method. Car travel is based on a survey held under approximately 1,500 client-facing employees, predominantly sales staff. About 21% of these employees completed the survey and confirmed their estimated annual kilometers travelled by car for business purposes and whether they travel with a fuel car, hybrid car, or an electric car. The results of the survey were used to extrapolate for all client-facing employees, done on a country-by-country basis. Defra conversion factors were applied to convert kilometers traveled into CO_2e emissions. Applying a survey as basis for calculations may result in a high level of measurement uncertainty. However, this measurement uncertainty is considered not material due to the high response rate and the relative low share of car business travel emissions compared to total scope 3 emissions.

Scope 3.6 emissions

in tCO_2e, unless otherwise stated	2024	2023	2022
Business travel – air travel	31,055	23,368	11,456
Business travel – car travel	1,538	1,253	1,088
Total scope 3.6 emissions	32,593	24,621	12,544
Average full-time equivalents[1]	21,167	20,810	20,061
Emissions per average full-time equivalents	1.5	1.2	0.6

1 See *Note 12 – Employee benefit expenses* of the *Consolidated financial* statements.

The increase in business travel emissions in 2024 is largely explained by increased business travel by air during the 2024 financial year, combined with an increase in Defra conversion factors for long-haul air travel.

Gross scope 3.7 emissions

Methodologies and assumptions

Scope 3.7 emissions originate from commuting by employees. We opted to not report emissions associated with employees working remotely. We applied an average-based method for the calculation of employee commuting emissions.

Employee commuting emissions are based on a survey sent to all employees. More than 11% of employees completed the survey. The average commuting distance, the mode of transport, and commuting frequency were the key questions in the survey. For the mode of transport, employees indicated whether they travel with a fuel car, hybrid car, electric car, motor bike, public transport, bike, or foot, or a combination of those. The results of the survey were used to extrapolate for all employees, done on a country-by-country basis. Defra conversion factors were applied to convert kilometers traveled into CO_2e emissions. Applying a survey as basis for calculations may result in a high level of measurement uncertainty. However, this measurement uncertainty is considered not material due to the high response rate and the relative low share of employee commuting emissions compared to total scope 3 emissions.

Scope 3.7 emissions

in tCO_2e, unless otherwise stated	2024	2023	2022
Total scope 3.7 emissions	8,099	8,526	9,809
Average full-time equivalents[1]	21,167	20,810	20,061
Emissions per average full-time equivalents	0.4	0.4	0.5

1 See *Note 12 – Employee benefit expenses* of the *Consolidated financial statements*.

The decrease in employee commuting emissions in 2024 is largely due to a lower proportion of our employees using cars, and an increase in use of alternative modes of transport, such as public transport and cycling.

Gross scope 3.11 emissions

Methodologies and assumptions

Scope 3.11 emissions originate from customers using our digital information or software products. Customers using our cloud-based software generate direct use-phase emissions. Customers using our on-premise software generate indirect use-phase emissions, which we reported on a voluntary basis in the past. Following a quantitative assessment in 2024, we concluded that the indirect use-phase emissions are not significant relative to our total scope 3 emissions. Therefore, as from 2024, scope 3.11 indirect use-phase emissions are excluded from our GHG emissions reporting. Refer to *Disclosures in relation to specific circumstances (BP-2)* for more information.

Customer emissions originate from the energy consumption of customers' devices when using our cloud software. The average number of users in the year and estimated average number of login hours per user, were determined to calculate the total login time in hours. For some products, total login time in hours was based on the total number of login moments and the average time per login moment. Total login time in hours was extrapolated for products not in scope of the data collection based on digital revenues at business unit level. In 2024, approximately 12% of emissions were extrapolated. Total login time in hours was converted into CO_2e emissions by:

- Estimating the relative share of our software to the average CPU usage of a device, based on external source information. We applied this estimate to all our products;
- Estimating the average watt per hour of a customer's device based on external source information, whereby we assumed that our customers on average use a standard business laptop; and
- Using IEA emission factors to convert MWh into CO_2e emissions, whereby we assumed that approximately 60% of our customers are based in North America, 30% in Europe, and 10% in Asia Pacific following the revenues generated by region as reported in the consolidated financial statements.

As indicated above, there are numerous estimates applied in the calculation of customer emissions. As such, we observe a high level of measurement uncertainty. The estimates that are most sensitive in the measurement are the average number of login hours per user and the relative share of our software to the average CPU usage of a device.

Scope 3.11 emissions

in tCO_2e, unless otherwise stated	2024	2023[1]	2022[1]
Direct use-phase emissions	4,018	3,872	3,108
Total scope 3.11 emissions	4,018	3,872	3,108

1 Restated, see *Disclosures in relation to specific circumstances (BP-2).*

Direct use-phase emissions increased in 2024 due to an increase in the number of users of our cloud software.

Climate change company-specific metrics

Real estate rationalization

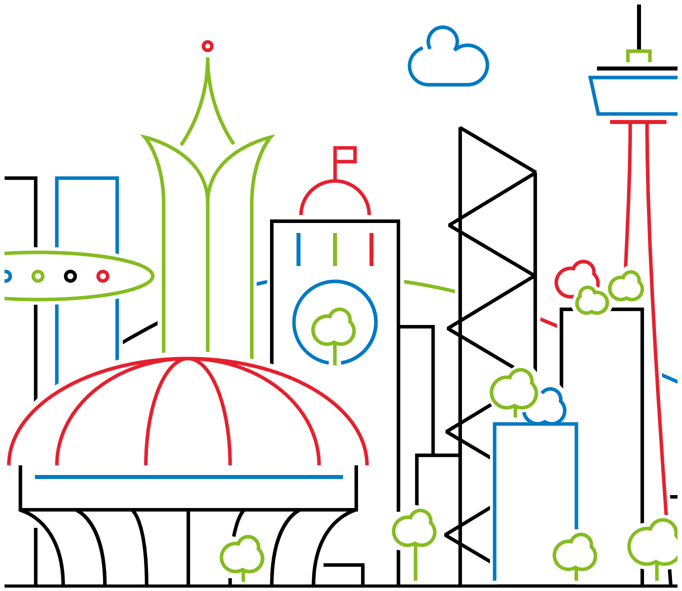
For several years, we have been executing a real estate rationalization program, which has already delivered significant reductions in our office footprint through office closures and consolidations. This program achieved a 9% organic reduction in square meters in 2024.

	2024	2023	2022
Real estate rationalization, % organic reduction[1] in m^2	9%	5%	5%

1 The organic reduction in m^2 excludes the effect of acquisitions and divestments.

Social disclosures

In this section, we provide disclosures on our material impacts, risks, and opportunities relating to social matters, in accordance with ESRS S1, S2, and S4.



Own workforce (ESRS S1)

Material impacts and their interaction with strategy and business model (SBM-3)

Attracting, developing, and retaining a highly skilled and engaged workforce is essential to delivering our strategy. A diverse and motivated workforce drives innovation, better decisions, and stronger performance, which creates value for all our stakeholders. At Wolters Kluwer, we recognize that diversity, equity, inclusion, and belonging (DEIB) is a critical driver of our business success. We foster an inclusive culture, which ensures all employees are heard and respected for their contributions and helps maintain a rewarding work environment. We believe that a balanced work-life environment is essential for the well-being of our employees. By providing our employees with an inclusive and engaging work environment, training and skills development opportunities, well-being resources and benefits, and flexibility in how they work, we positively impact their personal and professional lives.

Our workforce is comprised of employees and non-employees. Non-employees are individual contractors and people provided by suppliers primarily engaged in supporting our business and operations. All individuals in our workforce could be affected by the material impacts and opportunities described in this section, unless otherwise indicated. Certain policies, actions, metrics, and targets only apply to employees. When we refer to both employees and non-employees, we use the term “workforce”.

Wolters Kluwer does not have operations that are at risk of incidents of forced, compulsory, or child labor.

Policies related to own workforce (S1-1)

We have several policies in place relating to our employees that address material sustainability matters and relate to our material impacts of DEIB, training and skills development, and well-being.

Our Code of Business Ethics (Code) sets forth the ethical standards that are the basis for our decisions and actions, and for achieving our business goals. The Code covers various policies, some of which are further detailed in standalone policies, processes, or programs. The Code covers policies on our material impacts related to our workforce. The Code is approved and adopted by the Executive Board and is reviewed annually.

Our policy on equal opportunity, as outlined in the Code, provides that we foster an inclusive company culture. We make employment decisions based on merit and not on discriminatory factors such as race, creed, color, religion, sex, age, national origin, sexual orientation, gender identity, ethnicity, genetics, disability, handicap, veteran status, or any other status protected by law or regulation. This includes equal treatment in recruitment, hiring, training, compensation, promotion, performance assessment, and disciplinary action. This policy is further detailed in our Diversity, Equity, Inclusion, and Belonging (DEIB) Policy and Human Rights Policy. While not explicitly mentioned in our Code, our equal opportunity policies extend to political opinion, national extraction, or social origin. We carefully monitor that our subsidiaries act in accordance with all applicable local laws and regulations, as may apply to them at any point in time.

Our SpeakUp Policy enables our workforce to raise concerns about suspected misconduct, which is defined as a violation of our Code, any other Wolters Kluwer policies, or any applicable laws.

These policies are made available to our workforce in various languages through a dedicated intranet page, as well as through the company's website. Our workforce is made aware of these policies through regular training and communication initiatives.

We support human rights as outlined in the Universal Declaration of Human Rights, the core standards of the International Labor Organization, the United Nations Guiding Principles on Business and Human Rights, and the OECD Guidelines for Multinational Enterprises. We strive to ensure that our own activities do not infringe human rights. We are a signatory of the United Nations Global Compact and the United Nations Women Empowerment Principles and we are committed to aligning with these respective principles. Our human rights policy commitments are aligned with these frameworks and are included in our Code of Business Ethics and Human Rights Policy. Our Human Rights Policy addresses our commitment to taking steps preventing modern slavery or human trafficking in our supply chain or in any part of our business.

Processes for engaging with own workforce and workers' representatives about impacts (S1-2)

We have several mechanisms in place to engage with our workforce and monitor and respond to employee attitudes and sentiments, including surveys and meetings. Once a year, all our employees are invited to participate in the Engagement & Belonging survey, which gauges employee sentiment in areas such as opportunities for growth and development, degree of management support, and sense of inclusion and belonging. Based on the survey responses, we identify improvement areas and implement action plans. In 2024, we implemented additional actions relating to career opportunities and development, based on feedback received from employees from the 2023 Engagement & Belonging survey. See the section *Actions related to own workforce (S1-4)* for more information on these actions.

We conduct targeted surveys during onboarding to understand new hires' early experiences, and at exit to gather feedback from departing employees. These surveys help us capture insights relevant to each stage of the employment cycle. In addition to these surveys, we also use ad hoc methods such as focus groups, polls, and pulse surveys to address emerging concerns and gather real-time feedback on various issues.

Additionally, we hold bi-annual all-employee townhalls, and quarterly townhalls for employees in specific business lines and functions. We also utilize intranet and internal messaging platforms to facilitate communication and support.

In addition to the direct engagement with our employees as laid out above, we regularly engage with the European Work Council (EWC) on strategic and organizational matters. The EWC provides a structured forum for dialogue between central management and employee representatives across different European countries. This ensures that the employees' perspectives are taken into account in plans, initiatives, and decisions that impact employees in multiple countries. Examples of topics related to material sustainability matters discussed with the EWC in 2024 include: results of the Engagement & Belonging survey, initiatives to improve employee engagement and career opportunities, flexible work arrangements, pay transparency and fair compensation, and initiatives to promote use of SpeakUp channels, among others.

We further maintain regular interactions with local work councils in the European countries where such representative bodies are established, in line with local laws.

Our global Talent Management team, in partnership with our HR business partners, focuses on attracting, developing, and retaining a global workforce. The employee listening function collects and analyzes feedback via our global survey platform, providing insights for divisional talent partners to work with business leaders and local HR to create and implement engagement action plans. In Europe, a dedicated HR team collaborates with local work councils to ensure ongoing communication and compliance with local laws.

Our Chief Human Resources Officer has ultimate responsibility for engagement with our workforce.

→ For more information on the engagement with our workforce and their representatives, see *Interests and views of stakeholders (SBM-2)* on page 99

Processes to remediate negative impacts and channels for own workforce to raise concerns (S1-3)

Wolters Kluwer promotes an open and inclusive environment where everyone should feel comfortable voicing their concerns. Our workforce can raise concerns or ask questions through various channels, including direct manager, Human Resources, senior management, or by using the SpeakUp system. A dedicated intranet page provides our workforce information about these channels and the process. Our workforce is made aware of the availability of these channels through training and communication activities.

Our Human Resources function offers expert guidance to our employees focused on cultivating a respectful and equitable workplace aligned with our policies and values. This function handles various employee matters, for example performance management, corrective action, conflict resolution, investigations into policy violations, discrimination and harassment allegations, and religious and/or medical-related accommodations.

We track and monitor all concerns raised and addressed through these channels. As part of the annual Engagement & Belonging survey, we gauge employees' trust in speaking their minds.

→ For more information, see *Business conduct policies and corporate culture (G1-1)* on page 136

Actions related to own workforce (S1-4)

Diversity, equity, inclusion, and belonging (DEIB)

Key to our DEIB approach is fostering a culture where everyone feels they belong, diversity is respected, and each person can contribute to our collective success. ‘Belonging’ is defined as the extent to which employees believe they can bring their authentic selves to work and be accepted for who they are. This is crucial, as it reflects the overall inclusiveness and acceptance within our workplace and is directly linked to higher employee engagement, better performance, and positive business outcomes.

To support the implementation of our approach across all HR processes, we have a dedicated team within the HR organization, comprised of specialists in compensation, benefits, well-being, and recognition.

Our initiatives

As part of our program, we have several initiatives in place to hire, promote, and retain a highly engaged and talented workforce with a strong sense of belonging. Our Global Career Framework provides clarity and consistency in jobs and opportunities by defining roles and responsibilities across the organization. This framework includes base pay structures and is reviewed annually for continuous improvements based on market input. Managers are trained on this framework to ensure they understand and can effectively communicate it to their team members.

We leverage job postings to attract a wide range of qualified candidates creating broad talent pools for open positions. We ensure that job postings are free from biased language and are designed to appeal to a broad range of candidates globally, regardless of their background.

We offer learning programs to all employees, including programs on inclusive behaviors, mitigating bias, and allyship. Our managers receive training on inclusive leadership skills. See *Training and skills development* on the next page for more information.

Our global accessibility resource site provides tools to help employees better navigate our technologies, create inclusive content for all, and enhance colleague collaboration.

We support three global inclusion networks. These are employee-led networks that advance inclusion and increase cultural awareness, allyship, and collaboration across the company. We regularly engage with each of these employee networks. Also, we entered into a partnership with a non-profit foundation dedicated to improving the lives of LGBTQ+ people in workplaces worldwide. See on the right for more information about our three Global Inclusion Networks.

Equal pay for equal work

We are committed to equal pay for equal work. To help us attract, develop, and retain a diverse and engaged workforce that drives innovation and strong performance, we are also committed to increasing transparency and understanding of our career and pay practices to promote fairness and opportunities for growth.

In 2024, we partnered with external experts to conduct a comprehensive global pay study to analyze pay equity across the organization. This global study covered all employees worldwide and focused on all parts of an employee’s pay package, including all fixed and variable components plus other benefits which are in cash and in kind. This data-driven approach helps us in identifying and addressing any gender pay gaps and promoting fairness for employees.

We report the unadjusted gender pay-gap ratio which refers to the difference in average pay between the female and non-female employees. The ratio shows the average female pay as a percentage of the average non-female employee pay. This does not take into consideration factors that drive pay, for example, job level. In addition, we disclose the adjusted gender pay-gap ratio which considers key drivers of pay, for example, job level and location, to gain deeper insights into any potential gaps to promote equal pay for equal work. Based on the findings, we have identified opportunities to minimize the gap.

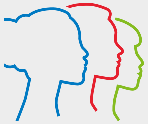
We are developing a comprehensive plan to continuously monitor and manage pay equity, including educating our employees about pay and our pay practices. We will also focus on providing all employees with equal opportunities for growth and advancement through targeted development programs and mentorship opportunities. As we look to 2025, this journey requires a phased approach leveraging the Global Career Framework, along with targeted education and communication

Our Global Inclusion Networks

Pride

The Pride Network creates an inclusive and supportive environment for those who identify as LGBTQ+ and their allies, fostering a sense of community, providing networking opportunities, and enlisting active allyship to create an inclusive environment.

Women’s



The Women’s Network is a community for female employees and their allies to increase inclusion, improve the employee experience, create professional networking and development opportunities, and ensure that Wolters Kluwer remains a global leader in gender equity.

Multicultural

The Multicultural Network plays a vital role in fostering an inclusive and welcoming environment for all employees, regardless of their cultural background.

to empower our managers and employees. We recognize the work ahead and are dedicated to this ongoing effort.

The global pay equity work is managed by a cross-functional team comprised of HR specialists from compensation, analytics, payroll, and benefits. The team partners with HR leadership and external experts to conduct the work. This collaborative effort supports fairness in our compensation practices.

Work-life balance

Our global well-being program is designed to support our workforce by offering resources and content that help employees thrive - emotionally, physically, socially, and financially.

The program is managed by a global team of benefits and well-being experts within our HR organization. This team leverages industry best practices and conducts regular reviews to ensure our programs meet the diverse needs of our employees and their families. Additionally, a network of more than 100 well-being champions volunteer to drive local well-being initiatives to enhance well-being across the organization.

In 2024, we held a Global Well-being Week, during which our employees could participate in various activities related to well-being. The “Let’s Walk Around The World” challenge encouraged employee participation in a collective effort to walk a certain number of steps, symbolizing a journey around the world. We also hosted discussions supporting World Mental Health Day, to raise awareness and provide insights into mental health and well-being.

Well-being tools and resources for our employees

The global Employee Assistance Program (EAP) provides well-being support to all our employees and their household members. The EAP offers confidential counselling services provided by third-party experts around emotional well-being and resources for financial and social well-being. Other tools available to our employees include an application to enhance personal resilience strategies for stress and success and an application that provides access to physical fitness, nutrition, and mindfulness classes.

Work-life balance benefits for our employees

In addition to these highlighted initiatives, we are committed to providing comprehensive benefits to our employees. In many parts of the world, this includes family planning benefits such as parental leave policies, adoption assistance, insurance coverage for fertility services, and support for childcare services. In 2024, we strengthened our family and caregiver support initiatives, for example, by introducing menopause benefits and hosting a panel discussion on parenting options, such as adoption services and surrogacy support.

Flexible work arrangements for our employees

Our flexible work arrangements include flexible work hours and options to partly work from home, that help employees balance their professional and personal commitments.

In addition, we provide comprehensive paid time-off packages. This includes parental leave policies covering maternity leave, paternity leave, adoption leave for either adoption parent, and carers’ leave for an ill or elder family member, including domestic partners. Furthermore, our volunteer time-off program grants our employees time to engage in activities to serve our communities.

We continuously assess and evolve our well-being and benefits offerings, benchmarking against best market practices and considering the evolving needs of our global workforce.

Training and skills development

We facilitate continuous professional growth, upgrading employees’ skills and experience by offering training, regular performance and career development reviews, and other skills development-related activities.

We have a global Learning and Development team within our HR organization that develops, delivers, and maintains training and development initiatives across the company. In addition, we have dedicated talent partners in each division, acting as liaisons between the business leaders and HR. These specialists understand the specific learning needs of their respective businesses and ensure that training solutions address those needs and enhance learner engagement.

In 2024, we advanced our work towards becoming a skills-powered organization where skills drive our talent management. We created and piloted relevant and targeted learning paths for some key jobs and developed career navigation resources to guide employees in specific roles in managing their career development.

Performance and career development

The company has a performance management process for all its employees. This process includes setting quality performance and development goals. Managers and employees work together each year to create these goals and have regular check-ins and an annual review process to discuss progress of these goals. The skills gained by completing a development goal help employees deliver on their performance goals and build skills for future career opportunities.

All employees can participate in the career development process. As part of this process, employees are annually asked to update their talent profile to enable career and development discussions with their manager. Other elements of the career development process include leveraging our career planning tool and a leadership competency assessment.

We maintain an internal site with resources on career and skills development (#Grow). Employees are invited to take part in the offerings on this site through regular communication campaigns.

We have enhanced our succession planning process, which has resulted in an improvement in the readiness and availability of our talent to fill internal job openings. This ongoing process involves identifying critical roles within the organization and working toward building a pool of high-potential successors. We rigorously evaluate the skills and competencies of these individuals and develop tailored development plans to prepare them for future leadership roles.

Training and learning

We have implemented the 70:20:10 learning model, that combines 70% learning on the job, 20% informal learning, and 10% formal training. Our global learning platform enables our businesses to meet their training needs and deploy mandatory and optional training to a global audience. This platform integrates external learning content to provide our employees access to technology-enabled self-paced courses and best-in-class learning content on more than 16,000 training topics.

Leadership development
To continuously improve our leadership capability, we provide leadership development solutions to all our people managers. Our leadership development program includes offerings to build manager capabilities and enhance skills. Before and after the program, participants are invited to provide feedback to help us understand the impact on participants. Participation and completion rates of our leadership development offerings are strong.

In 2024, we expanded our leadership development curriculum to enhance its reach and effectiveness. We introduced greater segmentation of audiences to tailor learning experiences to the specific needs of different leadership levels, such as first-time managers, mid-level managers, and senior managers. We incorporated a blended learning approach, combining traditional classroom instruction with cutting-edge AI-native digital platforms. This includes a mix of interactive learning experiences such as videos, articles, self-paced activities, peer coaching pods, and live facilitated discussions with instructors. We also provided additional resources to support managers in coaching and developing their teams, reinforcing our focus on cultivating an inclusive work environment.

Our flash mentoring program enables one-on-one coaching meetings focused on a specific topic, for example to test an idea or explore a challenge. All executives were invited to participate as mentors. In 2024, the program was expanded to include all non-executive people managers as mentors. Survey respondents reported that their mentoring experiences were valuable, and they would recommend the program to others.

Targets related to own workforce (S1-5)

To attract, develop, and retain a highly skilled and engaged workforce, we evaluated our organization against market benchmarks and have set the following targets.

Improvement to our belonging score
We aim to continuously enhance employee belonging. Our target is to improve the belonging score year-over-year, typically by one point. The belonging score baseline (72) was established in July 2021. We aspire to reach the top 25% of the global benchmark for belonging, as determined by Microsoft Glint's analysis. Belonging score was maintained in 2024. Progress on this key metric is reviewed with our Executive Board and Supervisory Board. Our approach is to focus on continuous improvement and attention of our leadership to fostering an inclusive and engaging work environment. The target is included in the non-financial performance measures for the 2023, 2024, and 2025 short-term incentive plans.

Male/female representation in our Supervisory Board and Executive Board
Dutch law requires at least one-third male and female representation in the Supervisory Board and a target for the male/female representation in the Executive Board. Our target is to have at least 33% male and female representation on our Supervisory and Executive Boards. Progress towards this target is monitored and reviewed by senior leaders.

→ For more information, see the section *Diversity* in *Corporate governance* on page 46

Male/female representation in executive career band
Dutch law requires to establish a target for the male/female ratio for categories of employees in management positions. At Wolters Kluwer, employees in management positions are considered to be those in the executive career band. In 2023, we have set a target to achieve 33% female representation in our executive career band by 2028. The baseline value for this target was 31% in 2022. Progress towards this target is monitored by the HR Leadership team and executive leadership, with data measured by our talent analytics team and reported in monthly dashboards. We achieved this target in 2024. While this target is in line with legal requirements in the Netherlands around setting targets for management positions, we carefully monitor that our subsidiaries comply with all applicable local laws and regulations, as may apply to them at any point in time.

→ For more information, see the section *Diversity* in *Corporate governance* on page 46

We deliver innovative talent solutions that enable performance, growth, and skills development for all employees.

Characteristics of our employees (S1-6)

Methodologies and assumptions

Unless otherwise stated, all numbers are reported in headcount at December 31. Headcount data is sourced from our global human resources management platform. The split by country and region is based on the legal entity the employee is contracted with. A negligible number of employees work in a different country than the country where the legal entity is based.

Headcount by gender is based on the gender indicated by employees in our global human resources management platform. Currently, employees are not yet able to specify a gender other than male or female. Hence, no employees are reported as 'other gender'. Employees who did not select a gender or did not want to disclose their gender are reported under 'not disclosed'.

Headcount by contract term is based on our global human resources management platform. The split between permanent and temporary employees is only reported as from 2024, hence no comparative figures include this split.

Divested operations are excluded from the employee turnover calculation. Employee turnover is split into voluntary turnover and non-voluntary turnover. Voluntary turnover includes employees who initiated the contract termination or employees who retired. Non-voluntary turnover includes employees who were dismissed or passed away. The denominator of the employee turnover calculation is based on a 12-month average headcount.

Race/ethnicity of U.S. employees, which is a company-specific metric, is based on what employees indicated in our global human resources management platform. Races/ethnicities mirror those used for required federal reporting in the U.S. and therefore we only disclose the U.S. employees when disclosing this metric. Other races/ethnicities include employees who identified as being of two or more races, Native American, Alaska Native, Native Hawaiian, or Other Pacific Islander. Employees who did not know their race/ethnicity or did not select a race/ethnicity are reported under 'unknown or not disclosed'.

We did not apply estimates in the reporting of the characteristics of our employees.

Headcount by gender

	2024	% of total	2023	% of total	2022	% of total
Female	9,831	46%	9,812	46%	9,470	46%
Male	11,558	53%	11,438	53%	10,898	53%
Not disclosed	246	1%	188	1%	143	1%
Total headcount at December 31[1]	21,635		21,438		20,511	

[1] See *Note 12 – Employee benefit expenses* of the *Consolidated financial statements.*

Headcount by country and region

	2024	% of total	2023	% of total	2022	% of total
U.S.	8,588	40%	8,707	40%	8,478	41%
India	3,527	16%	3,358	16%	2,810	14%
Other countries	9,520	44%	9,373	44%	9,223	45%
Total headcount at December 31	21,635		21,438		20,511	
The Netherlands	1,180	5%	1,176	5%	1,150	6%
Europe (excluding the Netherlands)	6,934	32%	6,824	32%	6,740	33%
U.S. and Canada	8,979	42%	9,067	43%	8,821	43%
Asia Pacific	4,455	21%	4,295	20%	3,729	18%
Rest of the world	87	0%	76	0%	71	0%
Total headcount at December 31	21,635		21,438		20,511	

The U.S. and India are the only two countries representing at least 10% of our total number of employees in all three years disclosed.

Headcount by contract term

	Female	Male	Not disclosed	Total 2024
Permanent employees	8,500	10,815	216	19,531
Temporary employees	148	122	24	294
Non-guaranteed hours employees	1,183	621	6	1,810
Total headcount at December 31, 2024	9,831	11,558	246	21,635

	Female	Male	Not disclosed	Total 2023
Permanent and temporary employees	8,558	10,759	182	19,499
Non-guaranteed hours employees	1,254	679	6	1,939
Total headcount at December 31, 2023	9,812	11,438	188	21,438

Non-guaranteed hours employees are almost all employed in the U.S. and predominately work in customer service, fulfillment, and inside sales job functions. These employees are entitled to a certain number of paid sick and vacation days. On average, these employees worked 36 hours per week in 2024, assuming 48 working weeks.

Characteristics of our employees (S1-6) continued

Employee turnover

	2024	2023	2022
Employees who left the company in the year (excluding divested operations)	2,043	2,071	3,053
% of total employee turnover	9.5%	9.8%	15.3%
Of which:			
% of voluntary employee turnover	6.6%	7.3%	12.8%
% of non-voluntary employee turnover	2.9%	2.5%	2.5%

Race/ethnicity of U.S. employees

	2024	% of total	2023	% of total	2022	% of total
Asian	1,149	14%	1,114	13%	1,031	12%
Black or African American	631	7%	628	7%	639	8%
Hispanic or Latino	552	6%	551	6%	525	6%
White	5,761	67%	5,852	68%	5,798	68%
Other races/ethnicities	178	2%	188	2%	165	2%
Unknown or not disclosed	317	4%	374	4%	320	4%
Total U.S. headcount at December 31	8,588		8,707		8,478	

Characteristics of non-employees in our own workforce (S1-7)

Non-employees are individual contractors and people provided by suppliers primarily engaged in employment activities.

At present, we do not have a system in place to collect and monitor the characteristics of non-employees in our own workforce. We aim to conclude the implementation of such a system in 2025. We make use of the phase-in option for the reporting of this disclosure and plan to start reporting the global number of non-employees in the next annual report.

Diversity metrics (S1-9)

Methodologies and assumptions

Unless otherwise stated, all numbers are reported in headcount at December 31. The split of headcount by employee category and gender and the split of headcount by age group is based on data from our global human resources management platform.

'Executives' include employees who are in the executive career band, meaning that they have a role with executive managerial responsibilities. In this context, executives exclude the Executive Board. 'Managers' are defined as employees having one or more direct reports, excluding the Executive Board and the executives.

Headcount by employee category and gender

	2024	2023	2022
Supervisory Board by gender[1]			
Female	4	4	4
Male	3	2	3
Executive Board by gender			
Female	1	1	1
Male	1	1	1
Executives by gender			
Female	102	95	91
Male	200	206	200
Not disclosed	–	–	–
Gender ratio, % female			
Supervisory Board[1]	57%	67%	57%
Total headcount	46%	46%	46%
Of which:			
Executive Board	50%	50%	50%
Executives	34%	32%	31%
Managers	40%	41%	39%
Other employees	46%	47%	47%

[1] Supervisory Board members are not employees of the company.

Diversity metrics (S1-9) continued

Headcount by age group

	2024	% of total	2023	% of total	2022	% of total
Under 30 years old	2,897	14%	3,071	14%	2,987	15%
30-50 years old	12,410	57%	12,754	60%	12,223	59%
Over 50 years old	6,328	29%	5,613	26%	5,301	26%
Total headcount at December 31	21,635		21,438		20,511	

Persons with disabilities (S1-12)

Methodologies and assumptions

The disability percentage is derived from U.S. employees that indicated in the global human resources management platform that they have a disability. We have made use of the phase-in option for this metric, in order to provide more time to enhance and refine our data collection procedures for non-U.S. employees. Hence, we will start reporting on the disability percentage for all employees in the next annual report.

Persons with disabilities in the U.S.

	2024[1]	2023	2022
% of U.S. employees with disabilities	9%	2%	2%

[1] In 2024, there is a material increase in the % of employees with disabilities due to the implementation of an enhanced reporting process.

Training and skills development metrics (S1-13)

Methodologies and assumptions

All employees participate in a global performance management process. The performance review is annual and includes all active employees excluding only those who were hired in Q4, employees on long-term leave, employees for which the contract termination was communicated prior to December 31, and interns. While they are not included in the review process, these employees are included in the denominator of the calculation.

Training activity and time spent are captured in the learning platform, which is an integrated module in the global human resources management system. The metric includes all internal training content available in the learning platform. Mandatory compliance training such as the Annual Compliance Training is excluded from the metric. At this time, external training events, self-study, or other types of training events are not captured. We make use of the phase-in option for this metric, hence plan to start reporting full training hours, including those occurring outside of the learning platform, in the next annual report.

The training metrics are calculated based on the headcount at December 31. Executives include employees who are in the executive career band, meaning that they have a role with executive managerial responsibilities. In this context, executives exclude the Executive Board. Managers are defined as employees having one or more direct reports, excluding the Executive Board and the executives.

Performance review

	2024	2023	2022[1]
% of employees participated in performance and career development reviews	96%	97%	–
Participation percentage by gender			
Female	96%	97%	–
Male	97%	96%	–
Not disclosed	62%	86%	–
Participation percentage by employee category			
Executives	98%	99%	–
Managers	98%	99%	–
Other employees	96%	96%	–

[1] In the 2022 Annual Report, we applied a different methodology to calculate this metric. Hence, no comparative is reported.

Training

	2024	2023	2022[1]
% of employees that utilized internal training content available in the learning platform	88%	97%	–
Average number of training hours per employee	8	5	–
Training hours by gender			
Female	9	5	–
Male	8	5	–
Not disclosed	6	3	–
Training hours by employee category			
Executives	8	3	–
Managers	12	6	–
Other employees	8	5	–

[1] In the 2022 Annual Report, we applied a different methodology to calculate this metric. Hence, no comparative is reported.

Work-life balance metrics (S1-15)

Methodologies and assumptions
We report on family-related leave according to the definitions of ESRS, i.e., it includes maternity leave, paternity leave, parental leave, and caregivers' leave from work.

The percentage of employees entitled to take family-related leave is derived from our global human resources management system, plus a small part of our U.S. employees for which data is derived from a third-party family-related leave program.

The percentage of employees that took family-related leave in the year, including the split by gender, is derived from our global human resources management system, plus a report from a third-party leave administrator for a small part of our U.S. employees.

We make use of the phase-in option for this metric, and only report on U.S.-employees. We plan to start reporting work-life balance metrics for the full Wolters Kluwer employees in the next annual report.

Family-related leave in the U.S.

	2024	2023	2022[1]
% of employees entitled to take family-related leave at December 31	100%	100%	100%
% of employees that took family-related leave in the year[1]	4%	6%	–
Family-related leave taken by gender			
Female	5%	6%	–
Male	3%	5%	–
Not disclosed	4%	0%	–

[1] In the 2022 Annual Report, we applied a different definition of family-related leave in the calculation of this metric. Hence, no comparative is reported.

Remuneration metrics (S1-16)

Wolters Kluwer conducted its first global pay equity analysis to determine any gender pay gap. The results of this analysis are being published through the following metrics, in line with the ESRS requirements: unadjusted gender pay-gap ratio, adjusted gender pay-gap ratio, and annual total remuneration ratio. The analysis included all 20,000+ employees and focused on all parts of an employee's pay package, including fixed and variable components plus other benefits. The unadjusted gender pay-gap ratio between females and non-females reports the average pay difference between these groups without accounting for compensable factors such as job level and location. The global adjusted pay gap between females and non-females reports the average pay difference that remains after accounting for compensable factors, including but not limited to job level, job family, geographical location, experience, and job performance. The annual total remuneration ratio refers to the ratio between the highest paid individual and the median annual total remuneration for all employees (excluding the highest-paid individual).

The pay equity analysis was conducted by a dedicated team of specialists within Wolters Kluwer HR, in partnership with an external global consulting firm that specializes in human resources, including compensation analysis and equity assessments. A three-year partnership with the external firm will continue to ensure that our teams are equipped to sustain and enhance equitable pay practices over time. In addition, to ensure the accuracy and reliability of our calculations, we have licensed a widely recognized expert technology that meets industry standards and is accepted by certification bodies.

These complex analytics serve as an objective foundation for fostering a transparent and equitable workplace culture. We are also reporting the adjusted pay-gap ratio as this provides additional insights into pay practices by identifying and measuring compensable factors, such as job level and geographical location, to ensure that all employees are compensated fairly based on their roles, contributions, and performance. Our adjusted pay gap is currently below the anticipated long-term threshold of 5%, which generally reflects our commitment to equal pay for equal work. However, we have identified opportunities to further improve pay differences and minimize the gap. We are dedicated to addressing these opportunities to ensure fairness and equity in our compensation practices.

Methodologies and assumptions
Definition of an employee, pay/compensation elements, and effective date
In the global pay equity analysis, employees are defined as individuals who are employed by Wolters Kluwer (permanent or fixed term) and do not include any contractors, contingent workers, or service providers. All active employees were included in the study across all businesses and all levels.

Employee data was collected as of November 1, 2024, covering 21,555 positions. All parts of an employee's pay package are included, including all fixed and variable components, plus other benefits that form part of the remuneration package. Employee compensation data, sourced from our global human resources management system, local country payroll systems, and benefit sources, represents best estimate for December 31, 2024, to allow adequate time for data collection, consolidation, validation, reporting, and analytics. Compensation elements include contractual annual salary, allowances, bonuses, LTIP annual grant value (based on share fair values on 2024 LTIP grant date), RSU annual grant value, commissions, shift premiums, standby payments, on call pay, overtime pay, and retirement, risk, and health benefits. Remuneration received by the employee is reported in cash (i.e., actual pay) for bonuses, lump sum payments, commissions, shift premiums, standby payments, and on call and overtime pay. All other forms of remuneration are reported on annualized accrual basis (i.e., salary, other benefits/allowances, and share-based payments).

Remuneration metrics (S1-16) continued

Remuneration data of employees was collected globally, validated, and analyzed to report the unadjusted and adjusted gender pay-gap ratios and the annual total remuneration ratio.

Currently, employees are not yet able to specify a gender other than male or female in our global human resources management system. Employees that did not select a gender or did not want to disclose their gender are reported under 'non-females'. This represents less than 1% of employees.

Unadjusted gender pay-gap ratio
Unadjusted gender pay-gap ratio includes all employees' gross hourly pay level and applies the following formula to calculate the gender pay gap:

$$\frac{\text{(Average gross hourly pay level of non-female employees – average gross hourly pay level of female employees)}}{\text{Average gross hourly pay level of non-female employees}} \times 100$$

Adjusted gender pay-gap ratio
Adjusted gender pay-gap ratio includes all employees' gross hourly pay level and considers compensable factors such as job level, geographical location, and experience that may account for legitimate differences in pay. A linear regression analysis was used as the basis to measure the adjusted gender pay-gap ratio. This comprehensive analysis used the gross hourly pay and regressed on indicator variables for demographic factors (typically gender), as well as other bona fide determinants of pay. Controlling for variables such as job grade, experience, and performance ratings, regression analysis allows us to isolate the specific impact of these factors on compensation.

This objective approach provides a clear, data-driven understanding of pay gaps, helping us pinpoint any existing inequities. We consider regression analysis the best method for conducting pay equity studies because it minimizes bias and subjectivity, offering a robust analytical framework. By relying on a data-driven approach, we ensure that our pay equity initiatives are based on objective evidence, promoting a fair and transparent workplace culture.

Annual total remuneration ratio
Annual total remuneration compares the highest-paid individual employee annual total remuneration to the median employee total remuneration (excluding the highest-paid individual) and applies the following formula to calculate:

$$\frac{\text{Annual total remuneration for the undertaking's highest-paid individual}}{\text{Median employee annual total remuneration (excluding the highest-paid individual)}}$$

Remuneration metrics

	2024	2023[1]	2022[1]
Unadjusted gender pay-gap ratio	14.8%	–	–
Adjusted gender pay-gap ratio	3.1%	–	–
Annual total remuneration ratio	106.8	–	–

[1] This is a new metric in the 2024 Annual Report. Hence, no comparatives are reported.

The annual total remuneration ratio is reported in accordance with ESRS requirements and is calculated based on the methodologies described above. It compares the remuneration of the highest paid individual (the CEO) with the median remuneration of all employees in the group. This metric is different to the CEO pay ratio, which is reported in the *Remuneration report* in accordance with the Dutch Corporate Governance Code and is based on IFRS-based remuneration data. The IFRS-based CEO pay ratio compares the CEO annual pay to the average remuneration of all employees in the group (excluding the CEO). The difference between the two ratios is almost entirely explained by the use of a median versus an average (representing the largest part of the difference) and exclusion of social security benefits in the ESRS methodology.

Incidents and complaints (S1-17)

General
Wolters Kluwer maintains a culture of open communication and a safe environment where everyone is encouraged to raise concerns.

In accordance with our Code of Business Ethics (Code) and SpeakUp Policy, our workforce can raise concerns through multiple channels about suspected misconduct, which is defined as a violation of our Code of Business Ethics, any other Wolters Kluwer policies, or any applicable laws.

The number of complaints filed through channels for people in our own workforce to raise concerns includes complaints filed through our SpeakUp system or to HR, for example through our global HR system or to an HR representative directly, excluding any incidents of discrimination and harassment, which are separately captured in the table on the next page. Globally, we use an employee relations case management platform to track complaints reported to HR.

Wolters Kluwer has processes designed to ensure timely reporting of all threatened or actual legal claims, litigation, and alternative dispute resolution proceedings involving Wolters Kluwer, including pre-litigation employment claims globally. Our litigation team tracks and manages such claims in the electronic matter management and electronic invoicing system of record. Matters reported through this process are updated in the system throughout the life cycle of the matter, including the disposition (whether by settlement, judgment, penalty, fine, or otherwise).

Incidents and complaints (S1-17) continued

Methodologies and assumptions

The number of complaints is calculated based on the total number of complaints reported through the SpeakUp system, plus the total number of complaints reported to HR and recorded in the employee relations case management system or confirmed by HR. Complaints regarding discrimination or harassment that were (partly) substantiated are excluded from this calculation, and reported separately in the table below.

Fines, penalties, and compensation for damages are reported through our electronic matter management and electronic invoicing system. The total amount is calculated based on any fines, penalties, or compensation for damages awarded in the reporting year. Settlements are excluded from the calculation.

Incidents and complaints

	2024	2023[1]	2022[1]
Number of complaints	62	–	–
Number of incidents of discrimination, including harassment	5	–	–
Amount of fines, penalties, and compensation for damages	–	–	–

[1] This is a new metric in the 2024 Annual Report. Hence, no comparatives are reported. In prior years, we reported on the number of SpeakUp cases, which are complaints reported through our SpeakUp system. In 2024, 37 out of the 67 complaints and incidents of discrimination, including harassment, were derived from the SpeakUp system (2023: 47). In our 2023 Annual Report, we also reported on the *Number of investigations opened in the U.S. and Canada*. This metric included complaints documented in our employee relations case management platform, plus those matters reported through the SpeakUp system that were investigated as employee relations matter.

Other own workforce company-specific metrics

Methodologies and assumptions

We conduct an annual global Engagement & Belonging survey leveraging a third-party market-leading survey partner to measure belonging (2024, 2023, and 2022: Microsoft Glint). This survey is provided once a year to all employees at that point in time.

Belonging measures the extent to which employees believe they can bring their authentic selves to work and be accepted for who they are. The score on a scale of 0 to 100 is based on a survey by a third-party market-leading survey partner (2024, 2023, and 2022: Microsoft Glint).

Company-specific metrics

	2024	2023	2022
Belonging score	75	75	73
Response rate for Employee Engagement & Belonging survey	75%	72%	65%

Workers in the value chain (ESRS S2)

Material impacts and their interaction with strategy and business model (SBM-3)

Our operations depend on upstream suppliers and their workers in the provision of cloud services, outsourced and offshored data center services, software development and maintenance services, back-office transaction-processing services, content services, and other services.

While we have not yet obtained full insights into the human rights and labor conditions of supply chain workers, based on the available information at this time we have not detected risks related to their human rights, including child labor or forced labor. In general, the sectors in which our suppliers operate typically do not pose significant risks related to severe human rights impacts, including child labor or forced labor. However, it is not excluded that in certain sectors and geographies, supply chain workers may not have equal opportunities, adequate wages, secure jobs, work-life balance, and protection of health and safety at work.

In 2024, we initiated the development of a supplier sustainability assessment strategy which will allow us to gain concrete insights into the social impacts occurring within our value chain. Once we obtain greater visibility of these potential or actual human rights impacts, we will be able to integrate and act on these findings.

Recognizing the challenges in obtaining comprehensive value chain information, the ESRS allows companies to limit this information to what is available in-house and publicly for the first three years. Our double materiality assessment and supply chain due diligence have been based on existing data and research. We use the transitional provision to collect and structure the necessary data from our suppliers.

Policies related to value chain workers (S2-1)

Our Supplier Code of Conduct outlines the environmental, social, and business conduct standards for all our suppliers, business partners, agents, resellers, and third parties providing products or services to us. This supplier code supplements our Code of Business Ethics and establishes the standards and practices that our suppliers must uphold. Included within our Supplier Code of Conduct are the following human and labor rights commitments, among others:

- Suppliers must support and respect internationally recognized human rights in dealing with their employees, clients, suppliers, shareholders, and communities;
- Suppliers must prohibit, prevent, mitigate, and remediate any form of human trafficking, slavery, servitude, or any forced, bonded, prison, military, or compulsory labor. The use of child labor is also unacceptable, adhering to the definitions by the International Labor Organization and the United Nations Global Compact, and complying with all national and international child labor laws;
- Suppliers must ensure equal treatment and reward of their workers, including equal pay for equal work, non-discrimination in hiring and employment practices, and promotion of a diverse and inclusive work environment;
- Suppliers must comply with all applicable wage, hour, and benefits laws and regulations, as well as the payment of fair wages and benefits in line with industry standards; and
- Suppliers must provide a safe, hygienic, and healthy workplace in compliance with all applicable local and national laws and regulations.

Our Supplier Code of Conduct is based upon and aligned with the principles of the United Nations Universal Declaration of Human Rights, the United Nations Guiding Principles on Business and Human Rights, the OECD Guidelines for Multinational Enterprises, and the Core Labor Standards of the International Labor Organization. In 2024, no cases of non-respect of any of these standards or principles were brought to the attention of the company.

The Supplier Code of Conduct represents one of the mechanisms of our Supply Chain Risk Management (SCRM) Program, which is guided by our SCRM Standard. This standard is an internal policy which outlines our approach to conducting risk assessments, due diligence, and monitoring of suppliers to mitigate risks. In the coming years, we plan to review the SCRM Standard to account for guidance on human and environmental due diligence of our supply chain.

Processes for engaging with value chain workers about impacts (S2-2)

In our double materiality assessment, we have engaged in a preliminary scoping exercise to determine some areas of heightened risks of severe impacts, based on proxies such as sector studies and initiatives. Over the next few years, we will conduct a more thorough mapping of our value chain and improve our understanding of the actual and potential human and labor rights issues that apply to our value chain workers. As we gain more visibility into our value chain and begin to assess our suppliers' policies and practices related to their own workforce, we will develop relevant processes to engage with these stakeholders about impacts.

Processes to remediate negative impacts and channels for value chain workers to raise concerns (S2-3)

Our Supplier Code of Conduct provides that workers in our supply chain can raise any questions or concerns to their usual Wolters Kluwer contact or by contacting the Wolters Kluwer Ethics & Compliance team. It also includes our zero-tolerance stance to retaliation against raising a concern in good faith. The channel to raise concerns as described in the Supplier Code of Conduct is available for these workers on our website. We intend to enhance the accessibility of, and information on, this channel and related processes for value chain workers. Wolters Kluwer will review and consider all concerns raised and investigate and respond as appropriate. Concerns raised to the Ethics & Compliance team are centrally tracked and monitored through the SpeakUp system.

→ For more information on the SpeakUp system, see *Business conduct (ESRS G1)* on page 136

Actions related to value chain workers (S2-4)

Our Supply Chain Risk Management Program ensures that third-party relationships are thoroughly evaluated and monitored throughout their duration, thereby mitigating risks. The main elements of the program include an inherent risk assessment, due diligence, contract negotiation, continuous monitoring, and reporting. It also outlines processes for remediation and termination. As part of the due diligence process, suppliers are asked to provide information on, among others, cybersecurity and data privacy, business continuity, anti-bribery and anti-corruption, employee hiring and termination practices, as well as questions that help determine maturity levels in terms of environmental reporting and decarbonization. Based on the supplier's assigned inherent risk classification, the due diligence is repeated every one to three years.

We expect suppliers to uphold the same social and environmental standards to which we are committed. To demonstrate this commitment, we require suppliers to adhere to our Supplier Code of Conduct or to their own equivalent standard. This includes requirements in relation to areas such as human rights, labor conditions, anti-bribery, and the environment. Where a supplier commits to their own equivalent standard, they are asked to confirm adherence to each area covered by their own code of conduct. Wolters Kluwer has not been made aware of or received any reports of significant human rights issues or incidents.

In 2024, we began initiating a new strategy for engaging with suppliers on sustainability. One of the main steps included the selection of a supplier sustainability assessment tool. This tool will form the basis of our human rights due diligence and supplier engagement strategy as it allows us to gain visibility of the potential social impacts related to our value chain at a macro level, as well as facilitate the assessment of our suppliers' current policies and practices regarding their own workforce. Doing so will also help us align with the United Nations Guiding Principles on Business and Human Rights and the OECD Guidelines for Multinational Enterprises. We expect to report on these actions and some initial findings in our next annual report.

The actions related to value chain workers are managed by a dedicated team within our global sourcing & procurement organization in partnership with specialists from our Corporate Sustainability team.

Targets related to value chain workers (S2-5)

We currently do not have targets regarding workers in the value chain. As we improve our visibility of our value chain through a strengthened human rights due diligence and supplier engagement strategy, we will evaluate in the coming years whether setting specific goals is appropriate.

Consumers and end-users (ESRS S4)

Material impacts and their interaction with strategy and business model (SBM-3)

Although the ESRS S4 topical standard is titled 'Consumers and End-Users,' consumers are not relevant to our value chain. Our customers do not consist of individuals who acquire, consume, or use our goods and services for personal use, whether for themselves or others. Our products and services are specifically designed for business or professional purposes.

Therefore, this section focuses exclusively on reporting for end-users, who are defined as individuals that receive the benefit of our products or services through the use thereof by our customers. These could be our direct customers or other parties, such as medical patients, clients of accounting firms, small businesses, or individuals that receive services from our customers based on the use of our products or services by our customer.

For the material impact of data privacy on our direct customers and relevant end-users, please refer to the section *Data privacy (company-specific)* on page 137.

Access to quality information

Providing high-quality, reliable, and actionable solutions to our customers to benefit their end-users is a fundamental aspect of our strategy and business model. Wolters Kluwer's mission is to help our customers make critical decisions every day by offering *expert solutions* that combine deep domain knowledge with specialized technology and services.

Our customers rely on our solutions and services to achieve better outcomes for their clients, patients, or organizations, and to increase their productivity. Detailed insights into our products can be found in the *Strategic report* presented in the earlier sections of this Annual Report.

By providing access to quality information, we create positive impacts for our customers and their end-users. Ensuring high-quality and actionable information through our products and services is also critical to the success of our business. Trust in, and effectiveness of, our *expert solutions* support high customer retention rates and help us maintain our recurring revenue base.

Policies related to consumers and end-users (S4-1)

Our Code of Business Ethics, which includes our global Editorial Policy, supports our objective of providing high-quality products and services. This policy outlines our commitment to delivering high-quality solutions and content based on interpretation, best practice, analysis, and guidance relating to legal, market, and other sources. We strive to be impartial and to reflect accurately the legal, financial, health, and professional landscape and all significant variations of opinion regarding interpretation or best practice. We also actively avoid bias, defamation, and conflict of interest in approaching a subject and in the development of our products. Our Code of Business Ethics is available on our website.

Artificial intelligence (AI) is used in our products where it benefits human experts working in complex professional fields. We rely on our AI Principles to ensure that our products and services are based on a foundation of trust, transparency, and responsibility. Our AI Principles are available on our website.

Policies detailing the specific requirements regarding the provision of quality information to customers and end-users vary across our divisions and business units. This is due to the distinct needs of different user groups and the nature of the content. Consequently, business units often follow tailored policies to guide the development of their respective products and solutions. As an example, please refer to the column on the right where we describe the specific editorial policy of one of our solutions.

SOLUTION HIGHLIGHT

UpToDate Editorial Policy

Our clinical decision tool UpToDate has its own editorial policy, which is a regularly reviewed, interdisciplinary effort created and maintained by a physician editorial leadership, editorial operations leadership, and legal counsel.

The editorial policy is integral in ensuring that UpToDate content is of high quality and can maintain its medical accreditation. UpToDate has specific policies for conflicts of interest, linking, grading, and off-label drug use.

More information on the editorial processes, policies, and legal notices of our solutions is available on our website.

Processes for engaging with end-users about impacts (S4-2)

Providing quality information through our products and services, including *expert solutions*, is fundamental to our purpose and to maintaining the trust of our customers and end-users. We actively engage with customers to gather feedback and incorporate this into our product development process.

To identify new user needs and pain points, we engage in user research and direct feedback initiatives, including contextual research, user interviews, and persona research. Some product teams visit customers on-site to observe product usage in real-world settings and gather firsthand feedback. We also engage small groups of customers for beta testing new products and significant product enhancements. Feedback is collected through advisory boards, user experience interviews, in-app requests, and surveys on specific features, functionality, and overall satisfaction. We utilize various customer feedback and engagement platforms to systematically gather and prioritize feedback, enabling data-driven decisions on new features and enhancements. For certain solutions, we track and review in-product usage data to understand user workflows and behavior.

Annual user group conferences and industry-focused summits provide direct feedback from a wider range of customers and end-users, ensuring these needs are central to product development. Our global user conferences, regional forums, and events allow customers to share experiences, discuss challenges, and explore new use cases. Within our centralized development organization (DXG), we maintain a Center of Excellence for User Experience (UX) and Customer Experience (CX), which helps us understand customer needs at a granular level.

Our customer service teams regularly interact with clients to answer questions and gather feedback. We use Net Promoter Score (NPS) surveys to track satisfaction and product performance, feeding this information into our product development process. By actively collecting and acting on feedback through these various channels, we ensure our products continually evolve to meet customer needs, enabling better outcomes for other end-users like their clients or patients.

Actions related to end-users (S4-4)

The continuous enrichment of our solutions is central to our ongoing product development process. Our dedicated product teams take various actions throughout the year to ensure improved content or workflows. Listed below are just some of the actions and initiatives we take to ensure that customers have access to quality information through the use of our products and services. The activities have been compiled based on an analysis of six of our featured solutions across our five customer-facing divisions.

- ***External experts:*** We commission third-party experts to provide us with professional insights and guidance in their field of expertise and to perform quality assurance as part of our standard product release testing.
- ***Editorial independence:*** We allow our editors independence in their decision-making, free from external pressure to foster a free exchange of ideas.
- ***Content validation and data integrity:*** Our content-based solutions go through a rigorous multi-step process to ensure content accuracy and relevance. All content is obtained from authoritative sources. We also ensure data integrity and consistency through validation workflows and audit trails.
- ***Investing in our solutions:*** As part of our capital allocation philosophy, we spend more than 10% of our revenues on product development each year, ensuring our customers are continuously supported with the right information and workflow tools to be effective.
- ***User testing and feedback:*** We conduct internal user testing, pilot, and beta testing, as well as usage tracking for many of our solutions.
- ***Continuous innovation:*** In addition to driving User and Customer Experience as a discipline across our portfolio to uncover customer needs and drive product ideation, we nurture innovation through formal employee programs like the Global Innovation Awards and Code Games. We also execute value-creation projects related to strategy and market research, which contribute to improving the quality of our products.
- ***Focus on AI-powered solutions:*** Wolters Kluwer has long been deploying AI into our products; a large portion of our digital revenues derive from products that have some form of AI embedded. In 2024, we integrated AI-driven decision support tools into our health software solutions like Lexidrug and UpToDate, enriching both information quality and speed at which clinical insights are made available to healthcare professionals. We also evolved our capabilities by building out a generative AI ecosystem that enables development teams to integrate emerging capabilities into their products, enhancing research and workflows.
- ***Providing tailored, actionable insights:*** We continue to expand our reach by launching localized versions of our solutions, allowing professionals to work more efficiently and ensure compliance with relevant regulations.
- ***Certifications and compliance:*** Many of our solutions are certified or adhere to rigorous standards like ISO 9001, ISO/IEC 27001, and SOC 2 Type II. We conduct regular audits and compliance reviews to ensure standards and frameworks are being followed.

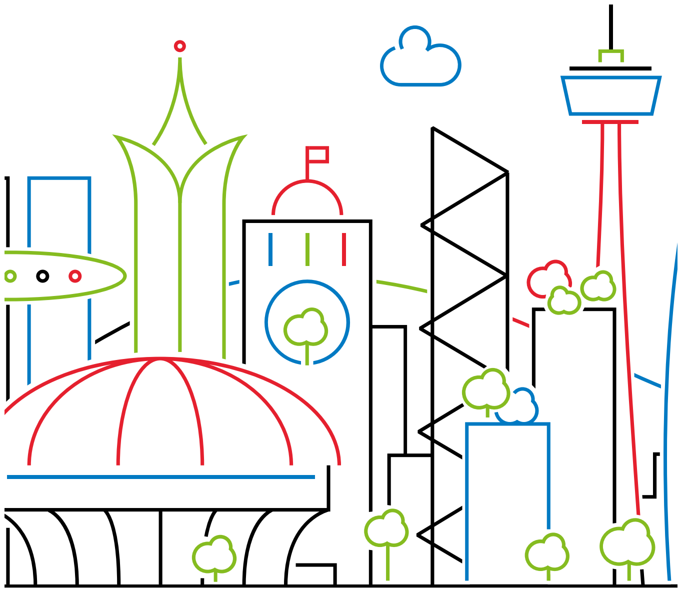
Various methods are used to evaluate the effectiveness of these actions and initiatives, including quality analyst testing, usage tracking, making use of product experience platforms, NPS surveys and in-app NPS scoring, as well as third-party market and industry surveys. We also routinely interview customers about their experience with using our solutions and changes to our interface.

Targets related to end-users (S4-5)

While our individual business units may have internal targets, our processes and policies are highly elaborated and continuously reviewed and updated. As mentioned in the previous section, our business units employ various methods to evaluate the effectiveness of our actions and initiatives. For this reason, we do not consider it necessary to have external targets at this point in time.

Governance disclosures

In this section, we provide disclosures on our material impacts, risks, and opportunities relating to business conduct matters, in accordance with ESRS G1.



Business conduct (ESRS G1)

Our company values and ethical standards are fundamental to how we interact with our employees, customers, suppliers, and partners, and with society at large.

Business conduct policies and corporate culture (G1-1)

Our Code of Business Ethics (Code) sets forth the ethical standards that are the basis for our decisions and actions. The Code provides guidance on how we live our company values. The Code covers multiple topics, such as discrimination and harassment, anti-bribery and anti-corruption, and conflicts of interest, several of which are further detailed in standalone policies. Our Code is published on our internal and external websites in various languages.

We foster our corporate culture by incorporating our values and ethical standards in our day-to-day work. Through various communication and training activities during the year, we support our workforce in understanding how these standards apply to their day-to-day work and interactions with colleagues, customers, and business partners. Our Annual Compliance Training program, mandatory for all employees, includes a course on our Code. As part of this course, our employees are asked to certify that they have read and understood our Code.

Our Code and SpeakUp Policy describe how our workforce can raise concerns about potential unethical situations or behavior. We offer several channels for reporting concerns. Our global SpeakUp system, operated through an external provider, offers our workforce a confidential channel, available 24/7 for reporting concerns in their own language, with the option to report anonymously. Our SpeakUp Policy includes a zero-tolerance for retaliation, meaning that anyone who raises a concern or participates in an investigation in good faith is protected against retaliatory measures, in accordance with the EU Directive for the Protection of Whistleblowers. All concerns reported are promptly assessed and, if an investigation is appropriate, assigned to an impartial and competent internal person to investigate in accordance with internal procedures. We provide information on our SpeakUp program via a dedicated intranet page, communication campaigns, and through training as part of our Annual Compliance Training program.

→ For more information on the number of concerns raised, see *Incidents and complaints (S1-17)* on page 130

We have a zero-tolerance policy towards any form of bribery and corruption. Our global Anti-Bribery and Anti-Corruption Policy strictly prohibits offering, soliciting, giving, or receiving any bribes. We provide training to all our employees on bribery and corruption, as well as role-based training to specific groups. In addition, we regularly communicate our policies to our workforce and provide training. We also conduct an annual compliance risk assessment that includes bribery and corruption. The functions most at risk in respect of corruption and bribery include business units that make use of third-party representatives that interact with government officials or are located in countries with higher risk of corruption based on their Corruption Perceptions Index score.

We monitor our corporate culture through our annual Engagement & Belonging survey, the SpeakUp program, and internal audits. These efforts also help us measure the effectiveness of our Code and our SpeakUp program.

Our high standards of integrity and legal compliance also apply to business partners through our Supplier Code of Conduct. We conduct anti-bribery due diligence screening of our partners and suppliers. In 2024, we did not detect any violations of our Anti-Bribery and Anti-Corruption Policy.

Data privacy (company-specific)

As a data-driven digital company, it is inherent to our business model and strategy that personal information resides in our products. Customers rely on us to deliver our platforms and services safely and reliably while safeguarding their data. We are committed to protecting the personal and professional information of our employees, customers, and partners. In case of privacy or security incidents, the privacy rights of end-users could be negatively impacted. Cybersecurity is a critical component of our business model and strategy. We have in place a robust security program to protect our assets, data, and reputation.

Policies related to data privacy

At Wolters Kluwer, safeguarding the personal data of our workforce, customers, and end-users is paramount. We are committed to upholding data privacy and cybersecurity in compliance with applicable data privacy legislation. To this end, we have established comprehensive policies and procedures to protect the confidentiality, integrity, and availability of personal information, preventing improper disclosure, alteration, or destruction of personal data. Our Global Data Privacy Policy sets forth the data privacy principles that our organization adheres to when processing personal data in our possession. This policy serves as a global baseline across divisions, business units, and countries, reflecting our commitment to adhering to the highest standards of data privacy, including the EU General Data Protection Regulation. In addition, we have several privacy policies specific to functional areas or locations. As part of our contracting with third parties, such as vendors, we include standards and requirements for processing of personal data.

We maintain specific data privacy policies on how personal information of our workforce is used and shared in compliance with applicable regulations. We collect personal data from our workforce only for specified, documented purposes and provide mechanisms for employees to exercise their data privacy rights. We provide mechanisms to our workforce to direct any questions, comments, or requests regarding their personal information and our privacy practices. Generally, the employee privacy policies are provided to, and acknowledged by, our employees upon hire and notification is provided to employees when any material changes are made to these policies.

We are also committed to the protection of the personal information of our customers. We engage with our customers and clients of customers about our privacy practices through clear and transparent communication, notifying them of privacy or security incidents in accordance with applicable legal, regulatory, and/or contractual requirements. We explain how we collect, use, and disclose personal information and provide individuals with clear options regarding their data and the choices they can make about the sharing of their information. Our privacy notices also allow individuals to ask questions or exercise their relevant privacy rights by submitting a form from our website. Customers also have the ability to reach appropriate support resources.

Actions related to data privacy

We have implemented robust incident management procedures to address security incidents and unauthorized acquisition, use, or disclosure of personal data (or suspected attempts to execute such actions). We have a cross-functional, global Information Technology Security Incident Response Team that plans, assesses, enforces, documents, and remediates security incidents and events across Wolters Kluwer. This group promptly analyzes security incidents, assesses the potential impact, determines if any immediate risks exist, and takes prompt actions to mitigate any harm to the company. We also have a channel for our employees to report data privacy incidents. Potential data privacy incidents and risks are managed in accordance with our Data Privacy Incident Management Plan, which describes how we prepare for and respond to incidents. We regularly review and update our incident management guidance and training.

To equip our workforce with the knowledge and skills to safeguard company data, we provide regular training and awareness programs on data privacy and cybersecurity best practices to all employees. Our Annual Compliance Training Program, which includes mandatory cybersecurity and data privacy courses, plays a crucial role in fostering a data-driven culture of security and privacy within the organization.

We continuously strive to improve our data privacy program. In 2025, we plan to implement enhancements to further strengthen our data privacy posture, including identifying and addressing emerging privacy risks.

Policies related to cybersecurity

Our Code of Business Ethics includes a policy on the use of company technology and systems in a responsible and secure manner, which is further detailed in our Acceptable Use Policy and other security policies and standards that are comprised in our comprehensive security program. This program is anchored by a framework of policies, standards, and controls aligned with industry best practices, such as National Institute of Standards and Technology, Cybersecurity Framework (NIST CSF) and ISO 27001, that are designed to protect data from accidental or unlawful destruction, loss, alteration, unauthorized disclosure, or access. These standards govern the collection, processing, storage, transmission, and protection of data, aiming to maintain confidentiality, integrity, and availability. The program mandates industry-standard practices. We continually update and enhance the program to address emerging threats, evolving industry standards, and advancements in security technologies. All security policies and standards undergo regular review, updates, and approvals.

Actions related to cybersecurity

We perform regular information security risk assessments to assess and evaluate the effectiveness of the security program. The program is assessed annually by an independent third party, allowing us to measure our performance each year with a cybersecurity maturity score. Since 2020, the cybersecurity maturity score has been based on the NIST CSF which is a risk-based model.

For select systems, applications, and services, we have achieved over 85 attestations and certifications, most notably SOC 1 Type 1, SOC 2 Type 2, HITRUST, FedRAMP, CSA STAR, and MSDPR. In addition, some of our locations that support IT operations and some of our products have attained ISO 27001 certification.

Cybersecurity governance structure
The security program has a three-tiered management structure. It is overseen by our Leadership Security Council which is comprised of senior executives. This council provides strategic guidance to address cybersecurity risks impacting company operations and prioritizes initiatives from a financial, human, or technology perspective. Our Chief Information Security Officer leads the Technology Security Council and is responsible for managing and monitoring the overall program. Our Technology Security Council manages the overarching security strategy and IT security risk across the company. This group also drives global alignment to the program's objectives, supported by dedicated taskforce groups.

Corporate culture and data privacy company-specific metrics

Methodologies and assumptions
The percentage of employees who completed the Annual Compliance Training is derived from data tracked by our global human resources learning platform. This metric is calculated based on the headcount at December 31, excluding employees on long-term leave.

The engagement score is based upon our annual global Engagement & Belonging survey conducted by an independent market-leading survey partner Microsoft Glint (2024, 2023, and 2022). This survey is provided once a year to all employees at that point in time. In 2024, 75% of employees completed this survey. Microsoft Glint top 25th benchmark is calculated by considering all Glint customers and takes the top 25th percentile of scores for each question or index.

The indexed cybersecurity maturity score is based on a company-wide program designed to maintain cybersecurity at or above the industry standard benchmark for high-tech companies. The cybersecurity maturity score is based on assessment performed by a third party, based on the National Institute of Standards and Technology (NIST) framework.

Corporate culture and data privacy

	2024	2023	2022
% of employees who completed the Annual Compliance Training	99	99	99
Employee engagement score	78	78	77
Employee engagement relative to global top 25th benchmark Microsoft Glint	3 points below	3 points below	–
Indexed cybersecurity maturity score	115.0	113.8	110.0

Targets related to corporate culture and data privacy

We have set the following targets to advance corporate culture and data privacy.

Improvement to our employee engagement score
We aim to continuously enhance employee engagement. Our target is to improve the score year-over-year, typically by one point. The engagement score reflects employees' overall experience and connection to Wolters Kluwer, including their pride in working for the company and recommending it as a great place to work. The engagement score baseline (76) was established in October 2021. We aspire to reach the top 25% of the global benchmark for employee engagement, as determined by Microsoft Glint's analysis. In 2024, the engagement score remained consistent with last year's result. Progress on this key metric is reviewed with our Executive Board and Supervisory Board. Our approach is to focus on continuous improvement and attention of our leadership to fostering an engaging work environment. Corporate culture is one of the topics embedded in the employee engagement score.

Completion of Annual Compliance Training
We have a target that 100% of our active employees should complete the Annual Compliance Training program. All active employees are required to take the Annual Compliance Training every year through our online learning platform. This program includes e-learning courses on the Code of Business Ethics, data privacy, and cybersecurity.

Indexed cybersecurity maturity score
Our target related to cybersecurity is to maintain an indexed cybersecurity maturity score above the benchmark for high-tech companies. In 2024, the indexed cybersecurity maturity score increased slightly to 115.0, exceeding the target of 110 by 5%.

→ For more information on this target, see *Short-term incentive plan 2025* in the *Remuneration report* on page 83

Governance disclosures CONTINUED

Reference table

Section	ESRS Standard	Disclosure Requirement		Reference to sustainability statements	Reference to other chapters in 2024 Annual Report and/or use of phased-in provisions
General disclosures	General disclosures (ESRS 2)	BP-1	General basis for preparation	Page 93	
		BP-2	Disclosures in relation to specific circumstances	Page 93	
		GOV-1	Role of the Executive Board and Supervisory Board	Page 95	*Executive Board* on page 61 and *Supervisory Board* on page 62, in *Governance.* *Culture* in *Corporate governance* on page 46. *Talent management* in *Report of the Supervisory Board* on page 66.
		GOV-2	Information provided to and sustainability matters addressed by the Executive Board and Supervisory Board	Page 96	*Environmental, social, and governance matters* on page 47. *Sustainability* in *Report of the Supervisory Board* on page 66.
		GOV-3	Integration of sustainability-related performance in incentive schemes	Page 96	*Remuneration targets linked to strategic goals* on page 74, *Short-term incentive plan 2024* on page 78, and *Payouts for performance against 2024 STIP targets* on page 79, in the *Remuneration report.*
		GOV-4	Statement on due diligence	Page 97	
		GOV-5	Risk management and internal controls over sustainability reporting	Page 97	
		SBM-1	Strategy, business model, and value chain	Page 98	*Strategy and business model* on page 6 and *Executive team* on page 14, of the *Strategic report.* *Macroeconomic conditions, Competition, and Changes in technology, business models, and customer preferences* in *Risk Management* on page 51. Phased-in used for SBM-1, paragraphs 40 (b) and (c).
		SBM-2	Interests and views of stakeholders	Page 99	

Governance disclosures CONTINUED

Section	ESRS Standard	Disclosure Requirement		Reference to sustainability statements	Reference to other chapters in 2024 Annual Report and/or use of phased-in provisions
		SBM-3	Material impacts, risks, and opportunities and their interaction with strategy and business model	Page 102	*Risk management* in *Governance* on page 49. *Note 3 - Accounting estimates and judgments* in *Financial statements* on page 162. Phased-in used for SBM-3, paragraph 48 (e).
		IRO-1	Process to identify and assess material impacts, risks, and opportunities	Page 104	
		IRO-2	Disclosure requirements covered by the sustainability statements	Page 106	
Environmental disclosures	Climate change (ESRS E1)	SBM-3	Material impacts and their interaction with strategy and business model	Page 107	*Note 3 - Accounting estimates and judgments* in *Financial statements* on page 162.
		E1-1	Transition plan for climate change mitigation	Page 108	
		E1-2	Policies related to climate change	Page 110	
		E1-3	Actions and resources related to climate change	Page 110	*Business interruption* in *Risk Management* on page 54.
		E1-4	Targets related to climate change	Page 112	*Key elements of our remuneration policy* in the *Remuneration report* on page 72.
		E1-5	Energy consumption and mix	Page 114	
		E1-6	Gross GHG emissions	Page 115	
			Climate change company-specific metrics	Page 120	
Social disclosures	Own workforce (ESRS S1)	SBM-3	Material impacts and their interaction with strategy and business model	Page 121	
		S1-1	Policies related to own workforce	Page 121	
		S1-2	Processes for engaging with own workforce and workers' representatives about impacts	Page 122	
		S1-3	Processes to remediate negative impacts and channels for own workforce to raise concerns	Page 122	
		S1-4	Actions related to own workforce	Page 123	
		S1-5	Targets related to own workforce	Page 125	*Diversity* in *Corporate governance* on page 46.
		S1-6	Characteristics of our employees	Page 126	
		S1-7	Characteristics of non-employee workers in our own workforce	Page 127	Phased-in used for S1-7, paragraphs 55 (a), (b), (c), and 57.
		S1-9	Diversity metrics	Page 127	Phased-in used for S1-9, paragraph 66 (a).
		S1-12	Persons with disabilities	Page 128	Phased-in used for S1-12, paragraph 77.
		S1-13	Training and skills development metrics	Page 128	Phased-in used for S1-13, paragraph 83 (b).
		S1-15	Work-life balance metrics	Page 129	
		S1-16	Remuneration metrics	Page 129	
		S1-17	Incidents and complaints	Page 130	

Governance disclosures CONTINUED

Section	ESRS Standard	Disclosure Requirement		Reference to sustainability statements	Reference to other chapters in 2024 Annual Report and/or use of phased-in provisions
			Other own workforce company-specific metrics	Page 131	
	Workers in the value chain (ESRS S2)	SBM-3	Material impacts and their interaction with strategy and business model	Page 132	
		S2-1	Policies related to value chain workers	Page 132	
		S2-2	Processes for engaging with value chain workers about impacts	Page 133	
		S2-3	Processes to remediate negative impacts and channels for value chain workers to raise concerns	Page 133	
		S2-4	Actions related to value chain workers	Page 133	
		S2-5	Targets related to value chain workers	Page 133	
	Consumers and end-users (ESRS S4)	SBM-3	Material impacts and their interaction with strategy and business model	Page 134	
		S4-1	Policies related to consumers and end users	Page 134	
		S4-2	Processes for engaging with consumers and end-users about impacts	Page 135	
		S4-4	Actions related to end-users	Page 135	
		S4-5	Targets related to end-users	Page 135	
Governance disclosures	Business conduct (ESRS G1)	G1-1	Business conduct policies and corporate culture	Page 136	
			Data privacy (company specific)	Page 137	
			Corporate culture and data privacy company-specific metrics	Page 138	
			Targets related to corporate culture and data privacy	Page 138	*Short-term incentive plan 2025* in *Remuneration report* on page 83.

List of data points that derive from other EU legislation

Section	ESRS Standard	Data point that derives from other EU legislation		Reference to sustainability statements
General disclosures	General disclosures (ESRS 2)	GOV-1	Board's gender diversity	Page 95
		GOV-1	Percentage of board members who are independent	Page 95
		GOV-4	Statement on due diligence	Page 97
		SBM-1	Involvement in activities related to fossil fuel activities	Not material to us.
		SBM-1	Involvement in activities related to chemical production	Not material to us.
		SBM-1	Involvement in activities related to controversial weapons	Not material to us.
		SBM-1	Involvement in activities related to cultivation and production of tobacco	Not material to us.
Environmental disclosures	Climate change (E1)	E1-1	Transition plan to reach climate neutrality by 2050	Page 108
		E1-1	Undertakings excluded from Paris-aligned Benchmarks	Page 108
		E1-4	GHG emission reduction targets	Page 112
		E1-5	Energy consumption from fossil sources disaggregated by sources for high climate impact sectors	Not material to us.
		E1-5	Energy consumption and mix	Page 114
		E1-5	Energy intensity associated with activities in high climate impact sectors	Not material to us.
		E1-6	Gross scope 1, 2, 3, and total GHG emissions	Page 115
		E1-6	Gross GHG emissions intensity	Page 116
		E1-7	GHG removals and carbon credits	Not material to us.
		E1-9	Exposure of the benchmark portfolio to climate-related physical risks	Not material to us.
		E1-9	Disaggregation of monetary amounts by acute and chronic physical risk	Not material to us.
		E1-9	Location of significant assets at material physical risk	Not material to us.
		E1-9	Breakdown of the carrying value of real estate assets by energy-efficiency classes	Not material to us.
		E1-9	Degree of exposure of the portfolio to climate-related opportunities	Not material to us.
	Pollution (E2)	E2-4	Amount of each pollutant listed in Annex II of the E-PRTR Regulation (European Pollutant Release and Transfer Register) emitted to air, water, and soil	Not material to us.
	Water and marine resources (E3)	E3-1	Water and marine resources	Not material to us.

Governance disclosures CONTINUED

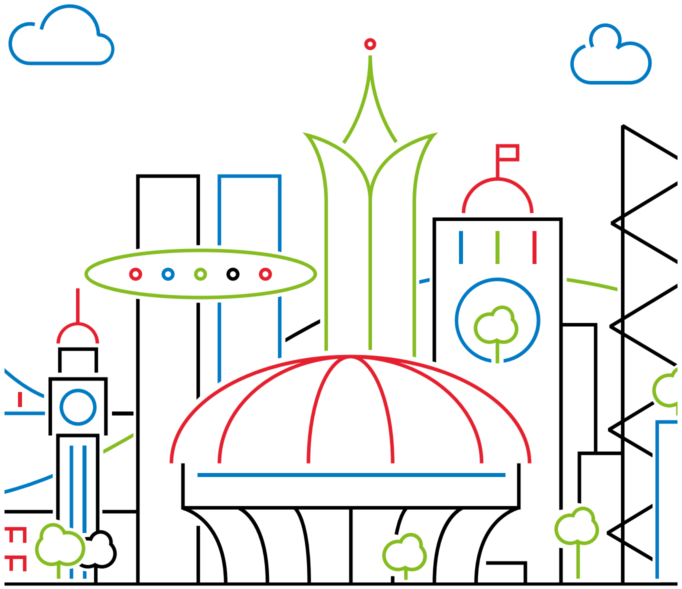
Section	ESRS Standard	Data point that derives from other EU legislation		Reference to sustainability statements
		E3-1	Dedicated policy	Not material to us.
		E3-1	Sustainable oceans and seas	Not material to us.
		E3-4	Total water recycled and reused	Not material to us.
		E3-4	Total water consumption in m³ per net revenue on own operations	Not material to us.
	Biodiversity and ecosystems (E4)	SBM-3	List of material sites and biodiversity-sensitive areas	Not material to us.
		SBM-3	Material negative impacts with regards to land degradation, desertification, or soil sealing	Not material to us.
		SBM-3	Operations affecting threatened species	Not material to us.
		E4-2	Sustainable land and agriculture practices or policies	Not material to us.
		E4-2	Sustainable oceans and seas practices or policies	Not material to us.
		E4-2	Policies to address deforestation	Not material to us.
	Recourse use and circular economy (E5)	E5-5	Non-recycled waste	Not material to us.
		E5-5	Hazardous waste and radioactive waste	Not material to us.
Social disclosures	Own workforce (S1)	SBM-3	Risk of incidents of forced labor	Not material to us.
		SBM-3	Risk of incidents of child labor	Not material to us.
		S1-1	Human rights policy commitments	Page 122
		S1-1	Due diligence policies on issues addressed by the fundamental International Labor Organisation Conventions 1 to 8	Page 122
		S1-1	Processes and measures for preventing trafficking in human beings	Page 122
		S1-1	Workplace accident prevention policy or management system	Not material to us.
		S1-3	Grievance and complaints handling mechanisms	Page 122
		S1-14	Number of fatalities and number and rate of work-related accidents	Not material to us.
		S1-14	Number of days lost to injuries, accidents, fatalities, or illness	Not material to us.
		S1-16	Gender pay gap	Page 130
		S1-16	Annual total remuneration ratio	Page 130
		S1-17	Incidents and complaints	Page 130
		S1-17	Non-respect of U.N. Guiding Principles on Business and Human Rights, ILO principles, and/or OECD Guidelines	Not material to us.
	Workers in the value chain (S2)	SBM-3	Significant risk of child labor or forced labor in the value chain	Page 132
		S2-1	Human rights policy commitments	Page 132
		S2-1	Policies related to value chain workers	Page 132
		S2-1	Non-respect of U.N. Guiding Principles on Business and Human Rights, ILO principles, and/or OECD Guidelines	Page 132

Governance disclosures CONTINUED

Section	ESRS Standard	Data point that derives from other EU legislation		Reference to sustainability statements
		S2-1	Due diligence policies on issues addressed by the fundamental International Labor Organisation Conventions 1 to 8	Page 132
		S2-4	Human rights issues and incidents connected to upstream and downstream value chain	Page 133
	Affected communities (S3)	S3-1	Human rights policy commitments	Not material to us.
		S3-1	Non-respect of U.N. Guiding Principles on Business and Human Rights, ILO principles, and/or OECD Guidelines	Not material to us.
		S3-4	Human rights issues and incidents	Not material to us.
	Consumers and end-users (S4)	S4-1	Policies related to consumers and end-users	Page 134
		S4-1	Non-respect of U.N. Guiding Principles on Business and Human Rights, ILO principles, and/or OECD Guidelines	Page 134
		S4-4	Human rights issues and incidents	Not material to us.
Governance disclosures	Business conduct (G1)	G1-1	United Nations Convention against Corruption	Not material to us.
		G1-1	Protection of whistleblowers	Not material to us.
		G1-4	Fines for violation of anti-corruption and anti-bribery laws	Not material to us.
		G1-4	Standards of anti-corruption and anti-bribery	Not material to us.

EU Taxonomy

The EU Taxonomy is a classification system that defines criteria for economic activities that are aligned with a net-zero trajectory by 2050, and the broader environmental goals other than climate. The EU Taxonomy helps direct investments to the economic activities most needed for the transition, in line with the European Green Deal objectives.



Assessment of compliance with the EU Taxonomy regulatory framework

Introduction

The EU Taxonomy regulatory framework (Taxonomy), as applicable for reporting in our 2024 Annual Report, includes:
- Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investments (Regulation);
- Delegated Act (EU) 2021/2139 (Climate Delegated Act);
- Delegated Act (EU) 2021/2178 (Disclosures Delegated Act);
- Delegated Act (EU) 2022/1214 (Complementary Climate Delegated Act); and
- Delegated Acts (EU) 2023/2485 (amending the Climate Delegated Act) and 2023/2486 (Environmental Delegated Act).

In 2024, we continued to evaluate the impact of these delegated acts and have not identified any changes in comparison to the approach applied in the prior year.

The EU Taxonomy disclosures are part of our environmental disclosures.

Nature of Taxonomy-eligible economic activities

We identified the following Taxonomy-eligible economic activities:
- Activity 6.5 – Transport by motorbikes, passenger cars, and light commercial vehicles;
- Activity 7.2 – Renovation of existing buildings;
- Activity 7.7 – Acquisition and ownership of buildings; and
- Activity 8.1 – Data processing, hosting, and related activities.

We concluded that these economic activities are solely eligible with respect to the environmental objective, climate change mitigation. We did not identify any eligible economic activities with respect to the other five environmental objectives.

In 2024 and 2023, none of the eligible activities qualified as aligned, nor as enabling or transitional activities. For further details, see *Assessment of Taxonomy alignment* on page 148.

Activity 6.5 – Transport by motorbikes, passenger cars, and light commercial vehicles – eligibility

Among others, activity 6.5 consists of leasing of vehicles designed as category M1. Category M1 vehicles are vehicles for carriage of passengers, comprising not more than eight passenger seats to the drivers. In some countries, certain employees are entitled to a lease car. We assumed that all lease cars driven by employees qualify as category M1 vehicles and as such we concluded that this activity applies to us.

Only the CapEx KPI is applicable to us for activity 6.5.

Activity 7.2 – Renovation of existing buildings – eligibility
Activity 7.2 consists of construction and civil engineering works or preparation thereof. In addition, the Taxonomy description refers to Nomenclature of Economic Activities (NACE) codes F41 and F43. NACE F41 relates to development and construction activities, which we do not conduct. NACE F43 relates to a wide scale of renovation activities, including electrical installations, floor and wall covering, painting, and roofing activities. Such activities can apply to us at our owned offices, existing leased offices, or newly leased offices. We note that renovation activities at leased offices are often conducted by landlords and not by us.

Only the CapEx KPI is applicable to us for activity 7.2.

Activity 7.7 – Acquisition and ownership of buildings – eligibility
Activity 7.7 consists of buying real estate and exercising ownership of that real estate. In addition, the Taxonomy description refers to NACE code L68, which among others relate to rental and operating of own or leased real estate. This activity applies to us as we have owned and leased offices.

Only the CapEx KPI is applicable to us for activity 7.7.

Activity 8.1 – Data processing, hosting, and related activities – eligibility
Activity 8.1 consists of the storage, manipulation, management, movement, control, display, switching, interchange, transmission, or processing of data through data centers, including edge computing. We interpreted that hosting activities as offered to customers qualify under this description. Customers that purchase a cloud-based product get access to software that is licensed on a subscription basis and is centrally hosted by us or our suppliers. In case of on-premise products, hosting is mostly arranged by the customer itself. However, hosting is provided as a separate performance obligation to some customers of on-premise products.

Only the turnover KPI is applicable to us for this activity, as almost all hosting services are purchased by us from third parties.

Assessment of other economic activities

We assessed the potential eligibility of some other Taxonomy activities.

Activities 7.3, 7.4, 7.5, and 7.6 all relate to installation, maintenance, and repair of assets associated with office buildings that reduce energy consumption or increase the use of renewable energy. Although such assets may be present at our offices, we concluded that installation, maintenance, and repair are predominately conducted by landlords of our leased offices and not by us. Also, we did not conduct such activities at our owned offices in 2024 and 2023.

Activity 8.2 relates to data-driven solutions for GHG emission reductions. Through our Corporate Performance & ESG division, we offer comprehensive tools and expert guidance to help customers meet regulatory requirements, to support sustainability efforts, and to manage ESG risks efficiently. However, none of our ESG solutions directly enable GHG emission reductions. As such, we concluded that activity 8.2 does not apply to us.

EU Taxonomy CONTINUED

Accounting policies and assumptions

Turnover

Total turnover, i.e., the denominator of the turnover KPI, is equal to revenues as reported in the consolidated statement of profit or loss within the FInancial statements. For accounting policies regarding the recognition of revenues, see *Note 6 – Revenues* in the *Financial statements*.

Eligible revenues under activity 8.1, i.e., the numerator of the turnover KPI, relate to hosting offered by us to our customers. In case of a cloud-based product, hosting is not a distinct performance obligation but part of the SaaS performance obligation. In other words, hosting does not generate revenues independently. To calculate the numerator, we calculated the share of customer-related hosting costs as included in the sum of cost of revenues and research, development, and editorial costs and multiplied this ratio by total revenues. The same methodology was applied to hosting offered to customers purchasing an on-premise product, as we do not track such hosting revenues centrally.

Customer-related hosting costs are predominately reported as part of cost of revenues, which is a separate line in the consolidated statement of profit or loss. Research, development, and editorial costs are reported as part of general and administrative costs (see *Note 10 – General and administrative costs* in the *Financial statements*).

The abovementioned calculations for eligible revenues were performed at a business unit level. Hence, the calculations cannot be reperformed based on amounts reported in the consolidated financial statements.

CapEx

Total CapEx, i.e., the denominator of the CapEx KPI, is the sum of:
- Acquired through business combinations – acquired identifiable intangible assets;
- Investments – other intangible assets;
- Acquired through business combinations – other intangible assets;
- Investments – property, plant, and equipment;
- Acquired through business combinations – property, plant, and equipment;
- Additions from new leases – right-of-use assets;
- Acquired through business combinations – right-of-use assets; and
- Additions from contract modifications and reassessment of options – right-of-use assets.

For the individual amounts reported in the consolidated financial statements and corresponding accounting policies, see *Note 17 – Goodwill and intangible assets other than goodwill, Note 18 – Property, plant, and equipment,* and *Note 19 – Leasing* in the *Financial statements.*

Eligible CapEx, i.e., the numerator of the CapEx KPI, relates to the economic activities 6.5, 7.2, and 7.7.

Economic activity	Reporting in consolidated financial statements
Activity 6.5 – Transport by motorbikes, passenger cars, and light commercial vehicles	Eligible CapEx relates to lease car right-of-use assets and includes the line items 'additions from new leases', 'acquired through business combinations', and 'additions from contract modifications and reassessment of options'. Lease car right-of-use assets are a subset of other leases, hence the eligible CapEx cannot be reconciled to an amount in the consolidated financial statements. See *Note 19 – Leasing* in the *Financial statements*.
Activity 7.2 – Renovation of existing buildings	Eligible CapEx relates to land and buildings and includes the line items 'investments' and 'acquired through business combinations'. See *Note 18 – Property, plant, and equipment* in the *Financial statements*.
Activity 7.7 – Acquisition and ownership of buildings	Eligible CapEx relates to real estate right-of-use assets and includes the line items 'additions from new leases', 'acquired through business combinations', and 'additions from contract modifications and reassessment of options'. See *Note 19 – Leasing* in the *Financial statements*.

OpEx

Total OpEx, i.e., the denominator of the OpEx KPI, is the sum of:

- Direct non-capitalized costs that relate to research and development;
- Building renovation measures;
- Short-term leases;
- Maintenance and repair; and
- Any other direct expenditures relating to the day-to-day servicing of assets of property, plant, and equipment by the undertaking or third party to whom activities are outsourced that are necessary to ensure the continued and effective functioning of such assets.

The far majority of total OpEx originates from direct non-capitalized costs that relate to research and development. This OpEx is presented on the line item research, development, and editorial costs in the consolidated financial statements (see *Note 10 – General and administrative costs* in the *Financial Statements*). It is our interpretation that only costs from third-party suppliers should be considered in total OpEx, i.e., employee benefit expenses reported as research and development costs are excluded.

We have considered the materiality of eligible OpEx in the context of total OpEx for the group. We do not have any material eligible OpEx for any economic activity, therefore the numerator of the OpEx KPI is considered to be nil.

Other contextual information on eligible activities

Turnover

Eligible turnover can be summarized as follows:

in millions of euros, unless otherwise stated	**2024**	**% of total**	**2023**	**% of total**
Eligible turnover – Data processing, hosting, and related activities (8.1)	452	8%	393	7%
Total turnover	5,916		5,584	

The increase in the eligible turnover percentage is predominately explained by an increase in the share of hosting costs as included in the sum of cost of revenues and research, development, and editorial costs.

CapEx

Eligible CapEx can be summarized as follows:

in millions of euros, unless otherwise stated	**2024**	**% of total**	**2023**	**% of total**
Activity 6.5 – Transport by motorbikes, passenger cars, and light commercial vehicles	17		10	
Activity 7.2 – Renovation of existing buildings	2		5	
Activity 7.7 – Acquisition and ownership of buildings	22		23	
Eligible CapEx	41	8%	38	9%
Total CapEx	540		410	

All reported eligible CapEx related to assets corresponding to Taxonomy-eligible economic activities, i.e., none of it is part of existing plans to expand Taxonomy-eligible economic activities or enables Taxonomy-eligible economic activities to become Taxonomy aligned.

Of the eligible CapEx, €4 million (2023: €0 million) was acquired through business combinations.

The increase in eligible CapEx in 2024 is explained by the acquisition of the Isabel Group accountancy solutions in the current year, compared to smaller acquisitions in the prior year. The percentage of eligible CapEx to total CapEx decreased in 2024 compared to 2023, due to certain CapEx elements related to the 2024 acquisition that are included in the denominator but not included in the numerator, specifically relating to intangible assets.

OpEx

Eligible OpEx can be summarized as follows:

in millions of euros, unless otherwise stated	**2024**	**2023**
Eligible OpEx	–	–
Total OpEx	200	192

Assessment of Taxonomy alignment

General

A Taxonomy-aligned economic activity meets the applicable Taxonomy requirements to substantially contribute to at least one of the six environmental objectives, i.e., meets the prescribed technical screening criteria. In addition, a Taxonomy-aligned economic activity does no significant harm (DNSH) to any other objectives and meets the minimum safeguards.

Minimum safeguards are due diligence and remedy procedures to ensure alignment with the Organisation for Economic Cooperation and Development Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights, which we intend to assess in the coming years.

Activity 6.5 Transport by motorbikes, passenger cars, and light commercial vehicles – alignment

Until December 31, 2025, the technical screening criteria prescribe that the vehicle is a low or zero-emission vehicle. As from 2026, the technical screening criteria prescribe that the vehicle is a zero-emission vehicle. For the DNSH assessment, among others the reusability or recycling of the waste and tire noise should be assessed.

Currently, we do not have insight in this data for our lease cars and as such we cannot quantify the proportion of aligned CapEx.

Activity 7.2 – Renovation of existing buildings – alignment
The technical screening criteria for climate change mitigation prescribe that the building renovation either complies with the applicable requirements for major renovations or that the renovation leads to a reduction of primary energy demand of at least 30%. For the DNSH assessment, among others the reusability or recycling of construction and demolition waste should be assessed.

Generally, landlords of our leased offices conduct renovation activities that will reduce energy demand of an office. Our renovation activities largely focus on reorganizing the office space, carpeting, and painting. In some offices, we may invest in new LED lighting or other energy-saving measures. We concluded that our eligible renovation activities in 2024 and 2023 did not meet the technical screening criteria and we expect that future eligible renovation activities will likely not meet the technical screening criteria either.

Activity 7.7 – Acquisition and ownership of buildings – alignment
The technical screening criteria prescribe that buildings that are built before December 31, 2020, have at least an Energy Performance Certificate class A, or are in the top 15% of the national or regional building stock expressed as operational primary energy demand. Buildings that are built after December 31, 2020, are required to meet numerous detailed requirements around primary energy demand, use of water, reusability or recycling of construction and demolition waste, and pollution of building components and materials. For the DNSH assessment, a climate risk and vulnerability assessment regarding climate change adaptation must have been performed.

For our eligible CapEx in 2024, all buildings were built before December 31, 2020, and none had an Energy Performance Certificate class A.

We intend to execute a climate risk and vulnerability assessment regarding climate change adaptation. As energy-efficiency is one of the selection criteria for new office leases, this may result in some aligned activities in future years.

Activity 8.1 – Data processing, hosting, and related activities – alignment
The technical screening criteria prescribe that all expected practices from the most recent version of the European Code of Conduct on Data Center Energy Efficiency are implemented, and that the global warming potential of refrigerants used in the data center cooling system does not exceed 675. For the DNSH assessment, among others the presence of restricted substances and the existence of a waste management plan should be assessed.

Currently, we do not have insight in this data as data centers are predominately operated by third-party suppliers and as such, we cannot quantify the proportion of aligned CapEx. We intend to connect with our largest data center suppliers on this topic in 2025, which potentially may result in some aligned activities in future years.

Nuclear and fossil gas related activities (Template 1 of Annex XII of the Disclosures Delegated Act)

Nuclear energy related activities		
1	The undertaking carries out, funds, or has exposures to research, development, demonstration, and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle.	No
2	The undertaking carries out, funds, or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies.	No
3	The undertaking carries out, funds, or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	No
Fossil gas related activities		
4	The undertaking carries out, funds, or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	No
5	The undertaking carries out, funds, or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels.	No
6	The undertaking carries out, funds, or has exposures to construction, refurbishment, and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels.	No

EU Taxonomy CONTINUED

Proportion of turnover associated with Taxonomy-eligible and Taxonomy-aligned economic activities

	2024			Substantial contribution criteria						DNSH criteria ('Do No Significant Harm')									
Economic activities	Codes	Turnover	Proportion of turnover 2024	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Minimum safeguards	Proportion of Taxonomy-aligned (A.1) or eligible (A.2) turnover 2023	Category enabling activities	Category transitional activities
		m€	%	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. Taxonomy-eligible activities																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)		**–**	**0%**	**0%**	**0%**	**0%**	**0%**	**0%**	**0%**								**0%**		
Of which enabling		–	0%	0%	0%	0%	0%	0%	0%								0%	E	
Of which transitional		–	0%	0%													0%		T
A.2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned)																			
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL										
Data processing, hosting, and related activities	8.1	452	8%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								7%		
Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (A.2)		**452**	**8%**	**8%**	**0%**	**0%**	**0%**	**0%**	**0%**								**7%**		
Turnover of Taxonomy-eligible activities (A.1+A.2)		**452**	**8%**	**8%**	**0%**	**0%**	**0%**	**0%**	**0%**								**7%**		
B. Taxonomy-non-eligible activities																			
Turnover of Taxonomy-non-eligible activities		**5,464**	**92%**																
Total		**5,916**	**100%**																

Y = Yes; N = No; EL = Taxonomy-eligible activity; N/EL = Taxonomy-non-eligible activity; E = Enabling; T = Transitional

EU Taxonomy CONTINUED

Proportion of CapEx associated with Taxonomy-eligible and Taxonomy-aligned economic activities

	2024			Substantial contribution criteria						DNSH criteria ('Do No Significant Harm')									
Economic activities	Codes	CapEx	Proportion of CapEx 2024	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Minimum safeguards	Proportion of Taxonomy-aligned (A.1) or eligible (A.2) CapEx 2023	Category enabling activities	Category transitional activities
		m€	%	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. Taxonomy-eligible activities																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		**–**	**0%**	**0%**	**0%**	**0%**	**0%**	**0%**	**0%**								**0%**		
Of which enabling		–	0%	0%	0%	0%	0%	0%	0%								0%	E	
Of which transitional		–	0%	0%													0%		T
A.2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned)																			
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL										
Transport by motorbikes, passenger cars, and light commercial vehicles	6.5	17	3%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								2%		
Renovation of existing buildings	7.2	2	1%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								1%		
Acquisition and ownership of buildings	7.7	22	4%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								6%		
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (A.2)		**41**	**8%**														**9%**		
CapEx of Taxonomy-eligible activities (A.1+A.2)		**41**	**8%**														**9%**		
B. Taxonomy-non-eligible activities																			
CapEx of Taxonomy-non-eligible activities		**499**	**92%**																
Total		**540**	**100%**																

Y = Yes; N = No; EL = Taxonomy-eligible activity; N/EL = Taxonomy-non-eligible activity; E = Enabling; T = Transitional

EU Taxonomy CONTINUED

Proportion of OpEx associated with Taxonomy-eligible and Taxonomy-aligned economic activities

	2024			Substantial contribution criteria						DNSH criteria ('Do No Significant Harm')									
Economic activities	Codes	OpEx	Proportion of OpEx 2024	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Minimum safeguards	Proportion of Taxonomy-aligned (A.1) or eligible (A.2) OpEx 2023	Category enabling activities	Category transitional activities
		m€	%	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. Taxonomy-eligible activities																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		**–**	**0%**	**0%**	**0%**	**0%**	**0%**	**0%**	**0%**								**0%**		
Of which enabling		–	0%	0%	0%	0%	0%	0%	0%								0%	E	
Of which transitional		–	0%	0%													0%		T
A.2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned)																			
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL										
OpEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (A.2)		**–**	**0%**														**0%**		
OpEx of Taxonomy-eligible activities (A.1+A.2)		**0**	**0%**														**0%**		
B. Taxonomy-non-eligible activities																			
OpEx of Taxonomy-non-eligible activities		**200**	**100%**																
Total		**200**	**100%**																

Y = Yes; N = No; EL = Taxonomy-eligible activity; N/EL = Taxonomy-non-eligible activity; E = Enabling; T = Transitional

Financial statements

2024 Financial statements

Notes to the consolidated financial statements

Consolidated statement of profit or loss

in millions of euros, unless otherwise stated, for the year ended December 31		2024	2023
Revenues	*Note 5/6*	5,916	5,584
Cost of revenues	*Note 5*	(1,626)	(1,576)
Gross profit	*Note 5*	4,290	4,008
Sales costs	*Note 9*	(969)	(929)
General and administrative costs	*Note 10*	(1,870)	(1,749)
Total operating expenses	*Note 5*	(2,839)	(2,678)
Other gains and (losses)	*Note 11*	(10)	(7)
Operating profit	*Note 5*	1,441	1,323
Financing income		52	55
Financing costs		(114)	(82)
Other finance income and (costs)		(3)	0
Total financing results	*Note 14*	(65)	(27)
Share of profit of equity-accounted associates, net of tax	*Note 20*	2	1
Profit before tax		1,378	1,297
Income tax expense	*Note 15*	(299)	(290)
Profit for the year		1,079	1,007
Attributable to:			
– Owners of the company		1,079	1,007
– Non-controlling interests	*Note 16*	0	0
Profit for the year		1,079	1,007
Earnings per share (EPS) (€)			
Basic EPS	*Note 7*	4.54	4.11
Diluted EPS	*Note 7*	4.52	4.09

Consolidated statement of comprehensive income

in millions of euros, for the year ended December 31		2024	2023
Comprehensive income			
Profit for the year		1,079	1,007
Other comprehensive income			
Items that are or may be reclassified subsequently to the consolidated statement of profit or loss:			
Exchange differences on translation of foreign operations		227	(126)
Exchange differences on translation of equity-accounted associates	*Note 20*	0	(1)
Recycling of foreign exchange differences on loss of control	*Note 8*	(1)	–
Gains/(losses) on hedges of net investments in foreign operations		(12)	3
Gains/(losses) on cash flow hedges		(12)	(22)
Net change in fair value of cash flow hedges reclassified to the consolidated statement of profit or loss	*Note 14*	5	15
Items that will not be reclassified to the consolidated statement of profit or loss:			
Remeasurement gains/(losses) on defined benefit plans	*Note 30*	(5)	(1)
Other comprehensive income/(loss) for the year, before tax		202	(132)
Income tax on items that are or may be reclassified subsequently to the consolidated statement of profit or loss		4	0
Income tax on items that will not be reclassified to the consolidated statement of profit or loss		1	0
Income tax on other comprehensive income	*Note 22*	5	0
Other comprehensive income/(loss) for the year		207	(132)
Total comprehensive income for the year		1,286	875
Attributable to:			
– Owners of the company		1,285	875
– Non-controlling interests		1	0
Total comprehensive income for the year		1,286	875

Consolidated statement of cash flows

in millions of euros, for the year ended December 31		2024	2023
Cash flows from operating activities			
Profit for the year		1,079	1,007
Adjustments for:			
Income tax expense	*Note 15*	299	290
Share of profit of equity-accounted associates, net of tax	*Note 20*	(2)	(1)
Financing results	*Note 14*	65	27
Amortization, impairment, and depreciation	*Note 13*	479	445
Book (profit)/loss on disposal of operations and non-current assets		(5)	(4)
Fair value changes of contingent considerations	*Note 11*	0	0
Additions to and releases from provisions	*Note 31*	14	12
Appropriation of provisions	*Note 31*	(9)	(10)
Changes in employee benefit provisions		(24)	(7)
Share-based payments	*Note 12*	31	31
Other adjustments		5	8
Adjustments excluding autonomous movements in working capital		853	791
Inventories		9	(7)
Contract assets	*Note 24*	16	(15)
Trade and other receivables		(48)	19
Deferred income	*Note 24*	73	80
Other contract liabilities	*Note 24*	(9)	0
Trade and other payables		41	21
Autonomous movements in working capital		82	98
Total adjustments		935	889
Net cash flows from operations		2,014	1,896
Interest paid (including the interest portion of lease payments)		(94)	(84)
Interest received		52	58
Paid income tax	*Note 22*	(318)	(325)
Net cash from operating activities		1,654	1,545

in millions of euros, for the year ended December 31		2024	2023
Cash flows from investing activities			
Capital expenditure	*Note 17/18*	(314)	(324)
Proceeds from disposal of other intangible assets and property, plant, and equipment		1	1
Acquisition spending, net of cash acquired	*Note 8*	(335)	(61)
Receipts from divestments, net of cash disposed	*Note 8*	1	8
Dividends received		1	0
Cash used for settlement of net investment hedges		(6)	2
Net cash used in investing activities		(652)	(374)
Cash flows from financing activities			
Repayment of loans		(738)	(926)
Proceeds from new loans		1,237	977
Repayment of principal portion of lease liabilities	*Note 19*	(62)	(65)
Collateral received/(paid)		(2)	–
Repurchased shares	*Note 32*	(1,000)	(1,000)
Dividends paid		(521)	(467)
Net cash used in financing activities		(1,086)	(1,481)
Net cash flows before effect of exchange differences		(84)	(310)
Exchange differences on cash and cash equivalents and bank overdrafts		40	(31)
Net change in cash and cash equivalents and bank overdrafts		(44)	(341)
Cash and cash equivalents less bank overdrafts at January 1		989	1,330
Cash and cash equivalents less bank overdrafts at December 31	*Note 26*	945	989
Add: Bank overdrafts at December 31	*Note 26*	9	146
Cash and cash equivalents in the consolidated statement of financial position at December 31	*Note 26*	954	1,135

Consolidated statement of financial position

in millions of euros, at December 31		2024	2023
Non-current assets			
Goodwill	*Note 17*	4,710	4,322
Intangible assets other than goodwill	*Note 17*	1,735	1,598
Property, plant, and equipment	*Note 18*	79	79
Right-of-use assets	*Note 19*	214	241
Investments in equity-accounted associates	*Note 20*	13	11
Financial assets	*Note 21*	5	6
Non-current contract assets	*Note 24*	18	18
Non-current other receivables	*Note 25*	11	14
Deferred tax assets	*Note 22*	56	51
Total non-current assets		6,841	6,340
Current assets			
Inventories	*Note 23*	79	84
Contract assets	*Note 24*	148	160
Trade receivables	*Note 24*	1,129	1,087
Other receivables	*Note 25*	265	202
Current income tax assets	*Note 22*	82	86
Cash and cash equivalents	*Note 26*	954	1,135
Total current assets		2,657	2,754
Total assets		9,498	9,094

in millions of euros, at December 31		2024	2023
Equity			
Issued share capital	*Note 32*	29	30
Share premium reserve		87	87
Legal reserves		540	328
Treasury shares		(470)	(734)
Retained earnings		1,359	2,038
Equity attributable to the owners of the company	*Note 46*	1,545	1,749
Non-controlling interests	*Note 16*	0	0
Total equity		1,545	1,749
Non-current liabilities			
Bonds		3,324	2,723
Private placements		122	127
Lease liabilities		179	209
Other long-term debt		38	27
Total long-term debt	*Note 28*	3,663	3,086
Deferred tax liabilities	*Note 22*	324	281
Employee benefits	*Note 30*	67	81
Provisions	*Note 31*	5	5
Non-current deferred income	*Note 24*	110	102
Total non-current liabilities		4,169	3,555
Current liabilities			
Deferred income	*Note 24*	2,054	1,899
Other contract liabilities	*Note 24*	76	86
Trade and other payables	*Note 27*	1,087	997
Current income tax liabilities	*Note 22*	117	128
Short-term provisions	*Note 31*	28	21
Borrowings and bank overdrafts	*Note 28*	359	196
Short-term bonds	*Note 28*	–	400
Short-term lease liabilities	*Note 28*	63	63
Total current liabilities		3,784	3,790
Total liabilities		7,953	7,345
Total equity and liabilities		9,498	9,094

Consolidated statement of changes in total equity

			Legal reserves			Other reserves				
in millions of euros	Issued share capital	Share premium reserve	Legal reserve participations	Hedge reserve	Translation reserve	Treasury shares	Retained earnings	Shareholders' equity	Non-controlling interests	Total equity
Balance at January 1, 2023	31	87	120	(106)	452	(735)	2,461	2,310	0	2,310
Profit for the year							1,007	1,007	0	1,007
Other comprehensive income/(loss) for the year				(4)	(127)		(1)	(132)	0	(132)
Total comprehensive income/(loss) for the year				(4)	(127)		1,006	875	0	875
Transactions with owners of the company, recognized directly in equity:										
Share-based payments							31	31		31
Cancelation of shares	(1)					947	(946)	0		0
Release LTIP shares						54	(54)	0		0
Final cash dividend 2022							(291)	(291)	0	(291)
Interim cash dividend 2023							(176)	(176)		(176)
Repurchased shares						(1,000)		(1,000)		(1,000)
Other movements			(7)				7	0		0
Balance at December 31, 2023	30	87	113	(110)	325	(734)	2,038	1,749	0	1,749
Balance at January 1, 2024	30	87	113	(110)	325	(734)	2,038	1,749	0	1,749
Profit for the year							1,079	1,079	0	1,079
Other comprehensive income/(loss) for the year				(15)	225	0	(4)	206	1	207
Total comprehensive income for the year				(15)	225	0	1,075	1,285	1	1,286
Transactions with owners of the company, recognized directly in equity:										
Share-based payments							31	31		31
Cancelation of shares	(1)					1,187	(1,186)	0		0
Release LTIP shares						77	(77)	0		0
Final cash dividend 2023							(324)	(324)	(1)	(325)
Interim cash dividend 2024							(196)	(196)		(196)
Repurchased shares						(1,000)		(1,000)		(1,000)
Other movements			2		0		(2)	0		0
Balance at December 31, 2024	29	87	115	(125)	550	(470)	1,359	1,545	0	1,545

Notes to the consolidated financial statements

Note 1 – General and basis of preparation

General

Reporting entity

Wolters Kluwer N.V. (the company) with its subsidiaries (together referred to as 'the group' and individually as 'group entities') is a global provider of information, software solutions, and services for professionals in the health, tax and accounting, financial and corporate compliance, legal and regulatory, and corporate performance and ESG sectors. Our *expert solutions* combine deep domain knowledge with technology to deliver both content and workflow automation to drive improved outcomes and productivity for our customers.

The group maintains operations across the U.S. & Canada, Europe, Asia Pacific, and other regions (referred to as 'Rest of World'). The company's ordinary shares are quoted on Euronext Amsterdam (WKL) and are included in the AEX, Euronext 100, and EURO STOXX 50 indices, among others.

The registered office of Wolters Kluwer N.V. is located at Zuidpoolsingel 2, Alphen aan den Rijn, the Netherlands, with its statutory seat in Amsterdam and a registration with the Dutch Commercial Register under number 33.202.517.

Statement of compliance

The consolidated financial statements have been prepared in accordance with the IFRS® Accounting Standards ('IFRS Accounting Standards') and its interpretations, prevailing as of December 31, 2024, as endorsed for use in the European Union by the European Commission.

These financial statements were authorized for issuance by the Executive Board and the Supervisory Board on February 25, 2025. The adoption of the financial statements and the adoption of the dividend are reserved for the shareholders in the Annual General Meeting of Shareholders on May 15, 2025.

Consolidated financial statements

The consolidated financial statements of the company at and for the year ended December 31, 2024, comprise the group and the group's interest in associates. The material accounting policy information applied in the preparation of these consolidated financial statements is set out in *Note 2 – Material accounting policy information* and the relevant respective notes to the consolidated financial statements.

A list of subsidiaries has been filed with the Chamber of Commerce in The Hague, the Netherlands, and is available from the company upon request. An overview of the significant subsidiaries is included in *Note 38 – Overview of significant subsidiaries*.

Basis of preparation

Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis except for the following material items in the consolidated statement of financial position:

- Financial assets and financial liabilities (including derivative financial instruments) measured at fair value;
- Share-based payments; and
- Net defined employee benefit assets/liabilities.

Presentation currency

The consolidated financial statements are presented in euros and rounded to the nearest million, unless otherwise indicated.

Use of estimates and judgments

The preparation of financial statements in conformity with the IFRS Accounting Standards requires management to make estimates, judgments, and assumptions that affect the application of policies and reported amounts of assets and liabilities, the disclosed amounts of contingent assets and liabilities, and the reported amounts of income and expense. Refer to *Note 3 – Accounting estimates and judgments*.

Going concern

The Executive Board has assessed the going concern assumption as part of the preparation of the consolidated financial statements. The Executive Board believes that no events or conditions give rise to doubt about the ability of the group to continue in operation for at least 12 months from the end of the reporting period.

This conclusion is drawn based on knowledge of the group, the estimated economic outlook, and related identified risks and uncertainties. Furthermore, the conclusion is based on a review of the three-year strategic plan and next year's budget, including expected developments in liquidity and capital, which includes the evaluation of current credit facilities available, contractual and expected maturities of financial liabilities, and covenants. Consequently, it was concluded that it is reasonable to apply the going concern assumption for the preparation of the consolidated financial statements.

Effect of new accounting standards

Except for the EU-endorsed amendments below, the group has consistently applied the accounting policies set out in *Note 2 – Material accounting policy information* and the relevant respective notes to the consolidated financial statements to all periods presented in these financial statements.

Note 1 – General and basis of preparation continued

The group has applied the following amendments for the first time for the annual reporting period commencing January 1, 2024:

- Supplier finance arrangements (amendments to IAS 7 and IFRS 7);
- Classification of liabilities as current or non-current (amendments to IAS 1);
- Non-current liabilities with covenants (amendments to IAS 1); and
- Lease liability in a sale and leaseback (amendments to IFRS 16).

The application of the above mentioned amendments has not had any material impact on the amounts reported or disclosed in these financial statements.

Effect of forthcoming accounting standards

The following forthcoming amendments are not yet effective for the year ended December 31, 2024, and have not been early adopted in preparing these financial statements:

- Lack of exchangeability (amendments to IAS 21);
- Classification and measurement of financial instruments (amendments to IFRS 9 and IFRS 7);
- IFRS 18 – Presentation and Disclosures in Financial Statements;
- IFRS 19 – Subsidiaries with Public Accountability: Disclosures; and
- Sale or contribution of assets between an investor and its associate or joint venture (amendments to IFRS 10 and IAS 28).

IFRS 18 will replace IAS 1, for annual reporting periods beginning on or after January 1, 2027. The new standard will retain many of the requirements from IAS 1 and will add new complementary requirements to the existing ones. In addition, some of the IAS 1 requirements have been moved to IAS 8 and IFRS 7, while minor amendments were affected for IAS 7 and IAS 33 (these amendments will become effective when IFRS 18 is applied).

IFRS 18 will introduce new requirements to:

- Present specified categories and defined subtotals in the statement of profit or loss;
- Disclose management-defined performance measures (MPMs) in the notes to the financial statements; and
- Improve aggregation and disaggregation.

The application of IFRS 18 will require updates to the disclosures in the financial statements.

The other amendments are not expected to have a significant impact on the financial statements of the group.

Comparatives

Within Tax & Accounting, we reclassified €25 million in revenues from multi-year contracts to contracts of one year or less and within Health we reclassified €27 million in revenues from contracts of one year or less to multi-year contracts, in the comparative disclosures. Refer to *Note 6 – Revenues*.

Certain other immaterial reclassifications are made to certain notes to conform to the current year presentation and to improve insights. These reclassifications have had no impact on the comparative shareholders' equity or comparative profit for the year.

Note 2 – Material accounting policy information

Except for the changes explained in *Note 1 – General and basis of preparation*, the group has consistently applied the material accounting policies to all periods presented in these consolidated financial statements. The main principles for the determination and presentation of results and the valuation and presentation of assets and liabilities are described in the relevant respective notes to the consolidated financial statements.

Basis of consolidation

Loss of control

Upon loss of control, the group derecognizes the assets and liabilities of the subsidiary, any non-controlling interests, and the other components of equity related to the subsidiary. Any surplus or deficit arising from the loss of control is recognized in profit or loss.

If the group retains any equity interest in the former subsidiary, such interest is measured at fair value at the date that control is lost. Subsequently, the remaining interest is accounted for as an equity-accounted associate or as a financial asset at fair value through profit or loss or other comprehensive income (OCI), depending on the level of influence retained.

Foreign currency

Functional and presentation currency

Items included in the financial statements of each of the group entities are measured using the currency of the primary economic environment in which the group entities operate (the functional currency). The consolidated financial statements are presented in euros, which is the group's presentation currency.

Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency of the group entities using the exchange rates prevailing at the transaction dates. Foreign exchange gains and losses resulting from the settlement of such transactions during the year and from the translation of monetary assets and liabilities denominated in foreign currencies at year-end exchange rates are recognized in profit or loss.

Note 2 – Material accounting policy information continued

Foreign currency differences arising from the following items are recognized in other comprehensive income:

- Qualifying cash flow hedges to the extent that the hedge is effective; and
- Qualifying net investment hedges on foreign operations to the extent that the hedge is effective.

Non-monetary assets and liabilities in a foreign currency that are measured in terms of historical cost are translated using the exchange rates at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies, that are stated at fair value, are translated to the functional currency at the foreign exchange rates prevailing on the dates the fair value was determined.

Foreign operations
The assets and liabilities of group companies are translated to euros at foreign exchange rates prevailing at the end of the reporting period. Income and expenses of group companies are translated to euros at exchange rates on the transaction dates. All resulting exchange differences are recognized as a component of other comprehensive income in the translation reserve.

When a foreign currency-denominated subsidiary or equity-accounted associates is disposed of, exchange differences that were recognized in other comprehensive income prior to the sale are reclassified to profit or loss as part of the gain or loss on divestments.

Net investment in foreign operations
Net investment in foreign operations includes equity financing and long-term intercompany loans for which settlement is neither planned nor likely to occur in the foreseeable future. Exchange differences arising from the translation of the net investment in foreign operations, and of related hedges, are taken to the translation reserve of foreign operations in other comprehensive income.

Main currency exchange rates

rates to the euro	2024	2023
U.S. dollar (average)	1.08	1.08
U.S. dollar (at December 31)	1.04	1.11

Principles underlying the statement of cash flows

General
Bank overdrafts repayable on demand are included as cash and cash equivalents in the consolidated statement of cash flows to the extent that they form an integral part of the group's cash management. However, in the consolidated statement of financial position, bank overdrafts are presented separately as the offsetting criteria are not met.

Cash flows from operating activities
Cash flows from operating activities are calculated using the indirect method by adjusting the consolidated profit for the year for items that are not cash flows and for autonomous movements in working capital (excluding the impact of acquisitions/divestments, foreign exchanges differences, and reclassifications to assets/liabilities classified as held for sale).

Cash flows from operating activities include receipts from customers, cash payments to employees and suppliers, paid financing costs of operating activities (including interest paid and received, the interest portion of lease payments, paid financing fees, and cash flows resulting from derivatives not qualifying for hedge accounting), acquisition and divestment-related costs paid, spending on restructuring provisions, and income taxes paid.

Cash flows from investing activities
Cash flows from investing activities are those arising from capital expenditure on and disposal of other intangible assets and property, plant, and equipment, acquisitions and sale of subsidiaries and equity-accounted associates, dividends received, and cash flows from the settlement of net investment hedges.

Dividends received are receipts from equity-accounted associates and financial assets measured at fair value through profit or loss or other comprehensive income.

Cash receipts and payments from the settlement of derivative financial instruments are classified in the same manner as the cash flows of the hedged items. The group primarily uses derivatives for hedging its net investments in U.S. dollar-denominated subsidiaries. As a result, cash receipts and payments from the settlement of derivatives are classified under cash flows from investing activities.

Cash flows from financing activities
The cash flows from financing activities comprise the cash receipts and payments from issued and repurchased shares, long-term debt instruments, short-term financing, repayments of the principal portion of lease liabilities, and dividends paid. Dividends paid are to the owners of the company and the non-controlling interests.

Note 2 – Material accounting policy information continued

Financial instruments

Financial instruments comprise the following:

- Non-derivative financial assets and liabilities: financial assets at fair value through profit or loss, trade and miscellaneous receivables, cash and cash equivalents, borrowings and bank overdrafts, trade payables, and short- and long-term debt; and
- Derivative financial assets and liabilities: cross-currency interest rate swaps, net investment hedges, and currency forwards.

The group recognizes non-derivative financial assets and liabilities on the trade date.

Note 3 – Accounting estimates and judgments

The preparation of the financial statements in conformity with the IFRS Accounting Standards requires management to make estimates, judgments, and assumptions that affect the application of policies and reported amounts of assets and liabilities, the disclosed amounts of contingent assets and liabilities, and the reported amounts of income and expense, that are not clear from other sources. The estimates, judgments, and underlying assumptions are based on historical experience and other factors that are believed to be reasonable under the circumstances. Actual results may differ from those estimates and may result in material adjustments in the next financial year(s).

The impact of climate-related matters was considered while preparing the financial statements, with a focus on the potential financial impact on estimates and judgments related to the impairment of non-financial assets. Hereby management considered the outcome of the double materiality assessment and the group's emissions reduction targets and associated abatement plans. Management concluded that the financial impact of climate-related matters on estimates and judgments is not material. For information on our climate-related resilience analysis, please see *Material impacts and their interaction with strategy and business model (SBM-3)* in the *Sustainability statements* on pages 103 and 108.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or the period of the revision and future periods if the revision affects both current and future periods. Judgments made by management in the application of IFRS Accounting Standards that could have an effect on the financial statements and estimates with the risk of a material adjustment in future years are further discussed in the corresponding notes to the consolidated statements of profit or loss and financial position:

- Revenue recognition (see *Note 6*);
- Accounting for income taxes (see *Note 15* and *Note 22*); and
- Valuation, measurement, and impairment testing of goodwill and intangible assets other than goodwill (see *Note 8* and *Note 17*).

Management believes that these risks are adequately covered in its estimates and judgments.

Note 4 – Benchmark figures

Benchmark figures refer to figures adjusted for non-benchmark items and, where applicable, amortization and impairment of goodwill and acquired identifiable intangible assets. Adjusted figures are non-IFRS compliant financial figures but are internally regarded as key performance indicators to measure the underlying performance of the business. These figures are presented as additional information and do not replace the information in the consolidated financial statements.

Non-benchmark items in operating profit

Non-benchmark items relate to income and expenses arising from circumstances or transactions that, given their size and/or nature, are clearly distinct from the ordinary activities of the group and are excluded from the benchmark figures. Apart from amortization and impairment of acquired identifiable intangible assets and impairment of goodwill, non-benchmark items in operating profit include the items below. Refer also to *Note 11 – Other gains and (losses)*.

Acquisition-related costs

Acquisition-related costs are non-recurring costs incurred by the group resulting from acquisition activities. The acquisition-related costs are directly attributable to acquisitions, such as legal fees, broker/bank costs, and commercial and financial due diligence fees, and are included in other gains and losses in the consolidated statement of profit or loss.

Additions to acquisition integration provisions

Additions to acquisition integration provisions are those non-recurring costs incurred by the group to integrate activities acquired through business combinations, and are included in other gains and losses in the consolidated statement of profit or loss.

Fair value changes of contingent considerations

Results from changes in the fair value of contingent considerations are not considered to be part of the ordinary activities of the group, and are included in other gains and losses in the consolidated statement of profit or loss.

Divestment-related results

Divestment-related results are event-driven gains and losses incurred by the group from the sale of subsidiaries and/or businesses. These results also include divestment expenses and restructuring of stranded costs, and are included in other gains and losses in the consolidated statement of profit or loss.

Note 4 – Benchmark figures continued

Other non-benchmark items
Other non-benchmark items, which cannot be classified in the categories above, relate to income and expenses arising from circumstances or transactions that, given their size or nature, are clearly distinct from the ordinary activities of the group, and are excluded from the benchmark figures.

Non-benchmark items in financing results
Non-benchmark items in financing results (total other finance income/(costs)) include the below items. Refer also to *Note 14 – Financing results*.

Book results and fair value changes of financial assets measured at fair value through profit or loss
This includes fair value changes of financial assets measured at fair value through profit or loss and any gain or loss on the sale of financial assets measured at fair value through profit or loss.

Financing component employee benefits
Financing component employee benefits relates to net interest results on the net defined benefit liability or asset of the group's defined benefit pension plans and other long-term employee benefit plans.

Non-benchmark tax items in income tax expense
This includes the income tax effect on non-benchmark items as defined above, and on the amortization and impairment of acquired identifiable intangible assets, as well as the income tax expense relating to any material changes in income tax laws and income tax rates in the jurisdictions where Wolters Kluwer operates.

Other non-benchmark items – Return on invested capital (ROIC)
Invested capital is defined as the summation of total assets excluding investments in equity-accounted associates, deferred tax assets, non-operating working capital, and cash and cash equivalents, minus current liabilities and non-current deferred income.

This total summation is adjusted for accumulated amortization on acquired identifiable intangible assets, goodwill amortized pre-IFRS 2004, and goodwill written off to equity prior to 1996 (excluding acquired identifiable intangible assets/goodwill that have been impaired and/or fully amortized), less any related deferred tax liabilities. The average invested capital is based on five measurement points during the year.

Benchmark figures

in millions of euros, unless otherwise stated		2024	2023	Change in actual currencies (%)	Change in constant currencies (%)*
Revenues		5,916	5,584	6	6
Organic revenue growth (%)		6	6		
Adjusted operating profit		1,600	1,476	8	8
Adjusted operating profit margin (%)		27.1	26.4		
Adjusted net profit		1,185	1,119	6	7
Adjusted net financing costs		(62)	(27)	130	56
Adjusted free cash flow		1,276	1,164	10	9
Cash conversion ratio (%)		102	100		
Return on invested capital (ROIC) (%)		18.1	16.8		
Net debt	*Note 28*	3,134	2,612	20	
Net-debt-to-EBITDA ratio		1.6	1.5		
Diluted adjusted EPS (€)		4.97	4.55	9	
Diluted adjusted EPS in constant currencies (€)*		5.01	4.53		11
Diluted adjusted free cash flow per share (€)		5.35	4.73	13	13

* Constant currencies at average euro-exchange rates of prior year. Refer to *Note 2 – Material accounting policy information* and *Glossary* for more information.

Revenue bridge

	€ million	%
Revenues 2023	5,584	
Organic change	325	6
Acquisitions	17	0
Divestments	(9)	0
Currency impact	(1)	0
Revenues 2024	5,916	6

Note 4 – Benchmark figures continued

Reconciliation between operating profit and adjusted operating profit

		2024	2023
Operating profit		1,441	1,323
Amortization and impairment of acquired identifiable intangible assets and goodwill	*Note 13*	149	146
Non-benchmark items in operating profit	*Note 11*	10	7
Adjusted operating profit		1,600	1,476

Reconciliation between total financing results and adjusted net financing costs

		2024	2023
Total financing results	*Note 14*	(65)	(27)
Non-benchmark items in total financing results	*Note 14*	3	0
Adjusted net financing costs		(62)	(27)

Reconciliation between profit for the year and adjusted net profit

	2024	2023
Profit for the year attributable to the owners of the company (A)	1,079	1,007
Amortization and impairment of acquired identifiable intangible assets and goodwill	149	146
Tax benefits on amortization and impairment of acquired identifiable intangible assets	(38)	(37)
Non-benchmark items, net of tax	(5)	3
Adjusted net profit (B)	1,185	1,119

Summary of non-benchmark items

		2024	2023
Included in operating profit:			
Other gains and (losses)	*Note 11*	(10)	(7)
Included in total financing results:			
Other finance income and (costs)	*Note 14*	(3)	0
Total non-benchmark items before tax		(13)	(7)
Tax benefits/(charges) on non-benchmark items		18	4
Impact of changes in tax rates	*Note 15*	0	0
Non-benchmark items, net of tax		5	(3)

Reconciliation between net cash from operating activities and adjusted free cash flow

		2024	2023
Net cash from operating activities		1,654	1,545
Net capital expenditure		(313)	(323)
Repayment of principal portion of lease liabilities		(62)	(65)
Paid acquisition-related costs	*Note 8*	7	7
Paid divestment-related costs	*Note 8*	5	0
Dividends received		1	0
Income tax paid/(received) on divested assets		(16)	0
Adjusted free cash flow (C)		1,276	1,164

Return on invested capital (ROIC)

in millions of euros, unless otherwise stated	2024	2023
Adjusted operating profit	1,600	1,476
Allocated tax	(370)	(338)
Net operating profit after allocated tax (NOPAT)	1,230	1,138
Average invested capital	6,788	6,780
ROIC (NOPAT/Average invested capital) (%)	18.1	16.8

Allocated tax is the adjusted operating profit multiplied by the benchmark tax rate.

Note 4 – Benchmark figures continued

Per share information

in euro, unless otherwise stated		2024	2023
Total number of ordinary shares outstanding at December 31 *(in millions of shares)*	*Note 32*	234.4	240.5
Weighted-average number of ordinary shares (D) *(in millions of shares)*	*Note 7*	237.5	244.9
Diluted weighted-average number of ordinary shares (E) *(in millions of shares)*	*Note 7*	238.4	246.0
Adjusted EPS (B/D)		4.99	4.57
Diluted adjusted EPS (B/E)		4.97	4.55
Diluted adjusted EPS in constant currencies		5.01	4.53
Basic EPS (A/D)	*Note 7*	4.54	4.11
Diluted EPS (A/E)	*Note 7*	4.52	4.09
Adjusted free cash flow per share (C/D)		5.37	4.75
Diluted adjusted free cash flow per share (C/E)		5.35	4.73

Benchmark tax rate

in millions of euros, unless otherwise stated		2024	2023
Income tax expense	*Note 15*	299	290
Tax benefits on amortization and impairment of acquired identifiable intangible assets		38	37
Tax benefits/(charges) on non-benchmark items		18	4
Impact of changes in tax rates		0	0
Tax on adjusted profit (F)		355	331
Adjusted net profit (B)		1,185	1,119
Adjustment for non-controlling interests		0	0
Adjusted profit before tax (G)		1,540	1,450
Benchmark tax rate (F/G) (%)		23.1	22.9

Cash conversion ratio

in millions of euros, unless otherwise stated		2024	2023
Operating profit		1,441	1,323
Amortization, impairment, and depreciation	*Note 13*	479	445
EBITDA		1,920	1,768
Non-benchmark items in operating profit	*Note 11*	10	7
Adjusted EBITDA		1,930	1,775
Autonomous movements in working capital		82	98
Net capital expenditure		(313)	(323)
Book (profit)/loss on sale of non-current assets		(2)	0
Repayment of principal portion of lease liabilities	*Note 19*	(62)	(65)
Interest portion of lease payments	*Note 19*	(8)	(9)
Adjusted operating cash flow (H)		1,627	1,476
Adjusted operating profit (I)		1,600	1,476
Cash conversion ratio (H/I) (%)		102	100

Note 5 – Segment reporting

in millions of euros, unless otherwise stated	Health		Tax & Accounting		Financial & Corporate Compliance		Legal & Regulatory		Corporate Performance & ESG		Corporate*		Total	
reporting by segment	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**
Revenues from contracts with third parties	1,584	1,508	1,561	1,466	1,105	1,052	946	875	720	683	–	–	5,916	5,584
Cost of revenues	(479)	(460)	(421)	(399)	(255)	(247)	(257)	(257)	(214)	(213)	–	–	(1,626)	(1,576)
Gross profit	1,105	1,048	1,140	1,067	850	805	689	618	506	470	0	0	4,290	4,008
Sales costs	(237)	(237)	(227)	(217)	(138)	(134)	(162)	(148)	(205)	(193)	–	–	(969)	(929)
General and administrative costs	(424)	(401)	(413)	(388)	(297)	(286)	(378)	(358)	(289)	(250)	(69)	(66)	(1,870)	(1,749)
Total operating expenses	(661)	(638)	(640)	(605)	(435)	(420)	(540)	(506)	(494)	(443)	(69)	(66)	(2,839)	(2,678)
Other gains and (losses)	(4)	(4)	(3)	(2)	0	(2)	(4)	2	1	(1)	–	–	(10)	(7)
Operating profit	440	406	497	460	415	383	145	114	13	26	(69)	(66)	1,441	1,323
Amortization of acquired identifiable intangible assets	34	44	19	17	18	18	27	26	49	41	–	–	147	146
Impairment of goodwill	2	–	–	–	–	–	–	–	–	–	–	–	2	0
Non-benchmark items in operating profit	4	4	3	2	0	2	4	(2)	(1)	1	–	–	10	7
Adjusted operating profit	480	454	519	479	433	403	176	138	61	68	(69)	(66)	1,600	1,476
Amortization of other intangible assets and depreciation of PPE and right-of-use assets	(47)	(47)	(80)	(77)	(43)	(46)	(64)	(62)	(73)	(62)	0	0	(307)	(294)
Impairment of other intangible assets, PPE, and right-of-use assets	(13)	0	(4)	(2)	(4)	0	(2)	(1)	0	(2)	–	–	(23)	(5)
Goodwill and acquired identifiable intangible assets at December 31	1,300	1,260	1,656	1,284	1,210	1,159	755	725	727	766	–	–	5,648	5,194
Net capital expenditure	43	49	68	74	54	58	53	58	95	84	0	0	313	323
Number of FTEs at December 31	3,401	3,333	7,159	7,276	3,030	3,056	4,147	4,033	3,315	3,215	148	143	21,200	21,056

* The corporate function does not represent an operating segment.

Note 5 – Segment reporting continued

Material accounting policy information

An operating segment is a component of the group that engages in business activities from which it may earn revenues and incur expenses. The five global operating divisions are based on strategic customer segments: Health; Tax & Accounting; Financial & Corporate Compliance; Legal & Regulatory; and Corporate Performance & ESG. This segment information is based on the group's management and internal reporting structure. All operating segments are regularly reviewed by the Executive Board, within Wolters Kluwer defined as the group's chief operating decision-maker, to make decisions about resources to be allocated to the segments and to assess their performance to the extent whereby discrete financial information is available.

The Executive Board reviews the financial performance of the segments and the allocation of resources based on revenues and adjusted operating profit. Revenues from internal transactions between the operating segments are conducted at arm's length with terms equivalent to comparable transactions with third parties. These internal revenues are limited and therefore excluded from the segment reporting table.

Segment results reported to the Executive Board include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Costs (and associated FTEs) and net capital expenditure incurred on behalf of the segments by Global Business Services and Digital eXperience Group are allocated to the operating segments.

Non-current interest-bearing liabilities and deferred tax liabilities are not considered to be segment liabilities as these are primarily managed by the corporate treasury and tax functions. Operating working capital is not managed at the operating segment level, but at a country or regional level.

Total non-current assets per geographic region

in millions of euros, unless otherwise stated	2024	%	2023	%
The Netherlands	703	11	715	11
Europe (excluding the Netherlands)	1,642	24	1,302	21
U.S. and Canada	4,352	64	4,176	67
Asia Pacific	71	1	76	1
Rest of World	17	0	20	0
Total	6,785	100	6,289	100

Non-current assets per region exclude deferred tax assets and derivative financial instruments.

Other disclosures

For both 2024 and 2023, there are no customers with revenues that exceed 10% of the group's total revenues.

For the revenues per geographic region, refer to *Note 6 – Revenues*.

Note 6 – Revenues

	2024	2023
Revenues from contracts with third parties	5,916	5,584

Material accounting policy information

Subscriptions

Revenues related to subscriptions are recognized over the period in which the goods are transferred and/or content is made available online and when the goods and/or content involved are similar in value to the customer over time. Subscription income received or receivable in advance of the delivery of goods and/or content is presented as deferred income (a contract liability) in the consolidated statement of financial position.

Licenses

License fees for the use of the group's software products and/or services are recognized in accordance with the substance of the agreement. Revenues from licenses representing a right to access are recognized over time on a straight-line basis. In case a right-to-access license is invoiced to a customer as a one-time upfront fee, revenue is recognized over a period of between 12 and 60 months depending on the nature of the license. In case of a transfer of rights (i.e., right-to-use license), which permits the licensee to exploit those rights freely and the group as a licensor has no remaining obligations to perform after delivery, revenues are recognized at the time the control of the license is transferred to a customer, considering any significant customer acceptance clauses.

Goods

Revenues from the sale of goods are recognized at a point in time upon shipment or upon delivery when control is transferred to a customer, provided that ultimate collectability and final acceptance by the customer are reasonably assured.

When goods are sold with a right to return, the group recognizes the revenues of the transferred goods for the amount the group expects to be entitled to, a refund contract liability, and an asset for the group's right to recover goods on settling the refund contract liability.

Note 6 – Revenues continued

Services
Revenues from providing services are recognized in the period in which the related performance obligations are satisfied. For fixed-price contracts, revenues are recognized based on the actual service provided as a proportion of the total services to be provided because the customer receives and uses the benefits simultaneously. In case of fixed-price contracts, the customer pays the fixed amount based on a payment schedule. If the contract includes an hourly fee, revenues are recognized in the amount to which the group has a right to invoice.

Implementation services
Revenues from providing implementation services are based on input or output methods, subject to contractual arrangements, and are recognized over the implementation period, or upon full completion of the implementation, depending on when the customer can benefit from the service.

Multi-element contracts
There are arrangements that include various combinations of performance obligations, such as software licenses, services, training, hosting, and implementation. A performance obligation is only distinct if the customer can benefit from goods and/or services on their own or together with other resources that are readily available to the customer, and the promise to transfer goods and/or services is separately identifiable from other promises in the contract. Goods and/or services that are not distinct are bundled with other goods and/or services in the contract, until a bundle of goods and/or services is created that is distinct, resulting in a single performance obligation.

Where performance obligations are satisfied over different periods of time, revenues are allocated to the respective performance obligations based on relative stand-alone selling prices at contract inception, and revenues are recognized as each performance obligation is satisfied.

Agent/principal arrangements
If the group acts as an agent, whereby the group sells goods and/or services on behalf of a principal, the group recognizes the amount of the net consideration as revenues. If the group acts as a principal, the group recognizes the gross consideration for the specific goods and/or services transferred.

Variable consideration
Discounts, return of goods and/or services, usage-based prices, and index-based pricing are the most common forms of variable considerations within the group. Discounts are often contractually agreed and allocated to all distinct performance obligations, unless there is a specific discount policy for a performance obligation. Volume-related discounts, return of goods and/or services, and usage-based prices are estimated at contract inception and periodically reassessed during the contract term. The group considers normal price increases based on local inflation rates or customary business practices as compensation for cost price increases and not as variable consideration. Considerations are recognized pro rata over the term of the contract in case the group estimates at contract inception that price increases are beyond compensation for cost price increases.

Financing components
As a practical expedient, the group does not adjust the consideration for the effects of a significant financing component if the group expects that the period between the transfer of the promised goods and/or services to the customer and payment by the customer is one year or less. The group has no significant contracts with a period of one year or more between the transfer of goods and/or services and the payment of the consideration. Consequently, the group does not adjust transaction prices for the time value of money.

Cost of revenues
Cost of revenues comprises directly attributable costs of goods and/or services sold.

For digital products and services, cost of revenues may include data maintenance, hosting, license fees, royalties, product support, employee benefit expenses, subcontracted work, training, and other costs incurred to support and maintain the products, applications, and/or services.

For print products, cost of revenues may include cost for paper, printing and binding, royalties, employee benefit expenses, subcontracted work, shipping costs, and other incurred costs.

Estimates and judgments
IFRS 15 – Revenue from Contracts with Customers requires management to make estimates and judgments on the characteristics of a performance obligation, (un)bundling of multi-element arrangements, and whether revenues should be recognized over time or at a point in time. In addition, management makes estimates of the stand-alone selling prices of performance obligations, variable considerations, and product and contract lives.

When another party is involved in providing goods and/or services to a customer, management makes a judgment whether the promise to the customer is a performance obligation by the group (i.e., acting as a principal) or by another party (i.e., acting as an agent). The group acts mostly as the principal in its customer contracts.

For the judgments applied to the incremental cost to obtain a contract, refer to *Note 24 – Contract assets and liabilities*.

Note 6 – Revenues continued

Disaggregation of revenues

Revenues by recognition pattern and contract length

	Health		Tax & Accounting		Financial & Corporate Compliance		Legal & Regulatory		Corporate Performance & ESG		Total	
reporting per segment	**2024**	**2023***	**2024**	**2023***	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**	**2024**	**2023***
Revenue by recognition pattern												
At a point in time recognition	259	253	197	193	379	366	252	246	70	103	1,157	1,161
Over time recognition	1,325	1,255	1,364	1,273	726	686	694	629	650	580	4,759	4,423
Revenues from contracts with third parties	1,584	1,508	1,561	1,466	1,105	1,052	946	875	720	683	5,916	5,584
Revenue by contract length												
Contracts one year or less	1,010	936	1,404	1,304	887	844	685	644	339	354	4,325	4,082
Multi-year contracts	574	572	157	162	218	208	261	231	381	329	1,591	1,502
Revenues from contracts with third parties	1,584	1,508	1,561	1,466	1,105	1,052	946	875	720	683	5,916	5,584

* Restated for certain reclassifications. See *Note 1 – General and basis of preparation.*

Revenues by media format

	Health		Tax & Accounting		Financial & Corporate Compliance		Legal & Regulatory		Corporate Performance & ESG		Total	
reporting per segment	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**
Digital	1,427	1,348	1,495	1,398	578	558	815	736	720	683	5,035	4,723
Services	4	4	34	33	522	488	9	9	0	0	569	534
Print	153	156	32	35	5	6	122	130	–	–	312	327
Revenues from contracts with third parties	1,584	1,508	1,561	1,466	1,105	1,052	946	875	720	683	5,916	5,584

Recurring/non-recurring revenues

	Health		Tax & Accounting		Financial & Corporate Compliance		Legal & Regulatory		Corporate Performance & ESG		Total	
reporting per segment	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**
Recurring revenues	1,449	1,374	1,431	1,339	744	704	746	683	498	443	4,868	4,543
Non-recurring revenues	135	134	130	127	361	348	200	192	222	240	1,048	1,041
Revenues from contracts with third parties	1,584	1,508	1,561	1,466	1,105	1,052	946	875	720	683	5,916	5,584

Note 6 – Revenues continued

Revenues by type

	2024		2023	
Digital and service subscription	4,458		4,134	
Print subscription	125		136	
Other recurring	285		273	
Total recurring revenues		4,868		4,543
Print books	120		120	
Legal Services transactional	306		283	
Financial Services transactional	130		128	
Other non-recurring*	492		510	
Total non-recurring revenues		1,048		1,041
Revenues from contracts with third parties		5,916		5,584

* Other non-recurring revenues include software licenses, software implementation fees, professional services, and other non-subscription offerings.

Revenues per geographic region

in millions of euros, unless otherwise stated	2024	%	2023	%
The Netherlands	248	4	227	4
Europe (excluding the Netherlands)	1,415	24	1,342	24
U.S. and Canada	3,791	64	3,577	64
Asia Pacific	351	6	345	6
Rest of World	111	2	93	2
Revenues from contracts with third parties	5,916	100	5,584	100

Note 7 – Earnings per share

The group presents basic and diluted earnings per share data for its ordinary shares.

Basic earnings per share

Basic earnings per share is calculated by dividing the profit for the year attributable to the ordinary equity holders of the company by the weighted-average number of ordinary shares outstanding during the year after adjusting for treasury shares.

Profit for the year

	2024	2023
Profit for the year attributable to the owners of the company (A)	1,079	1,007

Weighted-average number of ordinary shares for the year

in millions of shares, unless otherwise stated		2024	2023
Outstanding ordinary shares at January 1	*Note 32*	248.5	257.5
Effect of cancelation of shares		(2.9)	(3.4)
Effect of repurchased shares		(8.1)	(9.2)
Weighted-average number of ordinary shares (B)		237.5	244.9
Basic EPS (A/B) (€)		4.54	4.11

Diluted earnings per share

Diluted earnings per share is calculated by dividing the profit for the year attributable to ordinary equity holders of the company by the diluted weighted-average number of ordinary shares outstanding during the year after adjusting for treasury shares and for the effects of all dilutive potential ordinary shares, which consist of LTIP and RSU shares granted.

Diluted weighted-average number of ordinary shares for the year

in millions of shares, unless otherwise stated	2024	2023
Weighted-average number of ordinary shares (B)	237.5	244.9
Effect of long-term incentive plan (LTIP) and restricted stock units (RSU)	0.9	1.1
Diluted weighted-average number of ordinary shares (C)	238.4	246.0
Diluted EPS (A/C) (€)	4.52	4.09

Note 8 – Acquisitions and divestments

Acquisitions

Estimates and judgments

The fair value of the assets, liabilities, and contingent liabilities of a business combination should be measured within 12 months from the acquisition date. For some acquisitions, provisional fair values have been included in the consolidated statement of financial position. If the final valuation of the acquired assets and liabilities assumed is still pending at year end, it will be completed within the 12-month timeframe. Actual valuation of these assets, liabilities, and contingent liabilities may differ from the provisional valuation.

When a business combination agreement provides for an adjustment to the cost of the transaction, contingent on future events (such as earnout arrangements), the group includes an initial fair value of that adjustment in the cost of the transaction at the acquisition date if the adjustment is probable and can be measured reliably. The initial and subsequent measurement will usually be based on estimates of future results of the business combination. Actual results may differ from those estimates and may result in material adjustments in the next financial year(s). Subsequent changes to the fair value are recognized in profit or loss, based on a periodic reassessment of the contingent consideration.

General

On September 5, 2024, Wolters Kluwer Tax & Accounting completed the acquisition of 100% of the shares of Finca Group NV (‘Finca’) for €325 million in cash (net of cash and debt-like items). Finca held all assets and liabilities purchased from the Isabel Group for the portfolio of cloud-based financial workflow and data exchange solutions. The transaction had no deferred and contingent considerations. The portfolio of solutions provides seamless and secure transfer of bank statements, invoices, and other relevant data to optimize client collaboration and address the e-invoicing compliance needs of accounting firms and their clients across Europe. This portfolio complements Wolters Kluwer’s existing European Tax & Accounting solutions and enables it to provide end-to-end coverage of the accountants’ workflow from pre-accounting to post-accounting. Approximately 90 FTEs, based in Belgium and France, joined Wolters Kluwer Tax & Accounting Europe.

In addition, other smaller acquisitions were completed with a combined total consideration of €10 million (2023: €15 million), including deferred and contingent considerations.

The fair values of the identifiable assets and liabilities of the abovementioned acquisitions, as reported at December 31, 2024, are provisional, but no material deviations from these fair values are expected.

Acquisition spending

In 2024, total acquisition spending, net of cash acquired, was €335 million (2023: €61 million), including deferred and contingent consideration payments of €3 million (2023: €3 million). In 2024, acquisition-related costs amounted to €7 million (2023: €7 million).

The goodwill relating to the 2024 acquisitions represents future economic benefits specific to the group arising from assets that do not qualify for separate recognition as intangible assets. These benefits include revenues from expected new customers and from new capabilities of the acquired product platforms, as well as expected synergies that will arise following the acquisitions.

Of the goodwill recognized in 2024, none was deductible for income tax purposes (2023: none).

In 2023, the group acquired NurseTim, Invistics, MFAS, and a few smaller businesses.

Note 8 – Acquisitions and divestments continued

Acquisitions

		Carrying amounts	Fair value adjustments	2024 Recognized values	2023 Recognized values
Consideration payable in cash				357	60
Deferred and contingent considerations at fair value:					
Non-current				–	2
Current				0	2
Total consideration				357	64
Intangible assets other than goodwill	*Note 17*	0	185	185	51
Other non-current assets	*Note 19*	4		4	0
Current assets		33		33	7
Current liabilities		(12)		(12)	(9)
Non-current liabilities	*Note 28*	(4)		(4)	(1)
Employee benefits		(1)		(1)	–
Deferred tax assets/(liabilities)		0	(45)	(45)	(10)
Fair value of net identifiable assets		20	140	160	38
Goodwill on acquisitions	*Note 17*			197	26
Cash effect of acquisitions:					
Consideration payable in cash				357	60
Cash acquired				(25)	(2)
Deferred and contingent considerations paid	*Note 29*			3	3
Acquisition spending, net of cash acquired				335	61

Of the €185 million fair value adjustments of intangible assets in 2024, €172 million related to Finca and €13 million related to the other acquisitions.

Contribution of 2024 acquisitions

in millions of euros, unless otherwise stated	Revenues	Adjusted operating profit	Profit for the year	FTEs at December 31, 2024
Totals excluding the impact of 2024 acquisitions	5,901	1,597	1,079	21,076
Contribution of 2024 acquisitions	15	3	0	124
Totals for the year 2024	5,916	1,600	1,079	21,200
Pro forma contribution of 2024 acquisitions for the period January 1, 2024, up to acquisition date (unaudited)	28	7	(1)	
Pro forma totals for the year 2024	5,944	1,607	1,078	21,200

The above information does not purport to represent what the actual results would have been, had the acquisitions been concluded on January 1, 2024, nor is the information necessarily indicative for future results of the acquired operations. In determining the contribution of the acquisitions, management has assumed that the fair value adjustments that arose on the date of the acquisition would have been the same if the acquisition had occurred on January 1, 2024.

Deferred and contingent considerations

The acquisitions completed in 2024 resulted in a maximum achievable undiscounted deferred and contingent consideration of €0 million. The fair value of this deferred and contingent consideration amounted to €0 million at acquisition date and at December 31, 2024.

For further disclosure on deferred and contingent considerations, refer to *Note 29 – Financial risk management.*

Provisional fair value accounting

The fair values of the identifiable assets and liabilities will be revised if new information, obtained within one year from the acquisition date about facts and circumstances that existed at the acquisition date, causes adjustments to the above amounts, or for any additional provisions that existed at the acquisition date. During 2024, there were immaterial changes in purchase price accounting for 2023 acquisitions. Reference is made to *Note 17 – Goodwill and intangible assets other than goodwill.*

Divestments

Material accounting policy information

The amount of goodwill allocated to a divested business is based on its relative value compared to the value of the group of cash-generating units to which the goodwill belongs.

Note 8 – Acquisitions and divestments continued

During 2024, net divestment proceeds from two small divestments amounted to €1 million (2023: €8 million), for the most part relating to our divested Health business LDI.

Divestment-related results on operations and financial assets

		2024	2023
Divestment of operations:			
Consideration receivable in cash		1	5
Deferred divestment consideration receivable		0	–
Consideration receivable		1	5
Intangible assets	*Note 17*	3	–
Other non-current assets		0	–
Current assets (including assets held for sale)		3	–
Current liabilities (including liabilities held for sale)		(6)	–
Deferred tax assets/(liabilities)		(1)	1
Net identifiable assets/(liabilities)		(1)	1
Reclassification of foreign exchange differences on loss of control to profit or loss, previously recognized in other comprehensive income		1	–
Book profit/(loss) on divestments of operations		3	4
Divestment-related costs		(5)	0
Restructuring of stranded costs following divestments	*Note 31*	(1)	–
Divestment-related results included in other gains and (losses)	*Note 11*	(3)	4
Divestment of financial assets			
Consideration receivable in cash		–	3
Carrying value of financial assets		–	0
Divestment-related results included in total financing results	*Note 14*	0	3
Cash effect of divestments:			
Consideration receivable in cash		1	8
Cash included in divested operations		0	–
Receipts from divestments, net of cash disposed		1	8

Note 9 – Sales costs

		2024	2023
Marketing and promotion costs		258	253
Sales-related costs – sales commissions directly expensed		171	157
Sales-related costs – amortization of capitalized sales commissions	*Note 24*	29	29
Other sales-related costs		407	383
Customer support costs		86	84
Additions to and releases from loss allowances on trade receivables and unbilled revenues	*Note 24*	18	23
Total		969	929

Material accounting policy information

Sales costs relate to direct internal employee benefit expenses and direct external costs, incurred for marketing and sales activities, as well as the additions to and releases from loss allowances on trade receivables and unbilled revenues based on lifetime expected credit losses.

Sales costs include sales commissions directly expensed as incurred and the amortization of capitalized sales commissions that qualify as cost to obtain a contract. As a practical expedient, the group recognizes the incremental cost of obtaining a contract as an expense if the amortization period of the asset that the group otherwise would have recognized is one year or less. If sales commissions are granted for bundled and/or multi-element contracts in which the predominant consideration element is recognized for performance obligations satisfied at a point in time, the sales commissions are expensed when incurred.

In addition, sales commissions that are commensurate or based on generic performance indicators and/or net targets are expensed when incurred.

For all other commission plans on new sales targets, the amortization period ranges between one and five years, depending on the nature of the underlying promise in the contract with the customer, unless the underlying non-cancelable contract period for a right-to-access license is longer than five years. In those situations, the longer non-cancelable contract period of the license contract prevails as the amortization period.

Estimates and judgments

The group determines the additions to and releases from loss allowances on trade receivables and unbilled revenues by making assumptions and estimating the risk of default and expected loss rates at contract inception over the expected life of the financial instrument, using the group's historically incurred losses and existing market conditions, as well as forward-looking information at the end of each reporting period. Refer to *Note 24 – Contract assets and liabilities* for more information.

Note 10 – General and administrative costs

		2024	2023
Research, development, and editorial costs		688	591
General and administrative operating expenses		1,033	1,012
Amortization and impairment of acquired identifiable intangible assets and goodwill	*Note 13*	149	146
Total		1,870	1,749

Material accounting policy information
General and administrative costs include costs that are neither directly attributable to cost of revenues nor to sales costs. These costs include product research and development costs, editorial costs, information technology costs, general overhead costs, amortization of acquired identifiable intangible assets, amortization of other intangible assets (if not part of cost of revenues), depreciation of property, plant, and equipment, depreciation of right-of-use assets, and impairment of goodwill, intangible assets other than goodwill, property, plant, and equipment, and right-of-use assets.

Note 11 – Other gains and (losses)

		2024	2023
Acquisition-related costs	*Note 8*	(7)	(7)
Additions to acquisition integration provisions	*Note 31*	0	(4)
Fair value changes of contingent considerations	*Note 29*	0	0
Divestment-related results	*Note 8*	(3)	4
Total		(10)	(7)

Material accounting policy information
Other gains and losses relate to items which are different in their nature or frequency from operating items. These include divestment-related results (including directly attributable divestment costs), additions to provisions for restructuring of stranded costs following divestments, acquisition-related costs, additions to acquisition integration provisions, and subsequent fair value changes of contingent considerations. See also *Note 4 – Benchmark figures*.

Note 12 – Employee benefit expenses

in millions of euros, unless otherwise stated		2024	2023
Salaries and wages and other benefits		1,963	1,848
Social security charges		167	161
Medical cost benefits		102	101
Expenses related to defined contribution plans		105	96
Expenses related to defined benefit plans	*Note 30*	(10)	16
Equity-settled share-based payments	*Note 33*	31	31
Total		2,358	2,253
Employees			
Headcount at December 31		21,635	21,438
Thereof employed in the Netherlands		1,180	1,176
In full-time equivalents at December 31		21,200	21,056
In full-time equivalents average per annum		21,167	20,810

Note 13 – Amortization, impairment, and depreciation

		2024	2023
Amortization of acquired identifiable intangible assets	*Note 17*	147	146
Impairment of goodwill	*Note 17*	2	–
Amortization of other intangible assets	*Note 17*	223	204
Impairment of other intangible assets	*Note 17*	22	5
Depreciation of property, plant, and equipment	*Note 18*	24	23
Impairment of property, plant, and equipment	*Note 18*	1	0
Depreciation of right-of-use assets	*Note 19*	60	67
Total		479	445

During 2024, the useful lives for certain acquired identifiable intangible assets were reduced, which resulted in incremental amortization of €9 million (2023: €10 million).

For further disclosure on estimates and judgments, refer to *Note 17 – Goodwill and intangible assets other than goodwill* and *Note 19 – Leasing*.

Notes to the consolidated financial statements CONTINUED

Note 14 – Financing results

		2024	2023
Financing income			
Interest income for financial assets measured at amortized cost:			
Interest income on short-term bank deposits		45	50
Interest income on bank balances and other		7	5
Other financing income:			
Derivatives – foreign exchange contracts, not qualifying as hedge		0	0
Total financing income		52	55
Financing costs			
Interest expense for financial liabilities measured at amortized cost:			
Interest expense on Euro Commercial Paper program and bank borrowings		(6)	(3)
Interest expense on bonds and private placements		(80)	(68)
Amortization of fee expense for debt instruments	*Note 28*	(3)	(3)
Interest expense on bank overdrafts and other		(4)	(3)
Other financing expense:			
Unwinding of discount of lease liabilities	*Note 28*	(8)	(9)
Net foreign exchange gains/(losses)		(9)	7
Items in hedge relationships:			
Interest rate swaps		(4)	(3)
Foreign exchange gains/(losses) on loans subject to cash flow hedge		5	15
Net change in fair value of cash flow hedges reclassified from other comprehensive income		(5)	(15)
Total financing costs		(114)	(82)
Net financing results		(62)	(27)
Other finance income and (costs)			
Divestment-related results on financial assets	*Note 8*	–	3
Fair value changes of financial assets		–	0
Financing component employee benefits	*Note 30*	(3)	(3)
Total other finance income and (costs)		(3)	0
Total financing results		(65)	(27)

Note 15 – Income tax expense

			2024		2023
Current income tax expense			323		300
Adjustments previous years			(12)		(2)
Deferred tax expense:					
Changes in tax rates		0		0	
Origination and reversal of temporary differences		(12)		(8)	
Movements in deferred tax assets and liabilities	*Note 22*		(12)		(8)
Total	*Note 22*		299		290

Material accounting policy information

Deferred tax assets and liabilities, including those associated with right-of-use assets and lease liabilities, are offset if there is a legally enforceable right to offset current income tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current income tax assets and liabilities on a net basis or their tax assets and liabilities will be realized simultaneously.

Uncertain tax positions are assessed at a fiscal unity level. If it is probable that a tax authority will accept an uncertain tax position in the income tax filing, the group determines its accounting tax position consistent with the tax treatment used or planned to be used in its income tax filing. If this is not probable, the group reflects the effect of uncertainty in determining its accounting tax position using either the most likely amount or the expected value method, depending on which method better predicts the resolution of the uncertainty.

Estimates and judgments

Income tax is calculated based on income before tax, considering the local tax rates and regulations. For each operating entity, the current income tax expense is calculated and differences between the accounting and tax base are determined, resulting in deferred tax assets or liabilities. These calculations may deviate from the final tax assessments. A deferred tax asset is recognized for deductible temporary differences and the carry-forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available. Management assesses the probability that taxable profit will be available against which the unused tax losses or unused tax credits can be utilized.

In determining the amount of current and deferred tax, the group considers the impact of uncertain tax positions and whether additional taxes, penalties, and interest may be due. The group believes that its current income tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax laws and rules, and prior experience. The group operates in several countries with different tax laws and rules.

Note 15 – Income tax expense continued

Considering this complex multinational environment in which the group operates, global transfer pricing policies are implemented for transactions between members of the group. These transactions are documented as required by international standards. However, local tax authorities might challenge these transactions. The group considers potential challenges and accounts for potential uncertain tax positions.

The assessment for uncertain tax positions relies on estimates and assumptions, based on the judgments of tax professionals within the group, supplemented by external tax advisors, and may involve a series of estimates about future events. New information may become available that causes the group to change its estimate regarding the adequacy of existing income tax liabilities. Such changes to income tax liabilities will impact the income tax expense, positively or negatively, in the consolidated statement of profit or loss in the period that such a determination is made.

Changes in tax rates are considered if these tax rate changes are substantially enacted before year end.

Governments are expected to introduce changes in tax law following Organisation for Economic Co-operation and Development (OECD), EU, and other international guidelines. Reported income tax amounts will therefore be subject to continued judgment, estimation uncertainty, and measurement adjustments.

International tax reform – Pillar II Model Rules
On December 19, 2023, the government of the Netherlands enacted the Pillar II Global Minimum Tax legislation effective from January 1, 2024. Under the legislation, the company is required to pay in the Netherlands, or the subsidiary in the subsidiary country, a top-up tax on profits of its subsidiaries that are taxed at an effective corporate income tax rate of less than 15%. The main jurisdiction in which exposures to this tax exists is Ireland. The effective tax rate for the group is approximately 0.3% higher, considering certain adjustments that are required applying the legislation. As the newly enacted legislation is effective from January 1, 2024, there is a current tax impact for the year ended December 31, 2024.

The group has applied a temporary mandatory relief from deferred tax accounting for the impacts of the top up tax and accounts for it as a current tax when it is incurred.

The group continues to assess the impact of the Pillar II Global Minimum Tax legislation on its future financial performance.

Reconciliation of the effective tax rate
The group's effective tax rate in the consolidated statement of profit or loss differs from the Dutch statutory income tax rate of 25.8%. The table below reconciles the Dutch statutory income tax rate with the effective income tax rate in the consolidated statement of profit or loss:

		2024		2023
in millions of euros, unless otherwise stated	%		%	
Profit before tax		1,378		1,297
Income tax expense at the Dutch statutory income tax rate	25.8	356	25.8	335
Tax effect of:				
Rate differential	(3.1)	(42)	(2.9)	(38)
Tax incentives, exempt income, and divestments	(2.0)	(27)	(0.8)	(10)
Recognized and unrecognized tax losses	0.5	6	0.0	0
Adjustments previous years	(0.8)	(12)	(0.1)	(2)
Changes in income tax rates	0.0	0	0.0	0
Other taxes	1.1	15	0.9	11
Pillar Two Global Minimum Tax	0.3	5	–	–
Non-deductible costs and other items	(0.1)	(2)	(0.5)	(6)
Total	21.7	299	22.4	290

Rate differential indicates the effect of the group's taxable income generated and taxed in jurisdictions where tax rates differ from the Dutch statutory income tax rate.

The effective tax rate decreased to 21.7% (2023: 22.4%), resulting from a positive tax impact of the divestment of Learner's Digest International (LDI), and closure of prior tax years, partly offset by higher non-tax-deductible finance costs, tax losses not valued and Pillar 2 global minimum tax.

Tax incentives include: the Dutch Innovation box benefit of €23 million (2023: €20 million), the U.S. FDII (Foreign Derived Intangible Income) benefit of €5 million (2023: €5 million), and the Italian Patent box benefit of €1 million (2023: €0 million). The Dutch Innovation box benefit is based on an advanced tax ruling that expires by the end of 2025. The U.S. FDII and the Italian patent box are based on current applicable law.

For income tax recognized directly in the consolidated statements of changes in total equity and other comprehensive income, reference is made to *Note 22 – Tax assets and liabilities*.

Note 16 – Non-controlling interests

The group's share in consolidated subsidiaries not fully owned at December 31 is:

ownership in %	2024	2023
Akadémiai Kiadó Kft. (Budapest, Hungary)	74	74

Non-controlling interests in the equity of consolidated participations, totaling €0 million (2023: €0 million), are based on third-party shareholdings in the underlying shareholders' equity of the subsidiaries.

Note 17 – Goodwill and intangible assets other than goodwill

		Goodwill	*Customer relationships*	*Technology and content*	*Brand names*	*Other*	**Acquired identifiable intangible assets**	**Other intangible assets**	**2024**	**2023**
Position at January 1										
Cost value		4,322	*1,105*	*690*	*457*	*3*	2,255	2,083	8,660	8,844
Accumulated amortization and impairment		–	*(603)*	*(377)*	*(400)*	*(3)*	(1,383)	(1,357)	(2,740)	(2,802)
Book value at January 1		4,322	*502*	*313*	*57*	*0*	872	726	5,920	6,042
Movements										
Investments		–	–	–	–	–	0	293	293	298
Acquired through business combinations	*Note 8*	197	*112*	*64*	*9*	–	185	0	382	77
Divestment of operations	*Note 8*	0	–	–	–	–	0	(3)	(3)	–
Disposal of assets		–	–	–	–	–	0	0	0	0
Net expenditures		197	*112*	*64*	*9*	*0*	185	290	672	375
Amortization	*Note 13*	–	*(80)*	*(58)*	*(9)*	*0*	(147)	(223)	(370)	(350)
Impairment	*Note 13*	(2)	–	–	–	–	0	(22)	(24)	(5)
Reclassifications		(1)	–	–	–	–	0	–	(1)	(3)
Foreign exchange differences		194	*16*	*11*	*1*	*0*	28	26	248	(139)
Total movements		388	*48*	*17*	*1*	*0*	66	71	525	(122)
Position at December 31										
Cost value		4,710	*1,243*	*776*	*487*	*0*	2,506	2,341	9,557	8,660
Accumulated amortization and impairment		–	*(693)*	*(446)*	*(429)*	*0*	(1,568)	(1,544)	(3,112)	(2,740)
Book value at December 31		4,710	*550*	*330*	*58*	*0*	938	797	6,445	5,920

At both December 31, 2024, and December 31, 2023, the vast majority of the book value of other intangible assets relates to development of software.

In both 2024 and 2023, the amortization and impairment of intangible assets are reported under general and administrative costs in the consolidated statement of profit or loss.

Note 17 – Goodwill and intangible assets other than goodwill continued

Material accounting policy information

Goodwill

The group measures goodwill at the acquisition date as the sum of the fair value of the consideration (including deferred and contingent consideration) and the recognized amount of any non-controlling interests in the acquiree, less the net recognized fair value amount of the identifiable assets acquired and liabilities assumed. Any deferred and contingent consideration payable (such as earnout arrangements) is recognized at fair value at the acquisition date.

Costs related to acquisitions which the group incurs in a business combination are expensed as incurred.

Goodwill associated with divested operations is allocated and measured based on the relative value of the divested operation, compared to the group of cash-generating units (CGU) where the divested operation belonged to.

Acquired identifiable intangible assets

Identifiable intangible assets acquired through business combinations mainly consist of customer relationships (subscriber accounts), technology (databases, software, and product technology), and brand names.

Other intangible assets

Other intangible assets mainly relate to purchased and internally developed information systems and software.

Useful lives of assets

The useful lives of assets are estimated in line with common market practice. The group reviews the remaining useful lives and the amortization methods of its assets annually. If the expected remaining useful lives of assets are different from previous estimates, the amortization period shall be changed accordingly, which will impact the amortization in profit or loss prospectively.

Apart from goodwill (which has an indefinite useful life), intangible assets are amortized on a straight-line basis over their estimated useful lives from the day they are available for use. The estimated useful lives are as follows:

- Customer relationships: five to 29 years;
- Technology and content: five to 29 years;
- Brand names: five to 20 years;
- Other acquired identifiable intangible assets: five to 10 years; and
- Other intangible assets: three to five years.

Estimates and judgments

Measurement – other intangible assets

Development costs are capitalized if the group can demonstrate the technical feasibility of completing the asset so that it will be available for use or sale, the intention to complete the asset, the ability to sell or use the asset, how the asset will yield probable future economic benefits, the availability of adequate technical, financial, and other resources to complete the asset, and the ability to reliably measure the expenditure attributable to the asset.

Capitalization of software depends on several judgments. While management has procedures in place to control the software development process, there is uncertainty regarding the outcome of the development process (timing of technological developments, technological obsolescence, and/or competitive pressures).

Measurement – acquired identifiable intangible assets

Upon acquisition, the values of intangible assets acquired are estimated, usually applying one of the methodologies below:

- Relief from royalty approach: this approach assumes that if the identifiable intangible asset was not owned, it would be acquired through a royalty agreement. The value of owning the asset equals the benefits from not having to pay royalty fees;
- Multi-period excess earnings method: under this approach, cash flows associated with the specific acquired identifiable intangible assets are determined. Contributory charges of other assets that are being used to generate the cash flows are deducted from these cash flows. The net cash flows are discounted to arrive at the value of the asset; or
- Cost method: the cost method reflects the cost that would currently be required to replace the asset.

These valuations are usually performed by management of the acquiring CGU in close cooperation with an external consulting firm, requiring estimates such as future cash flows, royalty rates, discount rates, useful lives, churn rates, and rates of return. The methodologies applied in this respect are in line with common market practice.

Impairment test

At the end of each reporting period, it is assessed whether there is an indication that an intangible asset may be impaired. If any such indication exists, the group estimates the recoverable amount of the asset. If the recoverable amount is below the carrying value, the asset is impaired.

Goodwill is tested for impairment annually, at July 1, and when an impairment trigger has been identified.

Note 17 – Goodwill and intangible assets other than goodwill continued

Impairment tests require estimates of discount rates, future cash flows, and perpetual growth rates. These estimates are made by management of the business to which the assets belong. The future cash flows cover a five-year period and are based on Vision & Strategy Plans (VSPs), prepared by management, and approved by the Executive Board.

The annual goodwill impairment test did not result in the recognition of an impairment. The outcome of the group's sensitivity analysis was that no reasonably possible change in any of the key assumptions would cause the carrying amount to exceed the recoverable amount. The allowed change in growth, discount rate, and adjusted operating profit margin was at least 300 basis points for each of the groups of cash-generating units.

On top of the annual goodwill impairment test, the group performed an in-depth impairment triggering event analysis on its other non-current assets, consisting mainly of acquired identifiable intangible assets. In this analysis, the development of new sales, attrition rates of existing customers, growth rates, and cost measures were the main drivers. The group concluded that there were no impairment triggers for the majority of the other non-current assets.

Carrying amounts of goodwill and acquired identifiable intangible assets per operating segment

	Goodwill	Acquired identifiable intangible assets	2024	2023
Health	1,177	123	1,300	1,260
Tax & Accounting	1,401	255	1,656	1,284
Financial & Corporate Compliance	1,046	164	1,210	1,159
Legal & Regulatory	614	141	755	725
Corporate Performance & ESG	472	255	727	766
Total	4,710	938	5,648	5,194

Impairment testing of goodwill

The group performs an annual impairment test by comparing the carrying amount of the groups of CGUs to which the goodwill belongs, net of related deferred taxes, to the recoverable amount of the groups of CGUs. The groups of CGUs for goodwill impairment testing represent the lowest level at which goodwill is monitored by management, whereby management considers the integration of the group's business operations and the global leverage of assets, capital, and staff. Acquisitions are integrated into existing business operations and the goodwill arising from a business combination is allocated to the groups of CGUs that are expected to benefit from the synergies of the acquisition.

The recoverable amount is determined based on the higher of the value-in-use and the fair value less costs of disposal. If there is sufficient headroom, the group only determines the value-in-use. The recoverable amount is determined by discounting the future cash flows to be generated from the continuing use of the groups of CGUs. These valuations are based on non-observable market data. The recoverable amount calculations in 2024 were determined in a consistent manner with prior years. The cash flow projections are based on actual operating results and the long-term VSPs, as approved by the Executive Board.

The 2024 annual impairment test showed that the recoverable amount exceeded the carrying amount for all identified groups of CGUs for goodwill impairment testing.

Key assumptions

The group's key assumptions include assumptions that are based on non-observable market data (level 3 input). The period over which the group estimates its cash flow projections is five years. After five years, cash flow projections are extrapolated using an appropriate perpetual growth rate that is consistent with the long-term average market growth rate. The 2024 weighted-average long-term growth rate is 2.1% for the U.S. and 2.0% for Europe (2023: 2.3% for the U.S. and 2.0% for Europe). In addition, the following key assumptions were used in the projections:

- Revenue growth: based on actual experience, an analysis of market growth, and the expected development of market share; and
- Adjusted operating profit margin development: based on actual experience and management's long-term projections. Adjusted operating profit is deemed the best approximation for future cash flows.

The estimated pre-tax cash flows are discounted to their present value using a pre-tax weighted-average discount rate for the individual groups of CGUs between 9.7% and 10.9% (2023: between 10.3% and 10.8%) with a weighted average of 10.7% (2023: 10.4%).

Note 17 – Goodwill and intangible assets other than goodwill
continued

In determining the discount rate, the group used a risk-free rate based on the long-term yield on Dutch government bonds and U.S. treasury bonds with a maturity of 20 years, adjusted for country risk premiums and country-specific inflation differentials. In determining the discount rate at the moment of performing the annual impairment test, the group applied the following assumptions:

	2024	2023
Risk-free rate United States (in %)	4.9	4.2
Risk-free rate Europe (in %)	3.0	2.8
Market risk premium United States (in %)	5.0	5.5
Market risk premium Europe (in %)	5.5	6.0
Tax rate United States (in %)	26.0	26.0
Tax rate Europe (in %)	25.8	25.8
Re-levered beta	0.84	0.80

Sensitivity analysis
The impairment test includes an assessment if a reasonably possible change in a key assumption would cause the carrying amount of goodwill to exceed the recoverable amount.

The sensitivity per group of CGUs for the 2024 and 2023 goodwill impairment tests, respectively, is as follows:

		Allowed change (in basis points)			
2024 sensitivity per group of CGUs in millions of euros, unless otherwise stated	Applied weighted-average growth rate	Decline in growth rate	Increase in discount rate	Decrease in adjusted operating profit margin	Allocated goodwill at December 31, 2024
Health	2.1%	>300	>300	>300	1,177
Tax & Accounting	2.1%	>300	>300	>300	1,401
Financial & Corporate Compliance	2.1%	>300	>300	>300	1,046
Legal & Regulatory	2.1%	>300	>300	>300	614
Corporate Performance & ESG	2.1%	>300	>300	>300	472
Total	2.1%				4,710

		Allowed change (in basis points)			
2023 sensitivity per group of CGUs in millions of euros, unless otherwise stated	Applied weighted-average growth rate	Decline in growth rate	Increase in discount rate	Decrease in adjusted operating profit margin	Allocated goodwill at December 31, 2023
Health	2.3%	>300	>300	>300	1,111
Tax & Accounting	2.2%	>300	>300	>300	1,188
Financial & Corporate Compliance	2.3%	>300	>300	>300	987
Legal & Regulatory	2.3%	>300	>300	>300	573
Corporate Performance & ESG	2.2%	>300	>300	>300	463
Total	2.3%				4,322

Impairment of goodwill, acquired identifiable intangible assets, and other intangible assets
The following impairments were recognized on goodwill, acquired identifiable intangible assets, and other intangible assets:

		2024	2023
Goodwill		2	–
Other intangible assets		22	5
Total	*Note 13*	24	5

The impairment recognized on goodwill related to the goodwill allocated to the LDI business in Health, which was classified as an asset held for sale earlier in 2024, prior to its divestment.

Note 18 – Property, plant, and equipment

		Land and buildings	Other PPE	2024	2023
Position at January 1					
Cost value		92	176	268	317
Accumulated depreciation and impairment		(60)	(129)	(189)	(238)
Book value at January 1		32	47	79	79
Movements					
Investments		2	19	21	26
Acquired through business combinations		0	–	0	0
Disposal of assets		0	(1)	(1)	(1)
Net expenditures		2	18	20	25
Depreciation	*Note 13*	(5)	(19)	(24)	(23)
Impairment	*Note 13*	(1)	0	(1)	0
Foreign exchange differences		2	3	5	(2)
Total movements		(2)	2	0	0
Position at December 31					
Cost value		90	179	269	268
Accumulated depreciation and impairment		(60)	(130)	(190)	(189)
Book value at December 31		30	49	79	79

Material accounting policy information
Property, plant, and equipment (PPE), consisting of land, buildings, and other assets such as office and IT equipment, are valued at cost less accumulated depreciation and impairment. Leasehold improvements are presented as part of land and buildings.

Depreciation is recognized in the consolidated statement of profit or loss on a straight-line basis over the estimated useful life of each component of property, plant, and equipment. Land is not depreciated.

The estimated useful lives for property, plant, and equipment are as follows:

- Buildings: 20 to 40 years;
- Leasehold improvements: equal to the lease term, unless the economic life of the leasehold improvement is shorter; and
- Other PPE: three to 10 years.

Note 19 – Leasing

Material accounting policy information
The group primarily leases real estate and, to a lesser extent, IT equipment and cars. The fixed rental periods mostly vary from one year to 15 years and may have renewal and/or termination options. For real estate and IT equipment, lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

The group elected to exclude all short-term leases and all leases for which the underlying asset is of low value, and not to apply IFRS 16 to leases of intangible assets (such as software). For IT equipment and car leases, the group elected to apply the practical expedient to not separate non-lease components from lease components, and instead to account for these components as a single lease component.

Payments associated with short-term leases and low-value leases are recognized on a straight-line basis as an expense in profit or loss. Short-term leases have a term of 12 months or less, considering any reasonably certain optional lease periods. Low-value leases comprise small items of office furniture and IT equipment.

The group is to a very limited extent a lessor.

Estimates and judgments
IFRS 16 requires management to make estimates for setting the discount rate and to apply judgments in the assessment of renewal and termination options (i.e., optional lease periods) in the lease contracts.

Note 19 – Leasing continued

Discount rate
The discount rate applied is based on the incremental borrowing rate for the respective leases considering the primary economic environment of the lease, the currency, the credit risk premium, the lease term, and the nature of the leased asset.

Renewal and termination options
Renewal and termination options are included in several real estate and other lease contracts. These terms are used to maximize operational flexibility in terms of managing contracts. Most contract-specific renewal and termination options are exercisable only by the group and not by the respective lessor.

In determining the lease term, the group considers all facts and circumstances that create an economic incentive to use the optional lease period. Optional lease periods are only included in the lease term if it is reasonably certain that the optional lease periods will be used. The assessment is reviewed if a significant change in circumstances occurs which affects this assessment and that is within the control of the group.

Real estate leases that are annually renewed or that have an indefinite contract term are on average leased for five years. Usually, optional periods arising from renewal options of other real estate leases are not considered to be reasonably certain, since the rent is often reset at the market price on the renewal option date. Optional periods after termination option dates are often included in the lease term due to termination penalties included in the contract.

Impairment of right-of-use assets
The group determined whether there were impairment triggers regarding the right-of-use asset and accounts for any impairment loss identified. This primarily applies to real estate leases. The impairment of a real estate right-of-use asset becomes relevant in case of vacated office space.

If vacated office space is identified, this space is considered a CGU on its own when that space can practically be sublet. An impairment is recognized when the recoverable amount is lower than the carrying value. Mostly, the recoverable amount will be based on expected future sublease receipts estimated by an external real estate broker. The carrying value may include not only the right-of-use asset, but also any directly related associated assets such as leasehold improvements.

Movement schedule of right-of-use assets

		Real estate	Other leases	2024	2023
Position at January 1					
Cost value		575	48	623	685
Accumulated depreciation and impairment		(353)	(29)	(382)	(402)
Book value at January 1		222	19	241	283
Movements					
Additions from new leases		6	17	23	27
Acquired through business combinations		3	1	4	0
Additions from contract modifications and reassessment of options		13	1	14	8
Other movements from contract modifications and reassessment of options		(15)	(1)	(16)	(4)
Net additions		7	18	25	31
Depreciation	*Note 13*	(47)	(13)	(60)	(67)
Foreign exchange differences		7	1	8	(6)
Total movements		(33)	6	(27)	(42)
Position at December 31					
Cost value		556	53	609	623
Accumulated depreciation and impairment		(367)	(28)	(395)	(382)
Book value at December 31		189	25	214	241

Note 19 – Leasing continued

Contractual maturities of lease liabilities

		2024	2023
Within one year		65	65
Between one and two years		53	55
Between two and three years		44	44
Between three and four years		34	36
Between four and five years		24	30
Between five and ten years		48	72
Ten years and more		–	1
Effect of discounting		(26)	(31)
Total lease liabilities at December 31	*Note 28*	242	272

Cash outflow for leases

	2024	2023
Interest portion of lease payments	8	9
Repayment of principal portion of lease liabilities	62	65
Total	70	74

Other disclosures

At December 31, 2024, the weighted-average discount rate is 3.3% (2023: 3.1%).

At December 31, 2024, the future undiscounted cash outflows arising from leases not yet commenced and to which the group is committed amounted to €1 million (2023: €2 million).

The group's lease agreements do not impact any covenants.

The total expenses arising from short-term leases and low-value leases are insignificant.

Note 20 – Investments in equity-accounted associates

The group's share in equity-accounted associates at December 31 is:

ownership in %	2024	2023
Haoyisheng (Beijing, China)	22	22

Movement schedule of equity-accounted associates

	2024	2023
Position at January 1	11	11
Share of profit of equity-accounted associates, net of tax	2	1
Foreign exchange differences	0	(1)
Position at December 31	13	11

For the equity-accounted associates at December 31, 2024, and December 31, 2023, the financial information (at 100%) and the group's weighted-proportionate share is as follows:

	Total equity-accounted associates		Group's share	
	2024	2023	2024	2023
Total assets	43	38	9	8
Total liabilities	26	22	5	5
Total equity	17	16	4	3
Revenues	26	30	6	6
Net profit for the year	2	3	2	1

Note 21 – Financial assets

	2024	2023
Financial assets at fair value through profit or loss	0	0
Finance lease receivables	1	1
Other non-current financial assets	4	5
Total	5	6

The credit risk exposure of the financial assets is considered immaterial. Refer to *Note 29 – Financial risk management*.

Notes to the consolidated financial statements CONTINUED

Note 22 – Tax assets and liabilities

Deferred tax assets and liabilities

temporary differences arising from:	Assets	Liabilities	2024	2023
Intangible assets	6	(430)	(424)	(392)
Property, plant, and equipment, right-of-use assets, and lease liabilities	76	(57)	19	21
Employee benefits	42	–	42	37
Tax value of loss carry-forwards recognized	17	–	17	23
Other items	106	(28)	78	81
Total before set-off of tax	247	(515)	(268)	(230)
Set-off of tax	(191)	191	0	0
Position at December 31	56	(324)	(268)	(230)

Estimates and judgments

The actual recognition of deferred tax assets depends on the generation of future taxable income during the periods in which the temporary differences become deductible. Based on projected future taxable income and available strategies, the group considers the future realization of these deferred tax assets as probable.

Other items mainly include recognition of deferred tax assets and liabilities for temporary differences on working capital items.

Movements in temporary differences 2024

	Balance at January 1, 2024	Acquisitions/ divestments	Recognized in profit or loss *(Note 15)*	Recognized in equity and OCI comprehensive income	Foreign exchange differences	Balance at December 31, 2024
Intangible assets	(392)	(44)	31	–	(19)	(424)
PPE, right-of-use assets, and lease liabilities	21	–	(2)	–	0	19
Employee benefits	37	–	1	1	3	42
Tax value of loss carry-forwards recognized	23	–	(8)	–	2	17
Other items	81	(1)	(10)	4	4	78
Total	(230)	(45)	12	5	(10)	(268)

Movements in temporary differences 2023

	Balance at January 1, 2023	Acquisitions/ divestments	Recognized in profit or loss *(Note 15)*	Recognized in equity and OCI comprehensive income	Foreign exchange differences	Balance at December 31, 2023
Intangible assets	(395)	(7)	1	–	9	(392)
PPE, right-of-use assets, and lease liabilities	17	–	4	–	0	21
Employee benefits	38	–	0	0	(1)	37
Tax value of loss carry-forwards recognized	31	–	(7)	–	(1)	23
Other items	72	(1)	10	0	0	81
Total	(237)	(8)	8	0	7	(230)

Movements in overall tax position

		2024	2023
Position at January 1			
Current income tax assets		86	61
Current income tax liabilities		(128)	(129)
Deferred tax assets		51	62
Deferred tax liabilities		(281)	(299)
Overall tax position		(272)	(305)
Movements			
Total income tax expense	*Note 15*	(299)	(290)
Deferred tax from acquisitions and divestments		(45)	(8)
Current income tax from acquisitions and divestments		0	0
Deferred tax on items recognized directly in OCI		5	0
Paid income tax		318	325
Foreign exchange differences		(10)	6
Total movements		(31)	33
Position at December 31			
Current income tax assets		82	86
Current income tax liabilities		(117)	(128)
Deferred tax assets		56	51
Deferred tax liabilities		(324)	(281)
Overall tax position		(303)	(272)

Note 22 – Tax assets and liabilities continued

The current income tax liabilities include, to a large extent, uncertain tax positions. For most of these uncertain tax positions, it is expected that the audit by tax authorities will finalize beyond one year. For the estimates and judgments applied to uncertain tax positions, refer to *Note 15 – Income tax expense*.

The group paid income taxes for the amounts of €165 million (2023: €181 million) in North America, €140 million (2023: €133 million) in Europe, and €13 million (2023: €11 million) in Asia Pacific and Rest of World.

The amount of deferred tax assets arising from recognized tax loss carry-forwards, which relate to tax jurisdictions where the group continued to incur tax losses in the current and/or preceding year, was €0 million at December 31, 2024 (2023: €0 million). It is considered probable based on forecasts that future taxable profits will be available.

Unrecognized tax losses and temporary differences

The group has not recognized deferred tax assets that relate to unused tax losses and temporary differences amounting to €507 million (2023: €408 million), as it is not probable that future taxable profit will be available against which the group can use the benefits. Of these unused tax losses and temporary differences, 1% expire within the next five years (2023: 1%), 0% expire after five years (2023: 1%), and 99% carry forward indefinitely (2023: 98%).

In addition, the group has not recognized net deferred tax assets of €17 million (2023: €17 million) relating to unused state tax losses in the U.S. Of these unused state tax losses, 35% expire within the next five years (2023: 35%) and 65% expire after five years (2023: 65%).

Deferred tax on items recognized immediately in other comprehensive income and equity

	2024			2023		
	Amount before tax	Tax	Amount net of tax	Amount before tax	Tax	Amount net of tax
Exchange differences on translation of foreign operations, recycling of foreign exchange differences on loss of control, and net investment hedges	214	0	214	(124)	0	(124)
Gains/(losses) on cash flow hedges	(7)	4	(3)	(7)	–	(7)
Remeasurement gains/(losses) on defined benefit plans	(5)	1	(4)	(1)	0	(1)
Recognized in other comprehensive income	202	5	207	(132)	0	(132)
Share-based payments	31	–	31	31	–	31
Recognized in equity	31	0	31	31	0	31

Note 23 – Inventories

	2024	2023
Work in progress	18	27
Finished products and trade goods	61	57
Total	79	84

Material accounting policy information

Inventories also include internally developed commercial software products. The cost of internally produced goods includes the development, manufacturing, content-creation, and publishing costs.

At December 31, 2024, the provision for obsolescence deducted from the inventory carrying values amounted to €15 million (2023: €17 million). In 2024, an amount of €2 million was recognized as an expense for the change in the provision for obsolescence (2023: €4 million) and is presented as part of cost of revenues in the consolidated statement of profit or loss.

Note 24 – Contract assets and liabilities

	2024	2023
Trade receivables	1,129	1,087
Non-current contract assets	18	18
Current contract assets	148	160
Non-current deferred income	110	102
Current deferred income	2,054	1,899
Other current contract liabilities	76	86

Material accounting policy information

Contract assets and contract liabilities

The group recognizes the following contract-related assets: unbilled revenues, cost to obtain a contract, and cost to fulfill a contract.

The group recognizes the following contract-related liabilities: deferred income and the provisions for returns, refunds, and other liabilities.

Note 24 – Contract assets and liabilities continued

Unbilled revenues and deferred income

When either party to a customer contract has performed, the group recognizes unbilled revenues or deferred income, depending on the relationship between the group's performance and the timing of the customer's payment. If the value of the services rendered by the group exceeds the invoiced amounts, unbilled revenues are recognized. If the invoiced amounts exceed the value of services rendered, deferred income is recognized.

Unbilled revenues are recognized when the group's right to consideration is conditional on something other than the passage of time, for example future performance of the entity.

Deferred income represents the part of the amount invoiced to customers that has not yet met the criteria for revenue recognition and thus still must be earned as revenues by means of the delivery of goods and/or services in the future. Deferred income is recognized at its nominal value.

For contracts whereby neither party has performed, trade receivables and deferred income balances are presented on a net basis.

Cost to obtain a contract

Incremental costs for obtaining a contract (primarily sales commissions) will be capitalized and amortized if the contract term is expected to be longer than 12 months, as the practical expedient of IFRS 15 is applied. The amortization period will usually be one to five years, or the underlying contract life if longer, subject to the nature of the underlying performance obligations.

Cost to fulfill a contract

If the group incurs costs to fulfill a revenue contract with a customer (e.g., costs that are explicitly chargeable to the customer under the contract, set-up costs, or pre-contract costs), an asset is recognized if these costs directly relate to a contract, generate or enhance resources that will be used in satisfying performance obligations in the future, and are expected to be recovered. The amortization of set-up and pre-contract costs is recognized as an expense over the term of the associated contract.

Provisions for returns, refunds, and other liabilities

The group recognizes a contract liability if the group receives consideration from a customer and expects to refund some or all of that consideration to the customer or for transferred goods and/or services with a right of return. The contract liability is measured as the amount of the consideration for which the group does not expect to be entitled to.

Estimates and judgments

Costs to obtain a contract – capitalized sales commissions

The assessment of the nature of sales commission plans for meeting the capitalization criteria requires judgment. The applicable amortization period of the incremental cost to obtain a contract is estimated by the group by matching the useful life of the capitalized sales commissions with the expected benefits of the underlying contract.

Impairment

Any impairment of assets relating to contracts with customers is measured, presented, and disclosed in accordance with IFRS 9. The determination of the provision for impairment is based on the group's historical average of three years of credit losses, which is used as a proxy for expected losses on trade receivables with similar characteristics and credit profile, adjusted as appropriate to reflect the current conditions and estimates of future economic conditions. Trade receivables longer than one year overdue and trade receivables with specific risk with no reasonable expectation of recovery, are impaired and provided for in full, unless reliable supporting information is available to conclude otherwise. The group presents its impairment losses in the notes to the consolidated financial statements.

General

In general, the group applies payment terms in line with common industry practice. There are no significant contracts with a material financing component. There are contracts with variable consideration, but the related estimates are almost never constrained.

Most of the contracts with customers require prepayment of the consideration.

Within the CT Corporation business of Financial & Corporate Compliance, the group acts as an agent between the customer and governmental organizations in the U.S. for some costs that are explicitly chargeable to the customer under the contract.

Trade receivables and unbilled revenues are shown net of impairment losses amounting to €89 million (2023: €85 million). The fair value of the receivables approximates the carrying amount. Impairment losses on trade receivables and unbilled revenues are presented as part of sales costs in the consolidated statement of profit or loss.

Loss allowances

		2024	2023
Position at January 1		85	85
Additions to loss allowances	*Note 9*	35	34
Releases from loss allowances	*Note 9*	(17)	(11)
Usage of loss allowances		(23)	(22)
Foreign exchange differences		9	(1)
Position at December 31		89	85

For further information on credit risk, refer to *Note 29 – Financial risk management.*

Note 24 – Contract assets and liabilities continued

Contract assets

current and non-current		Unbilled revenues	Cost to obtain a contract	Cost to fulfill a contract	2024	2023
Position at January 1		97	41	40	178	170
Recognized as revenues in the year		443	–	–	443	502
Newly recognized cost to fulfill a contract		–	–	405	405	519
Transferred to trade receivables		(462)	–	(404)	(866)	(1,007)
Newly recognized cost to obtain a contract		–	31	–	31	30
Amortization of capitalized sales commissions	*Note 9*	–	(29)	–	(29)	(29)
Autonomous movements in contract assets		(19)	2	1	(16)	15
Acquired through business combinations		–	–	–	0	0
Foreign exchange differences		2	0	2	4	(7)
Position at December 31		80	43	43	166	178

The group did not recognize an impairment on the unbilled revenues during the year (2023: nil).

Deferred income

current and non-current	2024	2023
Position at January 1	2,001	1,970
New and existing contracts with customers	4,668	4,300
Recognized as revenues from opening balance	(1,899)	(1,858)
Recognized as revenues in the year on new and existing contracts	(2,650)	(2,309)
Change in netting against trade receivables	(46)	(53)
Autonomous movements in deferred income	73	80
Acquired through business combinations	4	6
Divestment of operations	(6)	–
Foreign exchange differences	92	(55)
Position at December 31	2,164	2,001

No material amount of revenues was recognized in 2024 from performance obligations (partially) satisfied in previous years because of events such as changes in transaction price. Furthermore, the group did not have material changes in deferred income because of contract modifications or changes in estimates.

The aggregate amount of the transaction price allocated to the remaining performance obligations that are unsatisfied at year-end 2024 was €4,941 million (2023: €4,402 million), of which €2,512 million was included in deferred income (2023: €2,287 million). The unfulfilled performance obligations not recognized in deferred income relate to multi-year contracts agreed with customers, whereby the group expects to satisfy these performance obligations for a large part within one year and for the remainder between one to five years.

Other contract liabilities

	2024	2023
Position at January 1	86	88
Additions to provision for returns, refunds, and other	130	121
Usage of provision for returns, refunds, and other	(139)	(121)
Autonomous movements in other contract liabilities	(9)	0
Foreign exchange differences	(1)	(2)
Position at December 31	76	86

Note 25 – Other receivables

		2024	2023
Prepaid royalties		11	14
Non-current other receivables		11	14
Prepaid royalties		70	56
Other prepayments		154	116
VAT, sales tax, and other taxation		22	16
Miscellaneous receivables		16	10
Interest receivable		1	2
Collateral		2	–
Deferred divestment receivables		0	–
Derivative financial instruments	*Note 29*	–	2
Current other receivables		265	202

Note 26 – Cash and cash equivalents

		2024	2023
Deposits		417	649
Cash and bank balances		537	486
Total cash and cash equivalents in the consolidated statement of financial position		954	1,135
Minus: Bank overdrafts used for cash management purposes	*Note 28*	(9)	(146)
Total cash and cash equivalents minus bank overdrafts		945	989

Material accounting policy information

Cash and cash equivalents comprise cash and bank balances, and deposits that are held as part of the group's cash management for the purpose of meeting short-term cash commitments.

Bank overdrafts predominantly result from cash pool arrangements and are presented within borrowings and bank overdrafts in current liabilities. The group discloses the financial assets and financial liabilities within these arrangements on a gross basis.

An amount of €1 million (2023: €1 million) relates to cash and cash equivalent balances of entities that the group does not fully own.

At December 31, 2024, bank balances include an amount of €43 million (2023: €48 million) of restricted cash, primarily due to local exchange control regulations that restrict exporting cash and/or capital from the relevant country.

Note 27 – Trade and other payables

		2024	2023
Trade payables		159	165
Salaries, holiday allowances, and other benefits		326	285
VAT, sales tax, social security premiums, and other taxation		99	91
Pension-related payables		32	28
Royalty payables		104	87
Other accruals and payables		311	295
Interest payable		51	42
Deferred and contingent acquisition payables	*Note 29*	2	4
Derivative financial instruments	*Note 29*	3	–
Total		1,087	997

Note 28 – Net debt

in millions of euros, unless otherwise stated	Nominal value	Effective interest rate in %	Nominal interest rate in %	Repayment commitments 1-5 years	Repayment commitments >5 years	2024	2023
Bonds 2008-2028 (100.00*)	€36	6.812	6.748	36	–	36	36
Bonds 2017-2027 (99.659*)	€500	1.575	1.500	499	–	499	499
Bonds 2020-2030 (99.292*)	€500	0.862	0.750	–	497	497	496
Bonds 2021-2028 (99.958*)	€500	0.307	0.250	499	–	499	499
Bonds 2022-2026 (99.922*)	€500	3.096	3.000	499	–	499	499
Bonds 2023-2031 (99.417*)	€700	3.877	3.750	–	695	695	694
Bonds 2024-2029 (99.964*)	€600	3.316	3.250	599	–	599	–
Bonds, measured at amortized cost				2,132	1,192	3,324	2,723
Private placements 2008-2038, measured at amortized cost				–	122	122	127
Deferred and contingent acquisition payables, measured at fair value				0	–	0	1
Other debt, measured at amortized cost				21	–	21	21
Derivative financial instruments, measured at fair value**				–	17	17	5
Other long-term debt				21	17	38	27
Total long-term debt (excluding lease liabilities)				2,153	1,331	3,484	2,877
Lease liabilities***						179	209
Total long-term debt						3,663	3,086

* Issue price of the financial instrument.

** For further details on these debt-related derivative financial instruments, refer to *Note 29 – Financial risk management*.

*** For the repayment commitments of lease liabilities, refer to *Note 19 – Leasing*.

Note 28 – Net debt continued

Reconciliation long-term debt to net debt

		2024	2023
Total long-term debt		3,663	3,086
Borrowings and bank overdrafts:			
Euro Commercial Paper program		350	50
Bank overdrafts, measured at amortized cost	*Note 26*	9	146
Total borrowings and bank overdrafts		359	196
Bonds 2014-2024		–	400
Short-term lease liabilities		63	63
Deferred and contingent acquisition payables measured at fair value	*Note 29*	2	4
Derivative financial instruments	*Note 29*	3	–
Total short-term debt		427	663
Gross debt		4,090	3,749
Minus:			
Cash and cash equivalents	*Note 26*	(954)	(1,135)
Collateral		(2)	–
Deferred divestment consideration receivable	*Note 8*	0	–
Derivative financial instruments:			
Non-current assets	*Note 21*	–	–
Current assets	*Note 25*	–	(2)
Net debt		3,134	2,612

Material accounting policy information

Non-derivative financial liabilities measured at amortized cost

Financial liabilities measured at amortized cost are bonds, the Euro Commercial Paper program, private placements, other long- and short-term debt, and trade payables.

Reconciliation of liabilities arising from financing activities

Gross debt, excluding lease liabilities, derivative financial instruments, and bank overdrafts

	Balance at January 1, 2024	Net cash flows	Acquisitions/ Divestments	Unwinding of discount	Foreign exchange differences	Other non-cash movements	Balance at December 31, 2024
Bonds	3,123	200	–	3	–	(2)	3,324
Private placements	127	–	–	–	(5)	–	122
Other gross debt	76	299	(3)	–	1	–	373
Total	3,326	499	(3)	3	(4)	(2)	3,819

	Balance at January 1, 2023	Net cash flows	Acquisitions/ Divestments	Unwinding of discount	Foreign exchange differences	Other non-cash movements	Balance at December 31, 2023
Bonds	3,126	(4)	–	3	–	(2)	3,123
Private placements	142	–	–	0	(15)	–	127
Other gross debt	20	55	1	–	0	–	76
Total	3,288	51	1	3	(15)	(2)	3,326

Lease liabilities

current and non current		2024	2023
Position at January 1		272	313
Additions from new leases		23	27
Acquired through business combinations		4	0
Contract modifications and reassessments of options		(4)	4
Repayment of lease liabilities (interest and principal portion)		(70)	(74)
Unwinding of discount of lease liabilities	*Note 14*	8	9
Foreign exchange differences		9	(7)
Position at December 31	*Note 19*	242	272

For material accounting policy information and estimates and judgments on lease liabilities, refer to *Note 19 – Leasing*.

Note 28 – Net debt continued

Loan maturity

The following amounts of gross debt (excluding lease liabilities) at December 31, 2024, are due within and after five years:

	2024
2026	510
2027	509
2028	535
2029	599
Due after 2029	1,331
Long-term debt	3,484
Short-term debt (2025)	364
Total (excluding lease liabilities)	3,848

At December 31, 2023, €600 million was short-term debt, €1,555 million was due in 2025, 2026, 2027, and 2028, and €1,322 million was due after 2028.

Financial liabilities measured at amortized cost

Bonds

The group has senior bonds outstanding for an amount of €3,324 million at December 31, 2024 (2023: €3,123 million). The nominal interest rates on the bonds are fixed until redemption.

On March 18, 2024, the group issued a €600 million five-year senior unsecured Eurobond. The bonds were sold at an issue price of 99.964 percent and carry an annual coupon of 3.250 percent. The senior unsecured bonds will mature on March 18, 2029. The net proceeds of the offering are used for general corporate purposes.

On April 3, 2023, the group issued a €700 million eight-year senior unsecured Eurobond. The bonds were sold at an issue price of 99.417 percent and carry an annual coupon of 3.750 percent. The senior unsecured bonds will mature on April 3, 2031. The net proceeds of the offering are used for general corporate purposes.

Private placements

The group holds private placements in Japanese yen. These private placements (¥20,000 million) are converted to and hedged against the euro via cross-currency interest rate swaps. These swaps have been collateralized for credit risk in line with the treasury risk management policies. There is €2 million collateral outstanding at December 31, 2024 (2023: no collateral outstanding).

Multi-currency revolving credit facility

The group has a €600 million multi-currency revolving credit facility in place, which has been renewed in July 2024. The facility will mature in 2029 and includes two one-year extension options. The interest rates in the facility are variable. The facility is used for general corporate purposes.

At December 31, 2024, no amounts were drawn under the facility (December 31, 2023: no amounts drawn). The facility is subject to customary conditions, without having a financial credit covenant.

Euro Commercial Paper program

The group has a Euro Commercial Paper (ECP) program in place, under which it may issue unsecured, short-term debt (ECP notes) for a maximum of €1.0 billion. The program provides flexible funding for short-term cash needs at attractive rates. At December 31, 2024, €350 million of ECP notes were outstanding (2023: €50 million).

Defaults and/or breaches

There were no defaults or breaches on the loans and borrowings during 2024 or 2023.

Note 29 – Financial risk management

Risk management framework

The group's activities are exposed to a variety of financial risks, including market, liquidity, and credit risk. Identification and management of financial risks are carried out by the central treasury department (Corporate Treasury), whereby the treasury operations are conducted within a framework of policies and guidelines (Treasury Policy), which are approved by the Executive Board and the Supervisory Board. The Treasury Policy is reviewed at least annually, considering market circumstances and market volatility, and is based on assumptions concerning future events, subject to uncertainties and risks that are outside of the group's control. The Treasury Committee, comprising the Senior Vice President Finance, Budgeting & Reporting, Controller Corporate Office, Executive Vice President Treasury, Tax & Risk, Senior Vice President Corporate Tax, and representatives of Corporate Treasury and Treasury Back-Office, meets quarterly to review treasury activities and compliance with the Treasury Policy and reports directly to the Executive Board and the Audit Committee. The Treasury Back-Office reports deviations directly to the CFO and the Executive Vice President Treasury, Tax & Risk.

Under the group's Internal Control Framework, the financial reporting controls, including policies and procedures, of the Corporate Treasury Department are periodically reviewed. Corporate Treasury reports quarterly to the Audit Committee on its compliance with the Treasury Policy.

Note 29 – Financial risk management continued

The group's funding activities are carried out by Corporate Treasury using long-term capital market instruments and committed credit facilities to ensure optimal financial flexibility and capital efficiency. The borrowings, together with cash generated from operations, are lent or contributed as equity to the operating companies. The group targets a net-debt-to-EBITDA ratio of between 1.5 and 2.5. However, the group could temporarily deviate from this relative indebtedness ratio. At December 31, 2024, the net-debt-to-EBITDA ratio was 1.6 (2023: 1.5).

All treasury activities, in particular the use of derivative financial instruments, are subject to the principle of risk minimization and are executed by specialized treasury personnel. For this reason, financial transactions and risk positions are managed in a central treasury management and payment system. It is the group's policy that material currency translation exposures and variable interest exposures are partially hedged by Corporate Treasury in accordance with the annual treasury plan approved by the Audit Committee. The group does not purchase or hold derivative financial instruments for speculative purposes. The group's risk profile is defined and reviewed regularly. Although the economic environment has become more challenging because of the volatility in financial markets, the exposure to financial risks for the group's activities has not significantly changed, nor has the approach to these risks.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the group's profit or loss or the value of its financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Currency risk

The group has identified transaction and translation risks as currency risks.

The transaction risk exposure within individual group entities is relatively immaterial. The transaction prices invoiced to customers for goods and/or services are mainly denominated in the customers' local currencies. Given the nature of the business, almost all related costs are also incurred in those local currencies. Derivative financial instruments to hedge transaction risks are therefore not frequently used.

Translation risk is the risk that exchange rate gains or losses arise from translating the statements of profit or loss, cash flows, and financial position of foreign subsidiaries to the group's presentation currency (euro) for consolidation purposes.

The group's risk management strategy practice is that material currency translation exposures (including U.S. dollar net investments) are partially hedged by Corporate Treasury. Currency translation exposures which impact the consolidated statements of financial position and/or profit or loss by 10% or more are considered material. The currency translation exposure on the consolidated statement of cash flows is partly mitigated by matching cash inflows and outflows in the same currency. The group's main translation risk is its exposure to the U.S. dollar.

In line with its risk management strategy, the group manages the translation risk using three types of risk mitigating actions, of which two types of transactions are designated as a hedge and for which the group applies hedge accounting.

Hedge accounting

Material accounting policy information
Derivative financial instruments and hedging activities
The group holds derivative financial instruments to hedge risk exposures.

Derivative financial instruments are initially recognized at fair value on the date a derivative contract is concluded and are subsequently remeasured at fair value. The method of recognizing gains or losses depends on whether the derivative is designated as a hedging instrument and if so, the nature of the item being hedged.

The group designates derivatives as either:

- Hedges of a risk associated with a recognized asset or liability or a highly probable forecast transaction (cash flow hedge);
- Hedges of a net investment in a foreign operation (net investment hedge); or
- Currency forward instruments to protect the group's net profit (not qualifying for hedge accounting).

With respect to foreign currency forwards used in the cash flow hedges and the net investment hedges, the group designates as a hedging instrument only the change in the value of the spot component of a forward contract (and not the forward element). The differential between the contracted forward rate and the market spot rate, defined as forward points, is recognized in other comprehensive income and accumulated in the hedge reserve within total equity.

Cash flow hedge
The effective part of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recognized in other comprehensive income, and accumulated in the hedge reserve within total equity. Amounts accumulated in the hedge reserve are reclassified to profit or loss within the line where the result from the hedged transaction is recognized, in the same period the hedged item affects the profit or loss.

Note 29 – Financial risk management continued

The gain or loss relating to the ineffective part of the hedging relationship is recognized in profit or loss within financing results.

Reclassification of hedge reserve to profit or loss
When a hedging instrument matures or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in the hedge reserve at that time remains in the hedge reserve and is only reclassified when the hedged transaction is ultimately recognized in profit or loss. When a hedged transaction is no longer expected to occur, the cumulative gain or loss in the hedge reserve is reclassified to profit or loss.

Net investment hedge
Fair value changes of derivative financial instruments used to hedge the net investment in foreign operations, which are determined to be an effective hedge, are recognized directly in other comprehensive income in the translation reserve. Gains and losses accumulated in the translation reserve are reclassified to profit or loss when the foreign operation is disposed. If a hedging relationship is terminated and the derivative financial instrument is not sold, future changes in the fair value of the derivative financial instrument are recognized in profit or loss.

The gain or loss relating to the ineffective part of the hedging relationship is recognized in profit or loss within financing results.

Derivatives that do not qualify for hedge accounting
Changes in the fair value of any derivative financial instruments that do not qualify for hedge accounting are recognized in profit or loss within financing results.

Net investment hedge
The group partially protects total equity from foreign exchange differences using U.S. dollar currency forward contracts qualifying as net investment hedges, which partially offset the translation risk on U.S. dollar-denominated subsidiaries and long-term receivables of the U.S. operations, being the hedged items. The fair value changes of the net investment hedge partially offset the currency differences on translation of U.S. dollar-denominated subsidiaries and long-term receivables from U.S. operations, both recognized in other comprehensive income.

The group had U.S. dollar forward contracts outstanding for a total notional amount of €289 million ($300 million) at December 31, 2024 (2023: €249 million or $275 million). These hedges created a U.S. dollar balance sheet cover with a future settlement date, recognized as a financial liability with a fair value of €3 million at December 31, 2024.

The group had U.S. dollar liabilities outstanding for a total notional amount of €445 million ($462 million) at December 31, 2024 (2023: €432 million or $477 million). The U.S. dollar liabilities include net investment hedges and other U.S. dollar-denominated liabilities. The U.S. dollar balance sheet cover of 13% (2023: 11%) is defined as the sum of U.S. dollar net investment hedges and other U.S. dollar liabilities outstanding divided by the group's net investment in U.S. dollar-denominated assets.

Cash flow hedge
The group protects against the translation differences on the Japanese yen private placement (2024 and 2023: ¥20,000 million) and the related interest payments, using cash flow hedges by means of four cross-currency interest rate swaps. The fair value changes of the cash flow hedges are recognized in equity until the hedging relationship with the corresponding hedged instrument is terminated. At that moment, the translation differences are reclassified to profit or loss.

Currency forwards
The group partially protects net profit from foreign exchange differences using U.S. dollar and other currency forwards not qualifying for hedge accounting. The fair value changes of these currency forwards are recognized in financing results and partially offset any translation risk on profit or loss elements.

In 2024, the group swapped 44% (2023: 88%) of the net financing results of €62 million (2023: €27 million) into U.S. dollars using foreign exchange derivatives of $25 million (2023: $20 million).

Sensitivity
Based on the percentage of 44% for net financing results payable in U.S. dollars, an instantaneous 1% decline of the U.S. dollar against the euro at December 31, 2024, with all other variables held constant, would result in a decrease of approximately €0.3 million in net financing results (2023: €0.2 million).

Hedge effectiveness
Before applying hedge accounting, the group assesses, in accordance with the group's risk management policies and the parameters of the hedge, whether the designated hedge is highly effective. In 2024, the group did not record ineffectiveness because of hedging activities (2023: no ineffectiveness). The group measures hedge effectiveness on a forward-looking basis at the inception of the hedging relationship and on an ongoing basis at reporting dates through a qualitative assessment of the critical terms of the hedging instrument and the hedged item. The hedge values will generally move in the opposite direction because of the same risk and hence an economic relationship exists. The results of these effectiveness tests all satisfied the effectiveness criterion during the year.

Note 29 – Financial risk management continued

Currency risk sensitivity

The following table details the group's sensitivity to a 1% weakening of the U.S. dollar against the euro:

	2024	2023
Revenues	(40)	(38)
Adjusted operating profit	(14)	(13)
Operating profit	(13)	(12)
Adjusted net profit	(12)	(8)
Profit for the year	(11)	(8)
Shareholders' equity at December 31	(29)	(36)
Adjusted free cash flow	(12)	(11)

Sensitivity analysis

A sensitivity analysis on the derivative financial instruments portfolio yields the following results, assuming an instantaneous 1% decrease of the U.S. dollar and Japanese yen against the euro from their levels at December 31, 2024, and an instantaneous 1% increase of the U.S. dollar, Japanese yen, and euro interest rates:

in millions, unless otherwise stated	Hedged risk	Amount	Type of instrument	Exchange rate movement €	Interest rate movement €
Cash flow hedge	Changes in ¥ floating interest payments and ¥ exchange rates	¥20,000	Cross-currency interest rate swaps	(1)	0
Net investment hedge	Changes of the U.S. dollar net investments due to fluctuations of U.S. dollar exchange rates	$300	Forward contracts	3	0

Interest rate risk

The group is exposed to interest rate risk. The group aims to mitigate the impact on its results and cash flows of interest rate movements, both by arranging fixed or variable rate funding and by use of derivative financial instruments. At December 31, 2024, the group's interest rate position (excluding cash and cash equivalents and lease liabilities) was 91% (2023: 99%) carried at a fixed rate. The credit facility and the Euro Commercial Paper program have a variable interest rate.

Assuming the same mix of variable and fixed interest rate instruments, an instantaneous increase of interest rates of 1% compared to the rates on December 31, 2024, with all other variables held constant, would result, on an annual basis, in an increase of approximately €3.5 million in net financing results (hardly any impact at December 31, 2023).

During 2024, there were no IBOR-replacements that impacted the results for the group.

Liquidity risk

Liquidity risk is the risk that the group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The group's approach to manage liquidity is to ensure, as far as possible, that it will have enough liquidity to meet its liabilities when they are due.

The group actively manages liquidity risk by maintaining enough cash and cash equivalents, and by the availability of committed borrowing capacity. To reduce liquidity risk, the group has established the following minimum requirements:

- No more than 25% of outstanding gross debt minus available cash should be repayable within a 12-month period;
- Acquiring of funding to start at least one year in advance of all maturing debt or alternative committed funding should be in place; and
- Minimum headroom of €500 million (sum of unused committed credit facilities, cash and cash equivalents, and derivative financial assets, minus other short-term debt, current deferred acquisition payables, current derivative financial liabilities, and bank overdrafts).

Per December 31, 2024, the group has access to the unused part of the committed credit facilities of €600 million in total (2023: €600 million) and cash and cash equivalents of €954 million (2023: €1,135 million), minus other short-term debt, current deferred and contingent acquisition payables, bank overdrafts, Euro Commercial Paper, and current derivative financial liabilities totaling €364 million (2023: €200 million). The headroom was €1,190 million at year-end 2024 (2023: €1,537 million).

No assets have been collateralized or in any other way secured under debt contracts.

Exposure to liquidity risk

The following tables relate to the remaining contractual cash flows of financial liabilities at the reporting date. These tables show net cash flow amounts for derivative financial instruments that have simultaneous cash settlements. The amounts for the non-derivative financial instruments are gross and undiscounted and include estimated interest payments and exclude the impact of netting agreements. For the remaining contractual cash flows of lease liabilities, refer to *Note 19 – Leasing*.

Note 29 – Financial risk management continued

Contractual cash flows 2024

	Carrying amount	Contractual undiscounted cash flows	Less than 1 year	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities (excl. lease liabilities)						
Bonds:						
Bonds 2008-2028	36	45	2	2	41	–
Bonds 2017-2027	499	524	8	8	508	–
Bonds 2020-2030	497	523	4	4	11	504
Bonds 2021-2028	499	505	1	1	503	–
Bonds 2022-2026	499	530	15	515	–	–
Bonds 2023-2031	695	884	26	26	79	753
Bonds 2024-2029	599	699	20	20	659	–
Private placements:						
Private placements 2008-2038	122	177	4	4	12	157
Long- and short-term deferred and contingent acquisition payables	2	2	2	0	–	–
Other debt	21	21	–	11	10	–
Borrowings and bank overdrafts	359	359	359	–	–	–
Trade payables	159	159	159	–	–	–
Total	3,987	4,428	600	591	1,823	1,414
Derivative financial instruments						
(Receipts)		(286)	(286)			
Payments		281	281			
Foreign exchange derivatives	3	(5)	(5)	0	0	0
(Receipts)		(177)	(4)	(4)	(12)	(157)
Payments		230	8	8	23	191
Cross-currency interest rate swaps	17	53	4	4	11	34
Total derivative financial liabilities/(assets)	20	48	(1)	4	11	34

Contractual cash flows 2023

	Carrying amount	Contractual undiscounted cash flows	Less than 1 year	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities (excl. lease liabilities)						
Bonds:						
Bonds 2008-2028	36	47	2	2	43	–
Bonds 2014-2024	400	410	410	–	–	–
Bonds 2017-2027	499	531	8	8	515	–
Bonds 2020-2030	496	527	4	4	11	508
Bonds 2021-2028	499	506	1	1	504	–
Bonds 2022-2026	499	545	15	15	515	–
Bonds 2023-2031	694	910	26	26	79	779
Private placements:						
Private placements 2008-2038	127	189	4	4	13	168
Long- and short-term deferred and contingent acquisition payables	5	5	4	1	–	–
Other debt	21	21	–	11	10	–
Borrowings and bank overdrafts	196	196	196	–	–	–
Trade payables	183	183	183	–	–	–
Total	3,655	4,070	853	72	1,690	1,455
Derivative financial instruments						
(Receipts)		(252)	(252)			
Payments		249	249			
Foreign exchange derivatives	(2)	(3)	(3)	0	0	0
(Receipts)		(189)	(4)	(4)	(13)	(168)
Payments		238	8	8	23	199
Cross-currency interest rate swaps	5	49	4	4	10	31
Total derivative financial liabilities/(assets)	3	46	1	4	10	31

Note 29 – Financial risk management continued

Credit risk

Credit risk represents the loss that would be recognized if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the group's receivables from customers, unbilled revenues, and investments in debt securities. The carrying amount of non-derivative financial assets represents the maximum credit exposure and amounted to €2,202 million at December 31, 2024 (2023: €2,347 million).

Financial instruments and excess cash at financial institutions

The group is exposed to credit risks due to its use of derivatives and because of excess cash deposited at banks. It is the group's policy to conclude financial transactions under ISDA (International Swap Dealers Association) master agreements. Cash invested and financial transactions are only concluded with financial institutions with strong credit ratings (at least a credit rating of A-/A3). Furthermore, credit limits per counterparty are in place and are monitored periodically.

At December 31, 2024, there were no material credit risk concentrations outstanding while the average weighted credit rating of counterparties was A+ (2023: A+). The aim is to spread transactions among counterparties. No credit limits were materially exceeded during the reporting period and management does not expect any losses from non-performance by these counterparties on current outstanding contracts.

Trade receivables and unbilled revenues

The group has a natural exposure to credit risk in its operational business. This exposure of the group's operating companies to credit risk is inherently limited, considering the diversified customer portfolio of the group, and since a substantial part of the transactions is prepaid by customers. The group's operating companies actively monitor the solvency of their key accounts and assess creditworthiness of customers before concluding a contract.

The group determines the impairment on trade receivables and unbilled revenues using the lifetime expected credit loss model, whereby the historical credit losses on trade receivables (a credit event) are used as a base for the future expected credit losses. The accounting policy and the assumptions are periodically evaluated by the group using macroeconomic data and historical back-testing of the assumptions.

At December 31, 2024, the loss allowances on trade receivables and unbilled revenues amounted to €89 million. The majority of these loss allowances relate to trade receivables that are overdue for more than one year, as legislation in various countries does not allow a write-off until a certain number of years is passed.

The trade receivables and unbilled revenues that are not overdue for more than one year or have no specific impairment risk have sound creditworthiness and meet the credit rating grades as defined in the internal policy for assessing the impairment of financial assets. For each trade receivable less than one year overdue, there is a loss allowance of at least 0.5% of the outstanding balance.

For material accounting policy information and estimates and judgments applied in determining the loss allowances on trade receivables and unbilled revenues, refer to *Note 9 – Sales costs* and *Note 24 – Contract assets and liabilities*.

Note 29 – Financial risk management continued

Fair value of financial instruments

The following table shows the carrying amounts and fair values of financial assets and liabilities (excluding lease liabilities), including their levels in the fair value hierarchy.

	2024					2023	
	Carrying value	Fair value	Level 1	Level 2	Level 3	Carrying value	Fair value
Non-derivative financial instruments:							
Financial assets at fair value through profit or loss	0	0			0	0	0
Unbilled revenues*	80	80				97	97
Trade receivables*	1,129	1,129				1,087	1,087
VAT, sales tax, and other taxation*	22	22				16	16
Miscellaneous receivables*	16	16				10	10
Interest receivable*	1	1				2	2
Deferred divestment consideration receivable*	0	0				–	–
Cash and cash equivalents*	954	954				1,135	1,135
Total non-derivative financial assets	2,202	2,202			0	2,347	2,347
Bonds 2008-2028	36	40	40			36	41
Bonds 2014-2024	–	–				400	398
Bonds 2017-2027	499	487	487			499	479
Bonds 2020-2030	497	444	444			496	435
Bonds 2021-2028	499	462	462			499	449
Bonds 2022-2026	499	501	501			499	501
Bonds 2023-2031	695	723	723			694	727
Bonds 2024-2029	599	609	609				
Private placements 2008-2038	122	140		140		127	149
Long- and short-term deferred and contingent acquisition payables	2	2			2	5	5
Other debt*	21	21				21	21
Borrowings and bank overdrafts*	359	359				196	196
Trade payables*	159	159				183	183
Interest payable*	51	51				42	42
Total non-derivative financial liabilities	4,038	3,998	3,266	140	2	3,697	3,626
Derivative financial instruments:							
Non-current assets	–	–				–	–
Current assets	–	–				2	2
Total derivative financial assets	0	0				2	2
Non-current liabilities	17	17		17		5	5
Current liabilities	3	3		3		–	–
Total derivative financial liabilities	20	20		20		5	5

* Fair value approximates the carrying amount.

Note 29 – Financial risk management continued

Fair value hierarchy

The fair values have been determined by the group based on market data and appropriate valuation methods/quotes. Valuation methods include:

- Level 1: reference to quoted prices (unadjusted) in active markets for similar assets and liabilities;
- Level 2: inputs other than quoted prices that are observable for the asset or liability and that may have a significant impact on the fair value, either directly (i.e., as prices) or indirectly (i.e., derived from prices) based on discounted cash flow analyses, using data input of observable financial markets and financial institutions; and
- Level 3: inputs that are not based on observable market data. The valuation method can be based on discounted cash flow analyses, or other models that are substantially identical.

There has been no change in the fair value hierarchy compared to 2023.

The Level 3 fair value movements in non-derivative financial liabilities are as follows:

		2024	2023
Balance at January 1		5	4
Acquired through business combinations	*Note 8*	0	4
Settlements	*Note 8*	(3)	(3)
Fair value changes of contingent considerations	*Note 11*	0	0
Foreign exchange differences		0	0
Balance at December 31		2	5

Deferred and contingent acquisition payables

Material accounting policy information

Non-derivative financial liabilities at fair value through profit or loss comprise deferred and contingent considerations and are measured at fair value. Changes therein are recognized in profit or loss. The contingent considerations are based on a discounted cash flow model, which considers the present value of expected payments, using a risk-adjusted discount rate. The expected payment is determined by considering possible scenarios, the amount to be paid under each scenario, and the probability of each scenario.
The estimated fair value could increase (or decrease) if assumptions change.

The fair value of the deferred and contingent acquisition payables balance amounted to €2 million (2023: €5 million) and can be presented as follows:

	Fair value December 31, 2024	Of which: short term	Of which: long term	Maximum exposure (undiscounted)	Fair value December 31, 2023
Total	2	2	0	2	5

Note 30 – Employee benefits

	2024	2023
Retirement plans	11	29
Other post-employment benefit plans	47	45
Other long-term employment benefits	9	7
Total	67	81

Material accounting policy information

Defined contribution plans

Obligations for contributions to defined contribution plans are recognized as employee benefit expenses in profit or loss in the period during which services are rendered by employees. Prepaid contributions are recognized as an asset to the extent that a cash refund or reduction in future payments is available.

Defined benefit plans

The group's net obligation in respect of defined employee benefit plans is calculated separately for each plan by estimating the amount of future benefits that employees have earned in the current and prior periods, discounting that amount, and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the group, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan, or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Note 30 – Employee benefits continued

All remeasurement gains and losses of the net defined benefit liabilities or assets, which consist of actuarial gains and losses, return on plan assets (excluding interest), and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in other comprehensive income, in the period in which they occur.

The group determines the net interest expense or income on the net defined benefit liability or asset for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the net defined benefit liability or asset, considering any changes in the net defined benefit liability or asset during the period resulting from contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans, such as fund administration costs, are recognized in profit or loss, when incurred.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in the defined benefits that relates to past service or the gain or loss on curtailment is recognized directly in profit or loss. The group recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs. A curtailment occurs when an entity significantly reduces the number of employees covered by a plan. Amendments to the terms of a defined benefit plan will be considered plan amendments and will be fully accounted for as past service costs. If a plan amendment, curtailment, or settlement occurs, the current service cost and the net interest for the period after the remeasurement are determined using the assumptions applied for the remeasurement.

Long-term service benefits
The group's net obligation in respect of long-term service benefits, such as jubilee benefits, is the amount of future benefits that employees have earned in return for their service in the current and prior periods. The obligation is calculated using the projected unit credit method and is discounted to its present value, with the fair value of any related assets deducted.

Estimates and judgments
The net plan assets or liabilities of the defined employee benefit plans and the costs related to the pension and post-retirement medical plans are based on actuarial and economic assumptions. The main economic assumptions are:

- Discount rate;
- Rate of pension increase;
- Inflation; and
- Medical trend rate.

For actuarial assumptions, the group uses generally accepted mortality rates (longevity risk). The withdrawal rates and retirement rates are based on statistics provided by the relevant entities based on past experiences.

Retirement plans and other post-employment benefit plans
The provisions for retirement and other post-employment plans relate to defined employee benefit plans.

The group has arranged pension schemes in various countries for most of its employees in accordance with the legal requirements, customs, and local situation of the countries involved. These retirement schemes are partly managed by the group itself and partly entrusted to external entities, such as company pension funds and insurance companies.

In addition, the group provides certain employees with other benefits upon retirement. These benefits include contributions towards medical plans in the U.S., where the employer refunds part of the insurance premiums for retirees, or, in the case of uninsured schemes, bears the medical expenses while deducting the participants' contributions.

Characteristics of material plans

	The Netherlands	United States	United Kingdom
Retirement plans			
Type of benefits	Pensions	Pensions	Pensions
Type of plan	Career average	Final salary	Final salary
Status of plan	Open	Frozen	Frozen
Service costs	Yes	No	No
Status of plan funding	Funded	Funded	Funded
Other post-employment plans			
Type of benefits		Post-retirement medical plan	
Type of plan		Annual insurance premium coverage	
Status of plan		Closed	
Service costs		Yes	
Status of plan funding		Unfunded	

There are open retirement plans for new entrants in the Netherlands and Belgium. The group has closed plans in Belgium, Canada, and Australia. A closed plan means that no new members can join the pension plans. However, current participants in the plan can still accrue for future service benefits, and therefore the plan incurs service costs for the active participants.

If a plan is frozen, the plan is closed to new entrants and existing participants do not build up future service benefit accruals. The group has frozen plans in the U.S. and the U.K. These plans have no annual service costs.

Note 30 – Employee benefits continued

In addition to the retirement plans and other post-employment plans, the group has other long-term employment benefit plans in Australia, Belgium, France, Germany, India, Japan, Mexico, the Netherlands, New Zealand, Poland, and the U.S.

Retirement plans

The group has its largest defined benefit retirement plan in the Netherlands with defined benefit obligations of €1.2 billion as of December 31, 2024, followed by the United Kingdom and the United States with defined benefit obligations of €80 million and €64 million, respectively. There are also retirement plans in Belgium and Australia. All plans are funded schemes.

The defined benefit plans in the Netherlands, the U.S., and the U.K. are insured with the company's self-administrated pension funds, which are separate legal entities with plan assets being held independently of the group.

The Netherlands

In the Netherlands, the scheme is a career average salary-based scheme. Members accrue a portion of their current salary at a rate calculated to enable them to reach a pension level based on their average salary. The Dutch pension plan is subject to the supervision of the Dutch Central Bank (DNB). The scheme funding level is determined by the new Financial Assessment Framework (nFTK), whereby funding liabilities are determined based on a 120-month moving average of the 20-year forward rate. Benefit reductions, if necessary, will be smoothed over time when recovery to full funding within eight years is not expected. Reductions will amount to one-eighth of the deficit at the measurement date. Indexation of pension entitlements will not be allowed at funding ratios below 110%, while full indexation will be allowed only at funding ratios higher than approximately 134.7% (these are year- and plan-specific).

The Dutch pension scheme has an unaudited 12-month rolling average coverage ratio of 131.1% at December 31, 2024 (2023: 127.5%). If this ratio is below 104%, a rolling eight-year recovery plan should be submitted to the DNB, on an annual basis. The pension premiums are in general based on contributions by the employer (two-thirds) and employees (one-third). The total annual pension contribution has been determined at 24.5% of base salary for 2024, of which the employer contributed the excess above the 24.0% basic premium. The pension base is capped.

United States

The U.S. retirement scheme has an annual statutory valuation which forms the basis for establishing the employer contribution each year (subject to ERISA and IRS minimums). The U.S. scheme was a final salary-based scheme, based on years of credited service, but is now a frozen plan. The pay and benefit accruals are frozen.

The plan fiduciaries of the U.S. scheme are required by law to act in the interests of the fund's beneficiaries. The fiduciary duties for the scheme are allocated between committees which are staffed by senior employees of the group. The investment committee has the primary responsibility for the investment and management of plan assets.

United Kingdom

The U.K. retirement scheme is a final salary-based scheme, but it is a frozen plan. The trustees of the pension fund are required by law to act in the interests of the fund's beneficiaries and are responsible for the investment policy regarding the assets of the fund. The board of trustees consists of an equal number of company-appointed and member-nominate directors.

The level of funding is determined by statutory triennial actuarial valuations in accordance with pension legislation. Where the scheme falls below 100% funded status, the group and the scheme trustees must agree on how the deficit is to be remedied. A pension rate increase is usually a fixed promise and is built into the funding requirement. The U.K. Pensions Regulator has significant powers and sets out in codes and guidance the parameters for scheme funding. Based on the 5 April 2023 triennial valuation (formalized in May 2024) it was concluded that the scheme is in surplus, and no recovery plan or deficit contributions are required.

On November 21, 2024, the Trustee of the Wolters Kluwer Holdings (UK) PLC Final Salary Scheme entered into an agreement with the Pension Insurance Company (PIC), a specialist insurer of UK defined benefit pension plans, to purchase a bulk annuity insurance policy, known as a 'buy-in', as part of its de-risking strategy. The buy-in agreement transferred the principal economic and demographic risks associated with the U.K. retirement scheme to PIC and removed the volatility in relation to the U.K. retirement scheme from the Group's consolidated statement of financial position.

The main risk that the Group retains is counterparty risk, with market risk on the assets that were remaining in the U.K. retirement scheme at the transaction date now largely removed. As part of the purchase of the buy-in policy, the group contributed £0.8 million to the U.K. retirement scheme to cover anticipated future scheme costs following the purchase of the buy-in policy.

Other post-employment plans

Other post-employment plans exist in the U.S., Canada, and Italy. These plans have no plan assets and are unfunded. The main plan is the post-employment medical plan in the U.S., which was closed to new entrants in 2021. The group funds the U.S. post-employment medical plan obligations on a pay-as-you-go basis. If healthcare costs in the future increase more than anticipated, the actuarially determined liability, and as a result the related other post-employment benefit plan expense, could increase along with future cash outflows.

Note 30 – Employee benefits continued

Funding requirements

Funding requirements of the plans are based on local legislation and separate actuarial valuations for which the assumptions differ from the assumptions used under IAS 19 – Employee Benefits. The funding requirements are based on each pension fund's actuarial measurement framework set out in the funding policies of the individual plans.

In the Netherlands, there is no formal requirement to fund deficits of the plan by the employer.

In the U.S., there are minimum contribution requirements. In case the statutory funded status falls below certain thresholds, the U.S. Pension Protection Act requires the deficit to be rectified with additional minimum employer contributions, spread over a seven-year period, to avoid restrictions on the ability to pay some accelerated benefit forms, such as lump sums. These funding levels are reassessed annually.

The trustees of the U.K. plan and the group finalized the latest triennial valuation in 2020 for funding purposes in 2021. The U.K. Pensions Regulator has the power to demand more funding and support where a pension scheme has been exposed to an unacceptable level of risk. As part of the 2017 actuarial funding valuation, the parent company issued a guarantee of £18 million (or €22 million at December 31, 2024), with a positive pledge issued by a Wolters Kluwer U.K. group company in the event of paying dividends and/or repaying intercompany loans. The funding and guarantees will be reassessed based on a new triennial valuation.

Risk management of main plans in the group

The retirement and other post-employment plans expose the group to actuarial risks, such as longevity risks, interest rate risks, investment and market risks, and currency risks.

The group has restructured employee benefit plans in the past by moving existing and newly hired employees to defined contribution plans or by freezing the plans (either with no future service benefit accruals and/or no new participants entering the plan). These redesigns reduce or cancel future benefit accruals in the plans and consequently reduce the pace of liability growth. The group also reviews periodically its financing and investment policies (liability-driven investments) and its liability management (lump-sum offerings).

The various plans manage their balance sheet to meet their pension promise. By using asset liability management (ALM) studies, major risk sources are identified, and the impact of decisions is assessed by quantifying the potential impact on elements like future pensions, contributions, and funded ratio. These ALM studies also determine risk and return measures that consider the interests of all stakeholders. The outcome of these studies results in a risk-return trade-off, taking the duration of pension liabilities into account, which will be an integral part of the investment strategy. The investment strategy covers the allocation of asset classes and hedging strategies, and also decisions on new and alternative asset classes, passive versus active investments, leverage, and the use of derivatives.

Actuarial assumptions for retirement and other post-employment benefit plans

The discount rate is the yield rate at the end of the reporting period on high-quality corporate bonds that have maturity dates approximating the terms of the group's obligations and that are denominated in the same currency in which the benefits are expected to be paid. The calculation is performed annually by qualified actuaries.

The following weighted-average principal actuarial assumptions were used to determine the pension expense and other post-employment plans' expense for the year under review, and defined benefit obligations at the end of the reporting period:

in %	2024	2023
Retirement plans		
Discount rate to discount the obligations at year end	3.6	3.3
Discount rate for pension expense	3.3	3.9
Expected rate of pension increases (in payment) at year end	3.1	2.6
Expected rate of pension increases (in deferral) at year end	3.1	2.5
Expected rate of inflation increase for pension expense	2.2	2.1
Other post-employment benefit plans		
Discount rate to discount the obligations at year end	4.8	4.3
Discount rate for pension expense	4.3	4.6
Medical cost trend rate	3.0	3.0

For most of the retirement and other post-employment schemes, the discount rate is determined or validated using a general accepted methodology in selecting corporate bonds by the group advisory actuary. For the U.S. plans, the discount rate is based on the yield curve/cash flow matching approach which uses spot yields from the standard FTSE and the timing of the cash flows of the plan.

Mortality assumptions for the most important plans are based on the following retirement mortality tables:

- The Netherlands: AG projection table 2024, including fund specific 2022 experience loading (2023: AG projection table 2022, including fund-specific 2022 experience loading);
- U.S.: Pri-2012 Mortality Table with MP 2021 projections, being the current standard mortality table (2023: Pri-2012 Mortality Table with MP 2021 projections); and
- U.K.: SAPS S3 (Year of Birth) CMI 2022 projections with 1.25% long-term improvement rate (2023: SAPS S3 (Year of Birth) CMI 2022 projections with 1.25% long-term improvement rate).

Assumptions regarding future mortality experience are set based on actuarial advice and best estimate mortality tables in the applicable countries.

Note 30 – Employee benefits continued

The current life expectancies underlying the value of the defined benefit retirement obligations at December 31, 2024, are as follows:

in years	The Netherlands	United States	United Kingdom
Life expectancy at age of 65 now – Male	21.9	20.7	21.5
Life expectancy at age of 65 now – Female	24.3	22.6	23.6
Life expectancy aged 65 in 20 years – Male	23.9	22.8	22.5
Life expectancy aged 65 in 20 years – Female	26.3	25.1	25.0

Given the nature of the defined benefit obligations in Belgium, Italy, and Australia, with lump-sum benefit payments at retirement date instead of annuity payments, the impact of changing life expectancy after the retirement age on the plan liabilities is limited in these countries.

Sensitivity retirement plans

		Gross service cost (excluding interest)		Defined benefit obligations
2024 Baseline		17		1,369
Change compared to baseline	**Decrease of assumption**	**Increase of assumption**	**Decrease of assumption**	**Increase of assumption**
Discount rate (change by 1%)	6	(4)	240	(189)
Pension increase rate (change by 0.5%)	(2)	2	(93)	104
Inflation increase rate (change by 0.5%)	(2)	3	(129)	151
Mortality table (change by one year)	–	0	(66)	57

Gross service cost represents the annual accrual of liability due to another year of service, excluding any interest or offsetting employee contributions, and therefore differs from the current service cost included in the calculation of the pension expense.

Sensitivity of the defined benefit obligations (DBO) of retirement plans in the consolidated statement of financial position and the defined benefit expense of the retirement plans in the consolidated statement of profit or loss (P&L)

	The Netherlands		United States		United Kingdom	
	DBO	P&L	DBO	P&L	DBO	P&L
Discount rate sensitivity	✓	✓	✓	–	✓	–
Pension increase sensitivity	✓	✓	–	–	✓	–
Inflation rate sensitivity	✓	✓	–	–	✓	–
Mortality sensitivity	✓	✓	✓	–	✓	–

Pension rate increases are only applicable for the plans in the Netherlands and the United Kingdom. Pension increases in the Netherlands relate to price inflation. However, these increases are conditional and depend on the funding position of the Dutch pension fund. Pension increases are therefore capped. The pension increase assumption is based on the liability ceiling approach and determined as the rate of increase such that the present value of vested benefits, including the assumed rate of pension increases, is not greater than the fair value of plan assets. For 2024, this resulted in a Dutch pension increase assumption of 3.11% compared to 2.55% at year-end 2023.

Since the retirement plans in the United States and the United Kingdom are frozen, the service cost is zero and not sensitive for changes in discount rate, pension increases, inflation, or longevity.

Sensitivity of other post-employment plans

in millions of euro	Gross service costs (excluding interest)	Defined benefit obligations
2024 Baseline	1	47
Change compared to baseline		
Discount rate (by -1%)	0	4
Discount rate (by +1%)	0	(3)

The actual medical cost trend rate in the United States exceeds the applied medical cost trend rate for its main medical plan, which is capped at 3% (2023: 3%) according to the plan rules. The main U.S. medical plan is therefore hardly sensitive to medical cost increases.

Note 30 – Employee benefits continued

Plan liabilities and plan assets

	Defined benefit retirement plans		Other post-employment plans	
	2024	2023	2024	2023
Plan liabilities				
Fair value at January 1	1,352	1,263	45	44
Employer service cost	15	13	1	1
Interest expense on defined benefit obligations	44	48	2	2
Administration costs and taxes	2	2	–	–
Benefits paid by fund	(55)	(54)	–	–
Benefits paid by employer	–	–	(3)	(3)
Remeasurement (gains)/losses	25	78	0	2
Acquired through business combinations	1	–	0	0
Contributions by plan participants	4	4	–	–
Plan amendments and curtailments	(27)	–	–	–
Foreign exchange differences	8	(2)	2	(1)
Fair value at December 31	1,369	1,352	47	45
Plan assets				
Fair value at January 1	1,337	1,240	0	0
Interest income on plan assets	44	47	–	–
Return on plan assets greater than discount rate	6	82	–	–
Benefits paid by fund	(55)	(54)	(3)	(3)
Acquired through business combinations	1	–	–	–
Contributions by employer	13	19	3	3
Contributions by plan participants	4	4	–	–
Foreign exchange differences	8	(1)	–	–
Fair value at December 31	1,358	1,337	0	0
Funded status				
Deficit/(surplus) at December 31	11	15	47	45
Irrecoverable surplus	0	14	–	–
Net liability at December 31	11	29	47	45

		Defined benefit retirement plans		Other post-employment plans	
		2024	2023	2024	2023
Pension expenses					
Employer service cost		15	13	1	1
Past service costs – plan amendment		(27)	–	–	–
Interest expense on irrecoverable surplus		0	0	–	–
Interest expense on defined benefit obligations		44	48	2	2
Interest income on plan assets		(44)	(47)	–	–
Administration costs and taxes		2	2	–	0
Total pension expense		(10)	16	3	3
Of which is included in:					
Employee benefit expenses	*Note 12*	(11)	15	1	1
Other finance (income)/costs	*Note 14*	1	1	2	2

In 2024, there was no asset ceiling in the U.K. pension plan (2023: €13 million). The surplus is not recognized as a pension asset as there is no unconditional right to a refund of this surplus from the U.K. scheme. The U.K. pension fund has no liability in respect of minimum funding requirements (2023: no liability).

Plan amendments

In 2024, the Dutch social partners agreed that as of January 1, 2027, the current Dutch defined benefit plan will transition to a defined contribution plan, and that both current risks and future accruals will cease as of that date. This decision resulted in a plan amendment gain of €27 million.

Employer contributions

The group's employer contributions to be paid to the defined benefit retirement plans in 2025 are estimated at €12 million (2024: actual employer contributions of €13 million).

Note 30 – Employee benefits continued

Remeasurements

The pre-tax cumulative amount of remeasurement gains/losses recognized in the consolidated statement of comprehensive income is as follows:

	2024	2023
Position at January 1	(121)	(120)
Recognized in other comprehensive income	(5)	(1)
Cumulative amount at December 31	(126)	(121)

Remeasurement gains/(losses) for the year

	2024	2023
Remeasurement gains/(losses) due to experience adjustments	16	(62)
Remeasurement gains/(losses) due to changes in demographic assumptions	3	3
Remeasurement gains/(losses) due to changes in financial assumptions	(44)	(21)
Remeasurement gains/(losses) on defined benefit obligations	(25)	(80)
Return on plan assets greater/(lower) than discount rate	6	82
Change in irrecoverable surplus, other than interest and foreign exchange differences	14	(3)
Recognized remeasurement gains/(losses) on defined benefit plans in other comprehensive income	(5)	(1)

Experience adjustments result from changes, such as changes in plan populations, data corrections, and differences in cash flows.

Changes in demographic assumptions relate to differences between the current and previous actuarial assumptions in mortality tables, rate of employee turnover, disability, and early retirement.

Changes in financial assumptions relate to differences between the current and previous actuarial assumptions, such as discount rate, pension rate increase, price increases, and future salary and benefit levels.

The actual consolidated return on plan assets for the year ended December 31, 2024, was a gain of €51 million (2023: gain of €129 million).

Duration

Duration is an indicator of the plan liabilities' sensitivity for changes in interest rates. The liability-weighted duration for the defined benefit plan liabilities at year-end is as follows:

number of years	2024	2023
Retirement plans		
The Netherlands	16.5	16.7
United Kingdom	10.7	11.5
United States	8.7	9.3
Other post-employment plans		
United States	6.3	6.7

Investment mix

The breakdown of plan assets as of December 31 is as follows:

	2024	Quoted	Unquoted	2023	Quoted	Unquoted
Equity						
Equity	392	392	–	355	355	–
Private equity	1	–	1	1	–	1
Bonds						
Government bonds	396	396	–	476	476	–
Corporate bonds	177	177	–	183	183	–
Other bonds	–	–	–	11	11	–
Asset-backed securities	111	111	–	87	87	–
Other						
Insurance contracts	205	77	128	130	–	130
Real estate	97	45	52	93	42	51
Derivatives and other securities	(27)	(27)	–	(20)	(20)	–
Cash	6	6	–	21	21	–
Total	1,358	1,177	181	1,337	1,155	182

At December 31, 2024, 87% of the plan assets relate to quoted financial instruments (2023: 86%). Plan assets do not include any direct investments in the group or financial instruments issued by the group, nor do they include any property or other assets used by the group. However, pension plans invest in index funds and as a result these plans may indirectly hold financial instruments issued by the group.

Note 30 – Employee benefits continued

Proportion of plan assets

in %	2024	2023
Equity	29	27
Bonds	50	57
Other	21	16
Total	100	100

Note 31 – Provisions

	2024	2023
Provision for restructuring commitments	15	7
Provision for acquisition integration	1	1
Restructuring provisions	16	8
Legal provisions	11	12
Other provisions	6	6
Total	33	26
Of which short term	28	21

Material accounting policy information

Restructuring provisions

The restructuring provisions include liabilities arising from changes in the organizational structure, integration of activities following an acquisition, expected redundancy payments, and onerous contracts.

Legal provisions

For legal and judicial proceedings against the group, a legal provision is recognized only if both an adverse outcome is probable and the amount of the loss can be reliably estimated. If one of these conditions is not met, the proceeding or claim is disclosed as a contingent liability if material.

Other provisions

Other provisions primarily include provisions for dilapidation commitments on real estate leases.

Estimates and judgments

Legal provisions

The group is involved in legal and judicial proceedings in the ordinary course of business. Provisions and contingencies related to these matters are periodically assessed based on the latest information available, usually after consultation with and the assistance of lawyers and other specialists.

The prediction of the outcome and the assessment of a possible loss by management are based on management's judgments and estimates. The actual outcome of a proceeding or claim may differ from the estimated liability.

Refer to *Note 36 – Commitments, contingent assets, and contingent liabilities.*

Movements in provisions

		Restructuring provisions	Legal provisions	Other provisions	2024	2023
Long-term provisions at January 1		0	1	4	5	5
Add: short-term provisions		8	11	2	21	19
Total provisions at January 1		8	12	6	26	24
Movements						
Additions for restructuring of stranded costs	*Note 8*	1	–	–	1	0
Additions for acquisition integration	*Note 11*	0	–	–	0	4
Other additions		16	1	1	18	10
Total additions		17	1	1	19	14
Appropriation of provisions		(7)	(2)	0	(9)	(10)
Release of provisions		(2)	(1)	(2)	(5)	(2)
Exchange differences		1	1	0	2	0
Total movements		9	(1)	(1)	7	2
Total provisions at December 31		17	11	5	33	26
Less: short-term provisions		(16)	(9)	(3)	(28)	(21)
Long-term provisions at December 31		1	2	2	5	5

Note 32 – Capital and reserves

Authorized share capital and number of shares

The authorized share capital amounted to €102.0 million, consisting of €51.0 million in ordinary shares (425 million of ordinary shares with a nominal value of €0.12 per ordinary share) and €51.0 million in preference shares (425 million of preference shares with a nominal value of €0.12 per preference share).

Ordinary shares

The issued share capital consists of ordinary shares.

On September 13, 2024, the company completed the reduction in ordinary share capital approved by shareholders at the Annual General Meeting of Shareholders held on May 8, 2024. In 2024, the company canceled 10,000,000 ordinary shares to the amount of €1,187 million previously held as treasury shares (2023: 9,000,000 ordinary shares were canceled to the amount of €947 million). Consequently, in 2024, the total number of issued ordinary shares is reduced to 238,516,153 with a nominal value of €29 million (2023: 248,516,153 shares with a nominal value of €30 million).

Incremental costs directly attributable to the issuance of ordinary shares are recognized as a deduction from equity, net of any tax effects.

Preference shares

Preference share capital is classified as equity if it is non-redeemable or redeemable only at the company's option, and any dividends are discretionary. There are no preference shares issued.

Repurchase and reissue of share capital (treasury shares)

When share capital recognized as equity is repurchased (treasury shares), the amount of the consideration paid, including directly attributable costs, is recognized as a change in equity.

For a reconciliation of the weighted-average number of shares and earnings per share, see *Note 7 – Earnings per share*.

Number of shares

	Number of ordinary shares		Minus: number of treasury shares		Total number of ordinary shares outstanding	
in thousands of shares, unless otherwise stated	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**
At January 1	248,516	257,516	(8,005)	(8,802)	240,511	248,714
Cancelation of shares	(10,000)	(9,000)	10,000	9,000	0	0
Repurchased shares	–	–	(6,701)	(8,738)	(6,701)	(8,738)
Long-term incentive plan	–	–	556	535	556	535
At December 31	238,516	248,516	(4,150)	(8,005)	234,366	240,511
Issued share capital at €0.12 (€'000)	28,622	29,822				
Proposed dividend per share (€)					2.33	2.08
Proposed dividend distribution (€'000)					547,818	502,722

Treasury shares

Shares repurchased by the company are added to and held as treasury shares. Treasury shares are measured at cost, representing the market price on the acquisition date. The treasury share reserve is not available for distribution. Treasury shares are deducted from retained earnings. The group offsets the dilution of its performance share issuance annually via share repurchases. A part of the treasury shares is retained and used to meet future obligations under share-based incentive schemes.

In 2024, the group executed a share buyback of €1,000 million (2023: €1,000 million). The group repurchased 6.7 million (2023: 8.7 million) of ordinary shares under this program at an average stock price of €149.23 (2023: €114.44). In 2024, the group used 0.6 million shares held in treasury for the vesting of the LTIP grant 2022-24.

In October 2024, the company signed a mandate to execute up to €100 million in share buybacks for the period starting January 2, 2025, up to and including February 24, 2025.

Note 32 – Capital and reserves continued

Legal reserve participations

Legal reserve participations contain appropriations of profits of group companies, which are allocated to a legal reserve based on statutory and/or legal requirements. The legal reserve is not available for distribution.

Hedge reserve

Hedge reserve relates to the effective portion of the changes in fair value of the hedging instruments used for cash flow hedging and net investment hedging purposes. The hedge reserve is a legal reserve and not available for distribution.

Translation reserve

Translation reserve contains foreign exchange differences arising from the translation of the net investments in foreign operations. When a foreign operation is sold, accumulated exchange differences that were recognized in equity prior to the sale are reclassified from equity to profit or loss as part of the gain or loss on divestment. The translation reserve is a legal reserve and is not available for distribution.

Dividends

Dividends are recognized as a liability upon declaration. Pursuant to Article 29 of the Articles of Association, and with the approval of the Supervisory Board, a proposal will be submitted to the Annual General Meeting of Shareholders to make a total distribution of €2.33 per share over financial year 2024 (dividend over financial year 2023: €2.08 per share).

The group applies a semi-annual dividend policy. On February 22, 2024, the Supervisory Board and the Executive Board resolved to distribute an interim dividend of €0.83 per share, equal to 40% of prior year's dividend (2023 interim dividend: 40% of prior year's dividend). The interim dividend of €196 million was paid on September 19, 2024. Subject to the approval of the Annual General Meeting of Shareholders, a final dividend of €352 million, or €1.50 per ordinary share, will be paid in cash on June 11, 2025. Refer also to *Note 49 – Profit appropriation.*

Dividend distributions over financial year

	2024	2023	2022
Originally proposed dividend over financial year	548	503	453
Actual payments:			
Interim dividend (paid in the financial year)	196	176	160
Final dividend (paid in the subsequent financial year)		324	291
Total dividend distribution		500	451

In 2024, dividends paid to the shareholders of the company amounted to €520 million, or €2.19 per ordinary share, consisting of €196 million interim dividend 2024, or €0.83 per ordinary share, and €324 million final dividend 2023, or €1.36 per ordinary share.

In 2023, dividends paid to the shareholders of the company amounted to €467 million, or €1.90 per ordinary share, consisting of €176 million interim dividend 2023, or €0.72 per ordinary share, and €291 million final dividend 2022, or €1.18 per ordinary share.

Free distributable reserves

The share premium reserve, retained earnings, and undistributed profit for the year are available for dividend distribution.

Option preference shares

The company has granted an option to purchase preference shares to the Wolters Kluwer Preference Shares Foundation (Stichting Preferente Aandelen Wolters Kluwer). The dividend on these shares would equal a normal market rate of return based on a weighted-average interest rate applied by the European Central Bank. Therefore, the fair value of the option is deemed to be zero.

Shareholder's equity movement schedule

For the equity movement schedule, refer to *Note 46 – Shareholders' equity.*

Note 33 – Share-based payments

	2024	2023
Long-term incentive plan	27	29
Restricted Stock Units	4	2
Total equity-settled share-based payments	31	31

Long-term incentive plan

Material accounting policy information
The long-term incentive plan (LTIP) qualifies as an equity-settled share-based payments transaction. Executive Board members and senior management are awarded shares under the LTIP with performance conditions based on Diluted Earnings per Share (EPS) and Return on Invested Capital (ROIC) at constant currencies, and Total Shareholder Return (TSR) for the LTIP awards.

The fair value of shares awarded is recognized as an expense with a corresponding increase in equity. The fair value is measured at the grant date and spread over the period during which the employees become unconditionally entitled to the shares.

The amount recognized as an expense in each year is adjusted for actual forfeitures due to participants' resignations before the vesting date and for share awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that meet the related service (for EPS- and ROIC-conditions) and non-market performance conditions at the vesting date.

LTIP – TSR-condition
The fair value of the shares based on the TSR performance condition, a market condition under IFRS 2 – Share-based Payment, is measured using a Monte Carlo simulation model considering the terms and conditions upon which the shares were awarded.

LTIP – Diluted (adjusted) EPS-condition and ROIC-condition
The fair values of the shares based on the non-market performance conditions of diluted (adjusted) EPS and ROIC are equal to the opening share price of the Wolters Kluwer shares of the year of the grant, adjusted by the present value of the future dividend payments during the three-year performance period.

General
For the Executive Board, the LTIP awards depend partially on TSR performance (50% of the total value of the conditionally awarded rights on shares) and partially on EPS and ROIC performance (30% and 20% respectively of the total value of the conditionally awarded rights on shares). For senior management, the LTIP awards depend partially on TSR performance (50% of the number of conditionally awarded rights on shares), partially on EPS performance (30% of the number of conditionally awarded rights on shares), and partially on ROIC performance (20% of the number of conditionally awarded rights on shares).

The LTIP 2022-24, 2023-25, and 2024-26 awards are based on TSR performance (weighting of 50%), diluted adjusted EPS performance (weighting of 30%), and ROIC performance (weighting of 20%). The TSR-related LTIP awards for the Executive Board and senior management are based on the same payout schedules.

In 2024, €27 million has been recognized within employee benefit expenses in profit or loss (2023: €29 million) related to the total cost of the LTIP grants for 2022-24, 2023-25, and 2024-26. Refer to *Note 12 – Employee benefit expenses*.

Conditionally awarded TSR-related LTIP shares
The performance period of the LTIP is three years, at the beginning of which a base number of shares (norm payout) is conditionally awarded to each beneficiary. For the conditional TSR awards, the payout of shares after three years fully depends on the group's TSR relative to a pre-defined group of 15 peer companies. Vesting of these conditional grants is subject to the condition that the participant stays with the group until the plan's maturity.

The expense of TSR-related LTIP is recognized ratably in profit or loss over the performance period. Actual awards at the end of the performance period range from 0% to 150% of the norm payout.

There are no payouts for the Executive Board and senior management if the group ends below the eighth position in the TSR ranking, while other payouts will be made as follows: 150% for first or second position, 125% for third or fourth position, 100% for fifth or sixth position, and 75% for seventh or eighth position.

Conditionally awarded diluted (adjusted) EPS- and ROIC-related LTIP shares
For the diluted (adjusted) EPS- and ROIC-related shares, there are no payouts if the performance over three years is less than 50% of the targets. In case of over achievement of the targets, the Executive Board and senior management can earn up to a maximum of 150% of the conditionally awarded shares.

Note 33 – Share-based payments continued

Key assumptions to the TSR shares

The fair value of TSR shares is calculated at the grant date using a Monte Carlo simulation model. The LTIP 2024-26 fair value is estimated to be €86.87 as of January 1, 2024.

The inputs to the valuation were the Wolters Kluwer share price of €128.70 on the grant date (January 1, 2024) and an expected volatility of 20.2% based on historical daily prices over the three years prior to January 1, 2023.

Dividends are assumed to increase annually (from the 2024 dividend) based on historical trends and management plans. The model assumes a contractual life of three years and uses the risk-free rate on Dutch three-year government bonds.

Fair value summary of conditionally awarded LTIP shares

The fair value of each conditionally awarded share under the running LTIP grants for the Executive Board and senior management of the group, as determined by an external consulting firm, is as follows:

in euros	Fair value of Adjusted EPS and ROIC shares at grant date	Fair value TSR shares at grant date
LTIP 2024-26	121.35	86.87
LTIP 2023-25	91.37	68.72
LTIP 2022-24	97.82	71.71
LTIP 2021-23	64.06	47.03

The fair values of the conditionally awarded shares under the LTIP 2024-26 grants increased compared to the prior year plan, mainly because of the higher share price of Wolters Kluwer at January 1, 2024, compared to January 1, 2023.

LTIP 2021-23

The LTIP 2021-23 vested on December 31, 2023. On TSR, Wolters Kluwer ranked third relative to its peer group of 15 companies, resulting in a payout of 125% of the conditional base number of shares awarded to the Executive Board and senior management. The EPS- and ROIC-related shares resulted in a payout of 150%.

A total of 543,949 shares were released on February 22, 2024. At that date, the volume-weighted-average share price of Wolters Kluwer N.V. was €147.1538.

LTIP 2021-23: number of shares vested and the cash equivalent thereof

number of shares, unless otherwise stated	Outstanding at December 31, 2023	Increase in conditional number of EPS shares (50%)	Increase in conditional number of ROIC shares (50%)	Increase in conditional number of TSR shares (25%)	Payout/ vested shares February 22, 2024	Cash value vested shares*
Executive Board	93,503	11,876	7,918	13,480	126,777	18,656
Senior management	303,256	45,564	30,408	37,944	417,172	61,388
Total	396,759	57,440	38,326	51,424	543,949	80,044

* Cash value in thousands of euros, calculated as the number of shares vested multiplied by the volume-weighted-average price on February 22, 2024.

LTIP 2022-24

The LTIP 2022-24 vested on December 31, 2024.

The EPS- and ROIC-related shares resulted in a payout of 145% and 150%, respectively.

On TSR, Wolters Kluwer ranked fourth relative to its peer group of 15 companies, resulting in a payout of 125% of the conditional base number of shares awarded to the Executive Board and senior management.

The shares will be released on February 27, 2025. The volume-weighted-average price for the shares released will be based on the average exchange prices traded on the Euronext Amsterdam N.V. on February 27, 2025, the first day following the publication of the company's annual results.

Number of performance shares outstanding
LTIP 2022-24

number of shares	Total	Adjusted EPS-condition	ROIC-condition	TSR-condition
Conditionally awarded grant 2022	303,253	88,324	58,886	156,043
Forfeited in previous years	(19,773)	(5,930)	(3,953)	(9,890)
Shares outstanding at January 1, 2024	283,480	82,394	54,933	146,153
Forfeited during the year	(26,736)	(8,021)	(5,349)	(13,366)
Effect of 145% vesting – EPS-performance	33,469	33,469	–	–
Effect of 150% vesting – ROIC-performance	24,864	–	24,864	–
Effect of 125% vesting – TSR-ranking	33,222	–	–	33,222
Vested at December 31, 2024	348,299	107,842	74,448	166,009

Note 33 – Share-based payments continued

LTIP 2023-25

base number of shares at 100% payout	Total	Adjusted EPS-condition	ROIC-condition	TSR-condition
Conditionally awarded grant 2023	338,699	98,605	65,708	174,386
Forfeited in previous years	(989)	(297)	(198)	(494)
Shares outstanding at January 1, 2024	337,710	98,308	65,510	173,892
Forfeited during the year	(33,494)	(10,034)	(6,687)	(16,773)
Shares outstanding at December 31, 2024	304,216	88,274	58,823	157,119

LTIP 2024-26

base number of shares at 100% payout	Total	Adjusted EPS-condition	ROIC-condition	TSR-condition
Conditionally awarded grant 2024	263,249	76,193	50,764	136,292
Forfeited during the year	(7,362)	(2,209)	(1,472)	(3,681)
Shares outstanding at December 31, 2024	255,887	73,984	49,292	132,611

Overview of outstanding performance shares: LTIP 2023-25 and LTIP 2024-26

base numbers of shares at 100% payout	LTIP 2023-25	LTIP 2024-26	Total
Conditionally awarded grant 2023	338,699	–	338,699
Forfeited in previous years	(989)	–	(989)
Shares outstanding at January 1, 2024	337,710	0	337,710
Conditionally awarded grant 2024	–	263,249	263,249
Forfeited during the year	(33,494)	(7,362)	(40,856)
Shares outstanding at December 31, 2024	304,216	255,887	560,103

Restricted stock units

Material accounting policy information

The restricted stock unit (RSU) plan qualifies as an equity-settled share-based payments transaction.

The fair value of shares awarded is recognized as an expense with a corresponding increase in equity. The fair value is measured at the grant date and spread over the period during which the employees become unconditionally entitled to the shares. The amount recognized as an expense is adjusted for actual forfeitures due to participants' resignations before the vesting date.

RSU-condition

The fair value of the RSU shares is equal to the share price of the Wolters Kluwer shares at the date of the grant, adjusted by the present value of the future dividend payments during the one-year, two-year, and three-year performance period, respectively.

The amount recognized as an expense in each year is adjusted to reflect the number of share awards for which the related service conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that meet the related service conditions at the vesting date.

General

In 2023, the company launched a new equity-settled share-based payment plan, restricted stock units. With the launch of the RSU plan, the company is more closely aligning to a discretionary market compensation structure for key employees just below executives.

RSU shares are granted and vest over time (with one-year, two-years, and three-years vesting periods), creating a retentive effect as vesting is conditioned on continued participation. There are no performance conditions that need to be met for the RSU shares to vest.

In 2024, €4 million has been recognized within employee benefit expenses in profit or loss (2023: €2 million) related to the total cost of the RSU grants. Refer to *Note 12 – Employee benefit expenses*.

Note 33 – Share-based payments continued

Fair value summary of conditionally awarded RSU shares

The fair value of each conditionally awarded share under the running RSU grants is as follows:

in euros	Fair value RSU shares at grant date March 1	Fair value RSU shares at grant date July 1	Fair value RSU shares at grant date November 1
RSU shares 2023 – one-year vesting period	107.56	114.26	118.96
RSU shares 2023 – two-years vesting period	105.46	111.98	116.55
RSU shares 2023 – three-years vesting period	103.11	109.43	113.86
RSU shares 2024 – one-year vesting period	143.68	152.45	152.22
RSU shares 2024 – two-years vesting period	141.25	149.83	149.43
RSU shares 2024 – three-years vesting period	138.72	146.88	146.30

Overview of outstanding performance shares

Conditionally awarded number of RSU shares, grant 2023	Total number of RSU shares	Grant date March 1, 2023	Grant date July 1, 2023	Grant date November 1, 2023
One-year vesting period	12,873	11,951	333	589
Two-years vesting period	12,845	11,924	332	589
Three-years vesting period	12,752	11,832	332	588
Total shares conditionally awarded	38,470	35,707	997	1,766
Forfeitures during the year 2023	(928)	(928)	–	–
Shares outstanding at December 31, 2023	37,542	34,779	997	1,766
Forfeitures during the year 2024	(1,043)	(1,043)	–	–
Vesting in 2024	(12,516)	(11,594)	(333)	(589)
Shares outstanding at December 31, 2024	23,983	22,142	664	1,177

Conditionally awarded number of RSU shares, grant 2024	Total number of RSU shares	Grant date March 1, 2024	Grant date July 1, 2024	Grant date November 1, 2024
One-year vesting period	11,678	10,701	323	654
Two-years vesting period	11,549	10,575	323	651
Three-years vesting period	11,451	10,477	323	651
Total shares conditionally awarded	34,678	31,753	969	1,956
Forfeitures during the year	(1,137)	(1,137)	–	–
Shares outstanding at December 31, 2024	33,541	30,616	969	1,956

Total conditionally awarded number of RSU shares	Total number of RSU shares	RSU grant in 2023	RSU grant in 2024
RSU shares outstanding at January 1, 2023	–	–	–
Conditionally awarded in 2023	38,470	38,470	–
Forfeitures during the year 2023	(928)	(928)	–
RSU shares outstanding at January 1, 2024	37,542	37,542	–
Condionally awarded in 2024	34,678		34,678
Forfeitures during the year 2024	(2,180)	(1,043)	(1,137)
Vesting in 2024	(12,516)	(12,516)	–
Shares outstanding at December 31, 2024	57,524	23,983	33,541

Note 34 – Related party transactions

The company has related party relationships with its subsidiaries, equity-accounted associates, pension funds, and members of the Supervisory Board and the Executive Board. Related party transactions are conducted at arm's length with terms comparable to transactions with third parties.

The group has no significant transactions with, receivables from, or payables to its equity-accounted associates.

For transactions with key management, refer to *Note 37 – Remuneration of the Executive Board and the Supervisory Board* and *Remuneration report*.

The company has filed a list of subsidiaries and affiliated companies at the offices of the Chamber of Commerce of The Hague, the Netherlands.

Note 35 – Audit fees

With reference to Section 2:382a (1) and (2) of the Dutch Civil Code, the following fees for the financial year have been charged by Deloitte Accountants B.V. to the group. Deloitte is not involved in most of the statutory audits of entities that are outside the scope of the group audit.

Audit fees 2024

	Deloitte Accountants B.V.	Other Deloitte member firms and affiliates	Total Deloitte
Statutory audit of annual accounts	1.2	2.2	3.4
CSRD limited assurance	0.3	–	0.3
Other assurance services	0.1	0.3	0.4
Tax advisory services	–	0.0	0.0
Other non-audit services	0.0	0.1	0.1
Total	1.6	2.6	4.2

Note 35 – Audit fees continued

Audit fees 2023

	Deloitte Accountants B.V.	Other Deloitte member firms and affiliates	Total Deloitte
Statutory audit of annual accounts	1.0	2.3	3.3
CSRD limited assurance	–	–	0.0
Other assurance services	0.1	0.3	0.4
Tax advisory services	–	0.0	0.0
Other non-audit services	–	0.0	0.0
Total	1.1	2.6	3.7

The audit fees for 2024 and 2023 include final invoicing with respect to the statutory audits of 2023 and 2022, respectively.

Note 36 – Commitments, contingent assets, and contingent liabilities

Guarantees

The group has the following outstanding guarantees at December 31:

		2024	2023
Parental performance guarantees to third parties		5	5
Guarantee to the trustees of the U.K. retirement plan	*Note 30*	22	21
Real estate and other guarantees		10	11
Drawn bank credit facilities		1	1
Total		38	38

At December 31, 2024, the total guarantees issued for bank credit facilities on behalf of several subsidiaries amounted to €121 million (2023: €117 million), of which €120 million was not utilized (2023: €116 million).

Legal and judicial proceedings

The group is involved in legal and judicial proceedings in the ordinary course of business. Provisions and contingencies relating to these matters are periodically assessed based upon the latest information available, usually with the assistance of lawyers and other specialists. While it is not practically possible to estimate the success rate of proceedings or claims against the group, the group has a policy to insure the group entities against such claims. The group did not have material contingent liabilities arising from legal and judicial proceedings at December 31, 2024, and December 31, 2023.

Other commitments

For any commitments with respect to the group's share buybacks, refer to *Note 32 – Capital and reserves*.

Note 37 – Remuneration of the Executive Board and the Supervisory Board

Remuneration Executive Board

The table below provides the total compensation of the Executive Board recognized in the consolidated statement of profit or loss:

in thousands of euros		2024		2023
Fixed compensation:				
Salary	2,387		2,308	
Social security	234		247	
Defined contribution plan	185		180	
Other benefits*	458		400	
Total fixed compensation		3,264		3,135
Variable compensation:				
STIP	2,998		2,736	
LTIP**	6,260		6,307	
Total variable compensation		9,258		9,043
Sub-total fixed and variable compensation		12,522		12,178
Tax-related costs***		199		(459)
Total remuneration Executive Board		12,721		11,719

* Executive Board members are eligible for benefits such as health insurance, life insurance, a car, and to participate in whatever all-employee plans may be offered at any given point, in the country of employment.

** LTIP share-based payments are based on IFRS Accounting Standards and therefore do not reflect the actual payout or value of performance shares released upon vesting.

*** Tax-related costs are costs to the company pertaining to the Executive Board members ex-patriate assignments.

Salary, social security, other benefits, STIP, and tax-related costs are short-term employee benefits, defined contribution plan is a post-employment benefit, and LTIP is a share-based payment scheme.

Shares owned by Executive Board members

At December 31, 2024, the Executive Board jointly held 487,952 shares of the company (2023: 412,167 shares).

Remuneration Supervisory Board

The total remuneration of the Supervisory Board members was €730 thousand in 2024 (2023: €720 thousand).

Note 37 – Remuneration of the Executive Board and the Supervisory Board continued

Shares owned by Supervisory Board members

At December 31, 2024, Mrs. A.E. Ziegler held 1,894 American Depositary Receipts of shares of the company (2023: 1,894 ADRs).

For further details, refer to *Remuneration report*.

Note 38 – Overview of significant subsidiaries

Below is a list of significant subsidiaries at December 31, 2024, in alphabetical order (legal entity name and the unit of the organizational structure it belongs to). The group has a 100% interest in all these subsidiaries.

Australia
- Wolters Kluwer Australia Pty Limited (Tax & Accounting)

Belgium
- Wolters Kluwer Belgium NV (Tax & Accounting and Legal & Regulatory)
- Wolters Kluwer Financial Services Belgium NV (Corporate Performance & ESG)

Canada
- Wolters Kluwer Canada Limited (Tax & Accounting)

France
- Enablon S.A.S. (Corporate Performance & ESG)

Germany
- Wolters Kluwer Deutschland GmbH (Legal & Regulatory)
- Wolters Kluwer Steuertipps GmbH (Tax & Accounting)
- Wolters Kluwer Tax & Accounting Deutschland GmbH (Tax & Accounting)

Ireland
- Wolters Kluwer Finance Ireland DAC (Corporate Office)
- Wolters Kluwer Ireland Holding Limited (Corporate Office)

Italy
- Tagetik Software S.r.l. (Corporate Performance & ESG)
- Wolters Kluwer Italia S.r.l. (Tax & Accounting and Legal & Regulatory)

Luxembourg
- Wolters Kluwer Financial Services Luxembourg S.A. (Corporate Performance & ESG)

Poland
- Wolters Kluwer Polska SP. z o.o. (Legal & Regulatory)

Spain
- Wolters Kluwer Tax and Accounting España, S.L. (Tax & Accounting)

The Netherlands
- Enablon Netherlands B.V. (Corporate Performance & ESG)
- Wolters Kluwer Global Business Services B.V. (Global Business Services)
- Wolters Kluwer Holding Nederland B.V. (Legal & Regulatory)
- Wolters Kluwer International Holding B.V. (Corporate Office)
- Wolters Kluwer Nederland B.V. (Legal & Regulatory)
- Wolters Kluwer Technology B.V. (Digital eXperience Group)
- Wolters Kluwer USA Holding B.V. (Corporate Office)

United Kingdom
- Wolters Kluwer Holdings (UK) PLC (Tax & Accounting)
- Wolters Kluwer (UK) Limited (Tax & Accounting)

United States
- CCH Incorporated (Tax & Accounting, Legal & Regulatory, and Corporate Performance & ESG)
- C T Corporation System (Financial & Corporate Compliance)
- Emmi Solutions, LLC (Health)
- Enablon North America Corp. (Corporate Performance & ESG)
- eOriginal, Inc. (Financial & Corporate Compliance)
- Health Language, Inc. (Health)
- National Registered Agents, Inc. (Financial & Corporate Compliance)
- Ovid Technologies, Inc. (Health)
- Pharmacy OneSource, Inc. (Health)
- Universal Tax Systems, Inc. (Tax & Accounting)
- UpToDate, Inc. (Health)
- Wolters Kluwer DXG U.S., Inc. (Digital eXperience Group)
- Wolters Kluwer ELM Solutions, Inc. (Legal & Regulatory)
- Wolters Kluwer Financial Services, Inc. (Financial & Corporate Compliance and Corporate Performance & ESG)
- Wolters Kluwer Health, Inc. (Health)
- Wolters Kluwer North America, Inc. (Corporate Office)
- Wolters Kluwer R&D U.S. LP (Digital eXperience Group)
- Wolters Kluwer United States Inc. (Global Business Services and Corporate Office)
- Wolters Kluwer U.S. Corporation (Corporate Office)

Note 38 – Overview of significant subsidiaries continued

A subsidiary is categorized as significant depending on its revenues, operating profit, net profit, and/or total assets.

In addition to these significant subsidiaries, the group has other consolidated entities in the countries listed, and also in the following countries: Austria, Brazil, China, the Czech Republic, Denmark, Hong Kong, Hungary, India, Indonesia, Japan, Luxembourg, Malaysia, Mexico, New Zealand, Norway, the Philippines, Portugal, Qatar, Romania, Saudi Arabia, Singapore, Slovakia, South Africa, South Korea, Sweden, Switzerland, Taiwan, and Ukraine.

The group also has branches in Finland, Thailand, and the United Arab Emirates.

Apart from certain cash restrictions (refer to *Note 26 – Cash and cash equivalents*), there are no significant restrictions on the group's ability to access or use assets, or to settle liabilities. There are no interests in consolidated structured entities.

Refer to *Note 8 – Acquisitions and divestments* for the consequences of losing control of subsidiaries during 2024 and 2023.

The financial statements of the parent and the subsidiaries used in the preparation of the consolidated financial statements have the same reporting date, except for the group's Indian subsidiaries that have a March financial year end.

Note 39 – Events after the reporting period

Subsequent events were evaluated up to February 25, 2025, which is the date the consolidated financial statements were authorized for issuance by the Executive Board and the Supervisory Board.

As per January 1, 2025, our Finance, Risk & Reporting unit (FRR) was transferred into the Financial & Corporate Compliance division where it will be more closely aligned to our other banking software and services. FRR was part of the Corporate Performance & ESG (CP&ESG) division in 2023 and 2024 and had revenues of €123 million in 2024. The transfer will allow CP&ESG to focus on its three global enterprise software platforms (Enablon, CCH Tagetik, and TeamMate).

On February 7, 2025, Wolters Kluwer Financial & Corporate Compliance ("FCC") has signed an agreement with Lexitas, a legal services provider backed by funds advised by Apax Partners ("Apax"), to acquire 100% of the shares of Registered Agent Solutions, Inc. ("RASi") for approximately $415 million in cash. The acquisition will expand the presence of FCC Legal Services ("CT Corporation") with small businesses, middle-market companies and law firms in the U.S.

RASi serves thousands of customers across all 50 U.S. states and the District of Columbia. Founded in 2002, RASi is headquartered in Austin, Texas, and employs approximately 180 professionals. In addition to registered agent services, the company provides a suite of corporate services including business licenses, UCC search and filing, beneficial ownership filing, business formation services, and entity management and compliance solutions.

There is no purchase price allocation performed yet. The excess purchase price will not be deductible for income tax purposes.

There are no other events to report.

Company financial statements

Notes to the company financial statements

Company statement of profit or loss

in millions of euros, for the year ended December 31			2024		2023
General and administrative income			218		194
General and administrative costs			(123)		(115)
Operating profit			95		79
Financing income third parties		31		38	
Financing income related parties		17		10	
Financing costs third parties		(96)		(80)	
Financing costs related parties		(144)		(125)	
Net foreign exchange gains/(losses)		(6)		5	
Total financing results			(198)		(152)
Profit/(loss) before tax			(103)		(73)
Income tax expense			(54)		(42)
Profit/(loss) after tax			(157)		(115)
Results from subsidiaries, net of tax	*Note 41*		1,236		1,122
Profit for the year			1,079		1,007

Company statement of financial position

in millions of euros and before appropriation of results, at December 31			2024		2023
Non-current assets					
Financial assets	*Note 41*	7,061		7,813	
Other intangible assets		9		9	
Deferred tax assets		7		6	
Total non-current assets			7,077		7,828
Current assets					
Other receivables	*Note 42*	258		204	
Cash and cash equivalents	*Note 43*	372		627	
Total current assets			630		831
Total assets			7,707		8,659
Equity					
Issued share capital	*Note 32*	29		30	
Share premium reserve		87		87	
Legal reserves		540		328	
Other reserves		(190)		297	
Undistributed profit		1,079		1,007	
Shareholders' equity	*Note 46*		1,545		1,749
Non-current liabilities					
Bonds	*Note 28*	3,324		2,723	
Private placements	*Note 28*	122		127	
Derivative financial instruments	*Note 28/29*	17		5	
Total non-current liabilities			3,463		2,855
Current liabilities					
Debts to subsidiaries		2,269		3,403	
Short-term bonds	*Note 28*	–		400	
Borrowings and bank overdrafts	*Note 44*	351		186	
Trade and other payables		79		66	
Total current liabilities			2,699		4,055
Total liabilities			6,162		6,910
Total equity and liabilities			7,707		8,659

Notes to the company financial statements

Note 40 – Material accounting policy information

General

The functional currency of the company is euro, the currency of primary economic environment in which the company operates. The company financial statements are presented in euros and rounded to the nearest million, unless otherwise indicated.

Reference is also made to the following notes to the consolidated financial statements:

- *Note 28 – Net debt;*
- *Note 29 – Financial risk management;*
- *Note 32 – Capital and reserves;*
- *Note 33 – Share-based payments;*
- *Note 34 – Related party transactions;*
- *Note 37 – Remuneration of the Executive Board and the Supervisory Board;*
- *Note 38 – Overview of significant subsidiaries; and*
- *Note 39 – Events after the reporting period.*

Accounting policies

The company financial statements of Wolters Kluwer N.V. are prepared in accordance with the Dutch Civil Code, Book 2, Title 9, with the application of the regulations of section 362.8 allowing the use of the same accounting policies as applied for the consolidated financial statements. These accounting policies are described in the *Notes to the consolidated financial statements*.

General and administrative income relates to brand royalty fees and management and service fees, all charged to subsidiaries, and is recognized when earned.

Subsidiaries are valued using the equity method, applying the IFRS Accounting Standards as endorsed by the European Union.

The company will, upon identification of a credit loss on an intercompany loan and/or receivable, recognize a loss allowance.

Any related party transactions between Wolters Kluwer N.V. and its subsidiaries, equity-accounted associates, pension funds, or members of the Supervisory Board and the Executive Board are conducted at arm's length with terms comparable to transactions with third parties.

Note 41 – Financial assets

		2024	2023
Equity value of subsidiaries		7,061	7,813
Derivative financial instruments	*Note 29*	–	–
Total		7,061	7,813

Movement equity value of subsidiaries

	2024	2023
Position at January 1	7,813	8,040
Results from subsidiaries, net of tax	1,236	1,122
Dividends received from subsidiaries	(2,209)	(1,221)
Remeasurement gains/(losses) on defined benefit plans, net of tax	(4)	(1)
Foreign exchange differences	225	(127)
Position at December 31	7,061	7,813

Note 42 – Other receivables

		2024	2023
Receivables from subsidiaries		246	195
Current income tax assets		–	–
Collateral		2	–
Interest receivable		1	2
Derivative financial instruments	*Note 29*	–	2
Miscellaneous receivables and prepayments		9	5
Total		258	204

Note 43 – Cash and cash equivalents

Cash and cash equivalents comprise cash balances and bank deposits that are held as part of the group's cash management for the purpose of meeting short-term cash commitments.

Note 44 – Borrowings and bank overdrafts

	2024	2023
Euro Commercial Paper program	350	50
Bank overdrafts	1	136
Total	351	186

Note 45 – Employee benefit expenses

		2024	2023
Salaries and wages and other benefits		35	31
Social security charges		1	1
Costs of defined contribution plans		1	1
Expenses related to defined benefit plans		1	1
Equity-settled share-based payments	*Note 33*	31	31
Total		69	65
Employees			
In full-time equivalents at December 31		154	149
Thereof employed outside the Netherlands		24	22
In full-time equivalents average per annum		151	143

Note 46 – Shareholders' equity

			Legal reserves			Other reserves			
	Issued share capital	**Share premium reserve**	**Legal reserve participations**	**Hedge reserve**	**Translation reserve**	**Treasury shares**	**Retained earnings**	**Undistributed profit**	**Shareholders' equity**
Balance at January 1, 2023	31	87	120	(106)	452	(735)	1,434	1,027	2,310
Items that are or may be reclassified subsequently to the statement of profit or loss:									
Exchange differences on translation of foreign operations					(126)				(126)
Exchange differences on translation of equity-accounted associates					(1)				(1)
Recycling of foreign exchange differences on loss of control					–				0
Net gains/(losses) on hedges of net investments in foreign operations				3					3
Effective portion of changes in fair value of cash flow hedges				(22)					(22)
Net change in fair value of cash flow hedges reclassified to the statement of profit or loss				15					15
Items that will not be reclassified to the statement of profit or loss:									
Remeasurements on defined benefit plans							(1)		(1)
Tax on other comprehensive income:									
Income tax on other comprehensive income				0			0		0
Other comprehensive income/(loss) for the year, net of tax	0	0	0	(4)	(127)	0	(1)	0	(132)
Profit for the year								1,007	1,007
Total comprehensive income/(loss) for the year	0	0	0	(4)	(127)	0	(1)	1,007	875
Appropriation of profit previous year							1,027	(1,027)	0
Transactions with owners of the company, recognized directly in equity:									
Share-based payments							31		31
Cancelation of shares	(1)					947	(946)		0
Release LTIP shares						54	(54)		0
Final cash dividend 2022							(291)		(291)
Interim cash dividend 2023							(176)		(176)
Repurchased shares						(1,000)			(1,000)
Other movements			(7)		0		7		0
Balance at December 31, 2023	30	87	113	(110)	325	(734)	1,031	1,007	1,749

The legal reserves and treasury shares reserve are not available for dividend distribution to the owners of the company.

Note 46 – Shareholders' equity continued

			Legal reserves			Other reserves			
	Issued share capital	Share premium reserve	Legal reserve participations	Hedge reserve	Translation reserve	Treasury shares	Retained earnings	Undistributed profit	Shareholders' equity
Balance at January 1, 2024	30	87	113	(110)	325	(734)	1,031	1,007	1,749
Items that are or may be reclassified subsequently to the statement of profit or loss:									
Exchange differences on translation of foreign operations					226				226
Exchange differences on translation of equity-accounted associates					0				0
Recycling of foreign exchange differences on loss of control					(1)				(1)
Net gains/(losses) on hedges of net investments in foreign operations				(12)					(12)
Effective portion of changes in fair value of cash flow hedges				(12)					(12)
Net change in fair value of cash flow hedges reclassified to the statement of profit or loss				5					5
Items that will not be reclassified to the statement of profit or loss:									
Remeasurements on defined benefit plans							(5)		(5)
Tax on other comprehensive income:									
Income tax on other comprehensive income				4			1		5
Other comprehensive income/(loss) for the year, net of tax	0	0	0	(15)	225	0	(4)	0	206
Profit for the year								1,079	1,079
Total comprehensive income/(loss) for the year	0	0	0	(15)	225	0	(4)	1,079	1,285
Appropriation of profit previous year							1,007	(1,007)	0
Transactions with owners of the company, recognized directly in equity:									
Share-based payments							31		31
Cancelation of shares	(1)					1,187	(1,186)		0
Release LTIP shares						77	(77)		0
Final cash dividend 2023							(324)		(324)
Interim cash dividend 2024							(196)		(196)
Repurchased shares						(1,000)			(1,000)
Other movements			2		0		(2)		0
Balance at December 31, 2024	29	87	115	(125)	550	(470)	280	1,079	1,545

The legal reserves and treasury shares reserve are not available for dividend distribution to the owners of the company.

Note 47 – Commitments and contingent liabilities

Guarantees

Pursuant to section 403 of the Dutch Civil Code, Book 2, the company has assumed joint and several liability for the debts arising out of the legal acts of several subsidiaries in the Netherlands. The relevant declarations were filed with and are open for inspection at the Dutch Commercial Register for the district in which the legal entity respective to the liability has its registered office.

The company has the following outstanding guarantees at December 31:

	2024	2023
Parental performance guarantees to third parties	5	5
Guarantee to the trustees of the U.K. retirement plan	22	21
Drawn bank credit facilities	1	1
Total guarantees outstanding	28	27

At December 31, 2024, the total guarantees issued for bank credit facilities on behalf of several subsidiaries amounted to €121 million (2023: €117 million), of which €120 million was not utilized (2023: €116 million).

In October 2024, the company signed a mandate to execute up to €100 million in share buybacks for the period starting January 2, 2025, up to and including February 24, 2025.

The company is the head of the Dutch fiscal unity and, pursuant to standard conditions, has assumed joint and several liability for the tax liabilities of the fiscal unity.

Note 48 – Details of participating interests

A list of subsidiaries and affiliated companies, prepared in accordance with the relevant legal requirements (Dutch Civil Code, Book 2, Part 9, Section 379), is filed at the offices of the Chamber of Commerce of The Hague, the Netherlands.

An overview of significant subsidiaries is included in *Note 38 – Overview of significant subsidiaries*.

Note 49 – Profit appropriation

		2024	2023
Proposed dividend distribution	*Note 32*	548	503
Proposed additions to retained earnings		531	504
Profit for the year		1,079	1,007

At the 2025 Annual General Meeting of Shareholders, the company will propose a final dividend distribution of €1.50 per share to be paid in cash on June 11, 2025. This will bring the total dividend for 2024 to €2.33 per share (2023: €2.08 per share), an increase of 12% over the prior year.

Authorization for issuance

Alphen aan den Rijn, February 25, 2025

Executive Board
N. McKinstry, CEO and Chair of the Executive Board
K.B. Entricken, CFO and member of the Executive Board

Supervisory Board
A.E. Ziegler, Chair
J.P. de Kreij, Vice-Chair
A. Harve
H.H. Kersten
D.W. Sides
S. Vandebroek
C.F.H.H. Vogelzang

Other information

Independent auditor's report

To: the shareholders and the Supervisory Board of Wolters Kluwer N.V.

Report on the audit of the financial statements 2024 included in the 2024 Annual Report

Our opinion

We have audited the accompanying financial statements 2024 of Wolters Kluwer N.V., based in Alphen aan den Rijn, the Netherlands (hereafter: the group). The financial statements comprise the consolidated financial statements and the company financial statements.

In our opinion:

- The accompanying consolidated financial statements give a true and fair view of the financial position of Wolters Kluwer N.V. as at December 31, 2024, and of its result and its cash flows for 2024 in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code.
- The accompanying company financial statements give a true and fair view of the financial position of Wolters Kluwer N.V. as at December 31, 2024, and of its result for 2024 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The consolidated financial statements comprise:

1. The consolidated statement of financial position as at December 31, 2024.
2. The following statements for 2024: the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of cash flows, and the consolidated statement of changes in total equity.
3. The notes comprising material accounting policy information and other explanatory information.

The company financial statements comprise:

1. The company statement of financial position as at December 31, 2024.
2. The company statement of profit or loss for 2024.
3. The notes comprising a summary of the material accounting policies and other explanatory information.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the 'Our responsibilities for the audit of the financial statements' section of our report.

We are independent of Wolters Kluwer N.V. in accordance with the EU Regulation on specific requirements regarding statutory audit of public-interest entities, the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information in support of our opinion

We designed our audit procedures in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The following information in support of our opinion was addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

Materiality

Based on our professional judgment we determined the materiality for the financial statements as a whole at €70 million (2023: €70 million). The materiality is based on 5.1% of profit before tax (2023: 5.3%). We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the financial statements for qualitative reasons.

Materiality overview

Materiality for the financial statements as a whole	€70 million
Basis for materiality	5.1% of profit before tax
Threshold for reporting misstatements	€3.5 million

Audits of the group entities were performed using materiality levels determined by the judgment of the group engagement team, considering the materiality for the consolidated financial statements as a whole and the reporting structure within the group. For the group entities CT Corporation U.S., UpToDate U.S., and Tax & Accounting U.S., the audits were performed using a materiality level of €30.8 million (2023: €30.8 million). For the other group entities, the materiality levels are in the range of €16.8 million to €28.0 million (2023: €16.8 million to €28.0 million).

We agreed with the Supervisory Board that misstatements in excess of €3.5 million (2023: €3.5 million), which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

Scope of the group audit

Wolters Kluwer N.V. is at the head of a group of entities ('group entities'). The financial information of this group is included in the consolidated financial statements of Wolters Kluwer N.V.

Based on our risk assessment, we determined the nature, timing, and extent of audit procedures to be performed, including determining the group entities at which to perform audit procedures. Our assessment of group entities in scope for group was done as part of our audit planning and was aimed to obtain sufficient coverage of the risks of material misstatement for significant account balances, classes of transactions, and disclosures that we have identified. In addition, we considered qualitative factors as part of our assessment.

In establishing the overall group audit strategy and plan, we determined the type of work that needed to be performed at the group entities by the group engagement team and by component auditors. We responded to changes relevant to the group in 2024 in determining the group entities in our scope and the nature of procedures to be performed. Where the work was performed by component auditors, we determined the level of involvement we needed to have in the audit work at those group entities to be able to conclude whether sufficient and appropriate audit evidence had been obtained as a basis for our opinion on the financial statements as a whole. With the exception of two, all component auditors are Deloitte member firms. The group engagement team directed the planning, reviewed the work performed by component auditors, and assessed and discussed the results and findings with the component auditors. The direction and supervision of the component auditors was partially performed remotely. Based on previous experience, appropriate direction and supervision can be established through remote working policies. The group engagement team held multiple virtual meetings with all the individual component auditors and management of the relevant group entities and participated in the relevant component auditor closing calls. For the component auditor of group entities in the U.S., Italy, and Germany, we conducted an on-site file review during the year and remote follow-up file review procedures during our year-end procedures to evaluate the work undertaken and to assess their findings.

The group consolidation, financial statements disclosures, and a number of central accounting and/or reporting items were audited by the group engagement team. These items include impairment testing on goodwill and acquired identifiable intangible assets, audit procedures on acquisitions and divestments of certain assets and businesses, group accounting for current and deferred income taxes, share-based payments, the Wolters Kluwer N.V. company financial statements, and certain critical accounting positions subject to management estimates. Specialists were involved among others in the areas of information technology; accounting and reporting; post-employment benefit plans; forensic; valuation; and environmental, social, and governance.

As part of our year-end audit procedures, we have considered our assessment of group entities in group audit scope in order to ensure we have obtained appropriate coverage of the risks of material misstatement for significant account balances, classes of transactions, and disclosures that we have identified.

In summary, the group engagement team has:

- Performed procedures on key audit items subject to central testing.
- Performed audit procedures on the company financial statements.
- Used the work of Deloitte component auditors, or performed specific audit procedures ourselves, when auditing the group entities in Europe (9), and North America (12), and used the work of non-Deloitte component auditors in the United Kingdom (1) and the Netherlands (1).
- Performed analytical procedures at group level on the other group entities.

The group entities subject to audit procedures comprise approximately 79% (2023: 79%) of consolidated revenues and approximately 89% (2023: 89%) of consolidated total assets.

For the remaining group entities, we performed a combination of risk assessment procedures and analytical procedures at group level relating to the risks of material misstatement for significant account balances, classes of transactions, and disclosures that we have identified.

Audit coverage

Audit coverage of consolidated revenues	79%
Audit coverage of consolidated total assets	89%

By performing the procedures mentioned above at group entities, together with additional procedures at group level, we have been able to obtain sufficient and appropriate audit evidence about the group's financial information to provide an opinion on the financial statements.

Audit approach fraud risks

We identified and assessed the risks of material misstatements of the financial statements due to fraud. During our audit, we obtained an understanding of the group and its environment and the components of the system of internal control, including the risk assessment process and management's process for responding to the risks of fraud and monitoring the system of internal control, and how the Supervisory Board exercises oversight, as well as the outcomes. We refer to the chapter '*Risk Management*' of the '*Governance*' section of the Annual Report for management's fraud risk assessment.

We evaluated the design and relevant aspects of the system of internal control and in particular the fraud risk assessment, as well as among others the code of conduct, whistle blower procedures and incident registration. We evaluated the design and the implementation and, where considered appropriate, tested the operating effectiveness of internal controls designed to mitigate fraud risks.

In identifying potential risks of material misstatements due to fraud, we obtained an understanding of the group and its environment, including the group's internal controls. We evaluated the group's fraud risk assessment, and made inquiries with management, those charged with governance and others within the group, including but not limited to the Corporate Risk Committee and Internal Control department. We evaluated several fraud risk factors to consider whether those factors indicated a risk of material misstatement due to fraud. We involved our forensic specialists in our risk assessment and in determining the audit responses.

Following these procedures, and the presumed risk under the prevailing auditing standards, we considered the fraud risks in relation to management override of controls, including evaluating whether there was evidence of bias by the Executive Board and other members of management, which may represent a risk of material misstatement due to fraud.

As part of our process of identifying fraud risks, we evaluated fraud risk factors with respect to financial reporting fraud, misappropriation of assets, and bribery and corruption in close co-operation with our forensic specialists. We evaluated whether these factors indicate that a risk of material misstatement due to fraud is present.

Further, we performed substantive audit procedures, including detail testing of journal entries and supporting documentation in relation to post-closing adjustments.

Data analytics, including analyses of high risk journal entries, are part of our audit approach to address fraud risks, which could have a material impact on the financial statements. The procedures prescribed are in line with the applicable auditing standards and are not primarily designed to detect fraud.

We identified the following fraud risks and performed the following specific procedures:

- Management override of controls.
- Revenue recognition
  - revenue (transactions) may be subject to manual adjustments outside the fulfilment systems for certain group entities.
  - revenue transactions involving resellers may be subject to judgement for certain group entities.

We incorporated elements of unpredictability in our audit. We also considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or non-compliance.

We considered available information and made enquiries of the Executive Board, the Corporate Risk Committee and Internal Control department, directors (including corporate and group accounting, internal audit, legal, corporate tax and divisional CFOs) and the Supervisory Board.

We tested the appropriateness of journal entries recorded in the general ledger and other adjustments made in the preparation of the financial statements.

We evaluated whether the selection and application of accounting policies by the group, particularly those related to subjective measurements and complex transactions, may be indicative of fraudulent financial reporting.

The audit procedures performed on revenue recognition of existing contracts focused on manual adjustments, which could impact the accuracy, occurrence, and cut-off of recorded revenue, especially around period-end. We obtained an understanding of the revenue processes, and tested design and implementation of controls in place, including segregation of duties, relevant to our audit.

The recognition of revenue, contract assets, and contract liabilities, including deferred income, was evaluated with the underlying contract, customer acceptance form, and/or third-party delivery confirmation. We evaluated proper allocation of the contract value to the different performance obligations and evaluated the revenue recognition patterns applied, in accordance with IFRS 15. Also, in response to our preliminary risk assessment, we performed specific analytical and substantive procedures for revenue transactions where resellers are involved.

We evaluated whether the judgments and decisions made by management in making the accounting estimates included in the financial statements indicate a possible bias that may represent a risk of material misstatement due to fraud. Management insights, estimates, and assumptions that might have a major impact on the financial statements are disclosed in '*Note 3 – Accounting estimates and judgments*' to the financial statements. We performed a retrospective review of management judgments and assumptions related to significant accounting estimates reflected in prior year financial statements. We refer to the audit procedures as described in the separate section 'Our key audit matters' below in addressing fraud risks in connection with revenue recognition and potential management override on specific estimates, such as those applied in the valuation of goodwill and acquired identifiable intangible assets and the identification and fair value assessment of acquired identifiable intangible assets for the significant acquisition of Finca Group N.V. ('Finca Group').

Our procedures did not lead to indications for fraud potentially resulting in material misstatements.

Audit approach compliance with laws and regulations

We assessed the laws and regulations relevant to the group through discussion with management, reading board minutes and reports of internal audit and inspection of selected documents regarding compliance with laws and regulations. Where relevant we involved our forensic specialists in this evaluation.

We obtained sufficient appropriate audit evidence regarding provisions of those laws and regulations that are generally recognized to have a direct effect on the financial statements.

Apart from these, the group is subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts and/or disclosures in the financial statements, for instance, through imposing fines or litigation.

Given the nature of the group’s business and the complexity of these other laws and regulations, there is a risk of non-compliance with the requirements of such laws and regulations. In addition, we considered major laws and regulations applicable to listed companies, including the Dutch Corporate Governance Code, the EU Taxonomy for sustainable activities, and the European Single Electronic Filing Reporting Format (ESEF).

Our procedures are more limited with respect to these laws and regulations that do not have a direct effect on the determination of the amounts and disclosures in the financial statements. Compliance with these laws and regulations may be fundamental to the operating aspects of the business, to the group’s ability to continue its business, or to avoid material penalties (e.g., compliance with the terms of operating licenses and permits or compliance with environmental regulations) and therefore non-compliance with such laws and regulations may have a material effect on the financial statements. Our responsibility is limited to undertaking specified audit procedures to help identify non-compliance with those laws and regulations that may have a material effect on the financial statements. Our procedures are limited to (i) inquiry of management, the Supervisory Board, the Executive Board, and others within the group as to whether the group is in compliance with such laws and regulations and (ii) inspecting correspondence, if any, with the relevant licensing or regulatory authorities to help identify non-compliance with those laws and regulations that may have a material effect on the financial statements.

Naturally, we remained alert to indications of (suspected) non-compliance throughout the audit.

Finally, we obtained written representations that all known instances of (suspected) fraud or non-compliance with laws and regulations have been disclosed to us.

Audit approach going concern

Our responsibilities, as well as the responsibilities of the Executive Board and the Supervisory Board, related to going concern under the prevailing standards are outlined in the ‘Description of responsibilities regarding the financial statements’ section below. The Executive Board has assessed the going concern assumption, as part of the preparation of the consolidated financial statements, and as disclosed in ‘*Note 1 – General and basis of preparation*’ to the financial statements. The Executive Board believes that no events or conditions give rise to doubt about the ability of the group to continue in operation at least 12 months from the end of the reporting period.

We have obtained the Executive Board’s assessment of the group’s ability to continue as a going concern and have assessed the going concern assumption applied. As part of our procedures, we evaluated whether sufficient appropriate audit evidence has been obtained regarding, and have concluded on, the appropriateness of Executive Board’s use of the going concern basis of accounting in the preparation of the consolidated financial statements. Based on these procedures, we did not identify any reportable findings related to the group’s ability to continue as a going concern.

Our key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements. We have communicated the key audit matters to the Supervisory Board. The key audit matters are not a comprehensive reflection of all matters discussed.

The key audit matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters

Description	*How the key audit matter was addressed in our audit*
Fair value assessment of acquired identifiable intangible assets for the significant acquisition of Finca Group On September 5, 2024, the group completed the acquisition of 100% of the shares in Finca Group for €325 million in cash. No deferred or contingent considerations have been agreed. The group assessed, with the assistance of third-party valuation specialists, the fair value of acquired intangible assets and liabilities. This provisional assessment also included the determination of the purchase price consideration. The determination and recognition of the fair value of the acquired identifiable assets require management to make significant estimates and assumptions, potentially subject to management override, relating to future revenues and profitability and the discount rate used. As a result of this and the significance of the purchase consideration, we consider the fair value assessment of acquired identifiable intangible assets for the significant acquisition of Finca Group a key audit matter. The critical accounting judgments with respect to the identification, recognition and measurement of acquired identifiable intangible assets are disclosed in *'Note 8 – Acquisitions and divestments'* to the financial statements.	We have considered the main processes and related internal controls in place at the group for acquisitions and tested design and implementation of controls relevant to our audit. We assessed and evaluated the share purchase agreement and verified the provisional purchase price allocations conducted by management with the assistance of third-party valuation specialists. Our audit procedures included the involvement of internal valuation specialists to assess the appropriateness of the methodologies applied by management in the recognition of the fair value of the acquired identifiable intangible assets. Key assumptions challenged were the discount rates, (terminal) growth rates, cash flow projections, and useful lives assigned. We also assessed the completeness of the fair value adjustments recognized by reading, amongst others, share purchase agreements, board papers, and due diligence reports. We also evaluated the adequacy of the disclosures provided by the group in *'Note 8 – Acquisitions and divestments'* to the financial statements in relation to the acquisition. ***Observations*** We did not identify any reportable matters in management's provisional fair value assessment of acquired identifiable intangible assets for the significant acquisition of Finca Group, and the corresponding disclosures included in '*Note 8 – Acquisitions and divestments*' to the financial statements.

Key audit matters continued

Description	*How the key audit matter was addressed in the audit*
Revenue and related controls The group has its group entities in a large number of countries and locations. In these group entities, products and services are delivered using various ERP (including fulfilment) systems, processes, and procedures throughout the group. This impacts our audit effort on internal control over financial reporting and therefore, we consider this a key audit matter. There is an inherent risk of the cut-off, accuracy, and completeness of revenues and related IFRS 15 disclosures given the complexity of the various ERP (including fulfilment) systems. Revenue (transactions) may be subject to manual adjustments outside the fulfilment systems. There is a risk of material misstatement that these revenue adjustments are based on manual journal entries that are non-valid, inaccurate, and/or that allocate revenue to the improper period. Revenue recognition involving resellers (with at a point in time revenue recognition) is subject to judgement in determining the moment at which a reseller obtains the ability to direct the use of, and obtain substantially all the remaining benefits from, the product. There is a risk of material misstatement that revenue recognition is not based on all relevant facts and circumstances. The group's revenue recognition policies are disclosed in *'Note 6 – Revenues'* to the financial statements.	We have considered the group's internal controls over financial reporting as a basis for designing and performing the audit activities that are deemed appropriate for our audit. We are, however, not required to perform an audit on internal controls over financial reporting and accordingly, we do not express an opinion on the effectiveness of the group's controls over financial reporting. Our risk assessment in connection with revenue recognition did not change, since the overall product portfolio of the group remained materially unchanged as compared to the prior year. We have tailored our audit procedures to the diverse (local) IT landscapes and the implemented internal controls. We have involved IT auditors to evaluate the group's annual cyber assessment, and we have held inquiries with key stakeholders addressing IT-related risks and cyber threats. We tested the reliability and continuity of the automated data processing, solely to the extent necessary within the scope of the consolidated financial statements audit. While our audit approach does not rely to a large extent on automated controls, we have tested the operating effectiveness of IT controls where relevant to the audit, or performed additional substantive audit procedures. The audit procedures performed on revenue recognition of existing contracts focused on manual adjustments, which could impact the accuracy, occurrence, and cut-off of recorded revenue, especially around period-end. We obtained an understanding of the revenue processes, and tested design and implementation of controls in place, including segregation of duties, relevant to our audit. The recognition of revenue, contract assets, and contract liabilities, including deferred income, was evaluated with the underlying contract, customer acceptance form, and/or third-party delivery confirmation. We evaluated proper allocation of the contract value to the different performance obligations and evaluated the revenue recognition patterns applied, in accordance with IFRS 15. Also, in response to our preliminary risk assessment on reseller arrangements, we performed specific analytical and substantive procedures (including the evaluation of revenue recognized for current and prior year customer agreements) related to revenue contracts where resellers are involved. We also evaluated the adequacy of the disclosures provided by the group in *'Note 6 – Revenues'* to the financial statements. ***Observations*** We have reported our observations to management and have performed additional substantive audit procedures, where deemed needed, with satisfactory results. We did not identify any material reportable matters in manual adjustments to revenue, revenue recognition, and corresponding disclosures included in '*Note 6 – Revenues*' to the financial statements.

Key audit matters continued

Description	*How the key audit matter was addressed in our audit*
Valuation of goodwill The group has €4,710 million of goodwill (December 31, 2023: €4,322 million), as disclosed in *'Note 17 - Goodwill and intangible assets other than goodwill'* to the financial statements. Goodwill represents 50% (2023: 48%) of consolidated total assets and 305% (2023: 247%) of consolidated total shareholders' equity. Due to the magnitude of this balance to Wolters Kluwer's financial position and since the annual impairment test is subject to management estimates, we consider this a key audit matter. Goodwill is subject to an annual impairment test. This annual impairment test was significant to our audit because of its complexity, involving significant estimates that are affected by expected future market and economic conditions. The value-in-use of goodwill is dependent on expected future cash flows from the underlying groups of CGUs. The impairment assessment prepared by management includes a variety of internal and external factors. In connection with these factors, management made use of valuation models, making significant estimates, potentially subject to management override, particularly the assumptions related to the adjusted operating profit margin, the average long-term growth rates, and weighted-average cost of capital. The annual impairment test for goodwill did not result in an impairment. Management has disclosed the impairment test method, the results of the test, as well as the impact of sensitivities in *'Note 17 – Goodwill and intangible assets other than goodwill'* to the financial statements.	We obtained an understanding of the process in place and identified controls in the group's impairment assessment for goodwill as a basis for our substantive audit approach. We obtained management's annual impairment test and have evaluated the impairment test models. We involved valuation specialists to assess the models used for the annual goodwill impairment test by management and the key assumptions applied as outlined in *'Note 17 – Goodwill and intangible assets other than goodwill'* to the financial statements. Our valuation specialists assisted us specifically in evaluating the weighted-average cost of capital and the average long-term growth rates applied, by benchmarking against independent data and peers in the industry. We focused on the sensitivity in the available headroom for the groups of CGUs, evaluating whether a reasonably possible change in assumptions could cause the carrying amount to exceed its recoverable amount. We evaluated management's key assumptions used for cash flow projections (including adjusted operating profit margins), weighted-average cost of capital, and average long-term growth rates. We compared rates with historical trends and external data. We assessed the mathematical accuracy of the calculations and reconciled forecasted cash flows per group of CGUs to authorized budgets and obtained an understanding how these budgets were compiled. We performed audit procedures on the allocation of the overhead cost. We also evaluated the adequacy of the disclosures provided by the group in *'Note 17 – Goodwill and intangible assets other than goodwill'* to the financial statements in relation to the impairment assessment. ***Observations*** We did not identify any material reportable matters in management's valuation of goodwill or in the corresponding disclosures included in *'Note 17 – Goodwill and intangible assets other than goodwill'* to the financial statements.

Report on the other information included in the 2024 Annual Report

The Annual Report contains other information, in addition to the financial statements and our auditor's report thereon.

The other information consists of:

- Strategic report.
- Governance.
- Sustainability statements.
- Other information as required by Part 9 of Book 2 of the Dutch Civil Code.

Based on the following procedures performed, we conclude that the other information:

- Is consistent with the financial statements and does not contain material misstatements.
- Contains all the information regarding the management report and the other information as required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard on Auditing 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the other information, including the management report in accordance with Part 9 of Book 2 of the Dutch Civil Code, and the other information as required by Part 9 of Book 2 of the Dutch Civil Code.

Report on other legal and regulatory requirements and ESEF

Engagement

We were appointed by the General Meeting of Shareholders as auditor of Wolters Kluwer N.V. on April 23, 2014, for the audit for the year 2015 and have operated as statutory auditor ever since that financial year. In the General Meeting of Shareholders on April 22, 2022, we were re-appointed for the years 2023 and 2024. With the completion of the 2024 audit, our audit tenure has ended in accordance with applicable legislation for public companies in The Netherlands.

No prohibited non-audit services

We have not provided prohibited non-audit services as referred to in Article 5(1) of the EU Regulation on specific requirements regarding statutory audit of public-interest entities.

European Single Electronic Format (ESEF)

Wolters Kluwer N.V. has prepared its Annual Report in ESEF. The requirements for this are set out in the Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format (hereinafter: the RTS on ESEF).

In our opinion, the Annual Report, prepared in XHTML format, including the (partly) marked-up consolidated financial statements, as included in the reporting package by Wolters Kluwer N.V. complies in all material respects with the RTS on ESEF.

Management is responsible for preparing the Annual Report including the financial statements in accordance with the RTS on ESEF, whereby management combines the various components into one single reporting package.

Our responsibility is to obtain reasonable assurance for our opinion whether the Annual Report in this reporting package complies with the RTS on ESEF.

We performed our examination in accordance with Dutch law, including Dutch Standard on Auditing 3950N 'Assurance-opdrachten inzake het voldoen aan de criteria voor het opstellen van een digitaal verantwoordingsdocument' (assurance engagements relating to compliance with criteria for digital reporting).

Our examination included amongst others:

- Obtaining an understanding of the company's financial reporting process, including the preparation of the reporting package.
- Identifying and assessing the risks that the Annual Report does not comply in all material respects with the RTS on ESEF and designing and performing further assurance procedures responsive to those risks to provide a basis for our opinion, including:
  - obtaining the reporting package and performing validations to determine whether the reporting package containing the Inline XBRL instance, and the XBRL extension taxonomy files has been prepared in accordance with the technical specifications as included in the RTS on ESEF;
  - examining the information related to the consolidated financial statements in the reporting package to determine whether all required mark-ups have been applied and whether these are in accordance with the RTS on ESEF.

Description of responsibilities regarding the financial statements

Responsibilities of management and the Supervisory Board for the financial statements
Management is responsible for the preparation and fair presentation of the financial statements in accordance with EU-IFRS and Part 9 of Book 2 of the Dutch Civil Code. If applicable, supplement with other applicable laws and regulations, such as WNT. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, management is responsible for assessing the group's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, management should prepare the financial statements using the going concern basis of accounting unless management either intends to liquidate the group or to cease operations, or has no realistic alternative but to do so.

Management should disclose events and circumstances that may cast significant doubt on the group's ability to continue as a going concern in the financial statements.

The Supervisory Board is responsible for overseeing the group's financial reporting process.

Our responsibilities for the audit of the financial statements
Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material misstatements, whether due to fraud or error, during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing, and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgment and have maintained professional scepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included among others:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control.
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Concluding on the appropriateness of management's use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group to cease to continue as a going concern.
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures.
- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We are responsible for planning and performing the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the group entities within the group as a basis for forming an opinion on the financial statements. We are also responsible for the direction, supervision, and review of the audit work performed for purposes of the group audit. We bear the full responsibility for the auditor's report.

We communicate with the Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identified during our audit. In this respect we also submit an additional report to the Audit Committee in accordance with Article 11 of the EU Regulation on specific requirements regarding statutory audit of public-interest entities. The information included in this additional report is consistent with our audit opinion in this auditor's report.

We provide the Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Supervisory Board, we determine the key audit matters: those matters that were of most significance in the audit of the financial statements. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

Amsterdam, February 25, 2025
Deloitte Accountants B.V.
B.E. Savert

Limited assurance report of the independent auditor on the sustainability statements

To: the shareholders and the Supervisory Board of Wolters Kluwer N.V.

Our conclusion

We have performed a limited assurance engagement on the consolidated sustainability statements for 2024 of Wolters Kluwer N.V. based in Alphen aan den Rijn, the Netherlands (hereafter: the group) in the section *Sustainability statements* of the accompanying Annual Report including the information incorporated in the sustainability statements by reference (hereinafter: the sustainability statements).

Based on our procedures performed and the assurance evidence obtained, nothing has come to our attention that causes us to believe that the sustainability statements are not, in all material respects:

- Prepared in accordance with the European Sustainability Reporting Standards (ESRS) as adopted by the European Commission and in accordance with the double materiality assessment process carried out by the group to identify the information reported pursuant to the ESRS.
- Compliant with the reporting requirements provided for in Article 8 of Regulation (EU) 2020/852 (Taxonomy Regulation).

Basis for our conclusion

We have performed our limited assurance engagement on the sustainability statements in accordance with Dutch law, including Dutch Standard on Auditing 3810N, 'Assurance-opdrachten inzake duurzaamheidsverslaggeving' (Assurance engagements relating to sustainability reporting) which is a specified Dutch standard that is based on the International Standard on Assurance Engagements (ISAE) 3000 (Revised) 'Assurance engagements other than audits or reviews of historical financial information'.

Our responsibilities in this regard are further described in the section 'Our responsibilities for the limited assurance engagement on the sustainability statements' of our report.

We are independent of Wolters Kluwer N.V. in accordance with the EU Regulation on specific requirements regarding statutory audit of public-interest entities, the 'Wet toezicht accountantsorganisaties' (Wta, Audit firms supervision act), the 'Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten' (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the 'Verordening gedrags- en beroepsregels accountants' (VGBA, Dutch Code of Ethics for Professional Accountants).

The ViO and VGBA are at least as demanding as the International code of ethics for professional accountants (including International independence standards) of the International Ethics Standards Board for Accountants (the IESBA Code).

We believe that the assurance evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Emphasis of matters

Emphasis on the most significant uncertainties affecting the quantitative metrics and monetary amounts

We draw attention to the scope 3 metrics within the Environmental disclosures section in the sustainability statements that identifies the quantitative metrics and monetary amounts that are subject to a high level of measurement uncertainty and discloses information about the sources of measurement uncertainty and the assumptions, approximations, and judgments the group has made in measuring these, in compliance with the ESRS.

The comparability of sustainability information between entities and over time, may be affected by the lack of historical sustainability information in accordance with the ESRS, and by the absence of a uniform practice on which to draw, evaluate, and measure this information. This allows for the application of different, but acceptable, measurement techniques, especially in the initial years.

Emphasis on the double materiality assessment process

We draw attention to section Impact, risk, and opportunity management in the sustainability statements. This disclosure explains future improvements in the ongoing due diligence and double materiality assessment process, including robust engagement with affected stakeholders. Due diligence is an ongoing practice that responds to and may trigger changes in the group's strategy, business model, activities, business relationships, operating, sourcing, and selling contexts. The double materiality assessment process may also be impacted in time by sector-specific standards to be adopted. The sustainability statements may not include every impact, risk, and opportunity or additional entity-specific disclosure that each individual stakeholder (group) may consider important in its own particular assessment.

Emphasis on the use of third-party information

We draw attention to the *Methodologies and assumptions* sections within the *Environmental Disclosures* in the sustainability statements that indicates that certain metrics and calculations include third-party estimates. The third-party information used is disclosed in the relevant sections of the sustainability statements. Diligence on such third-party information and certifications is not a common practice. We note that we did not perform any procedures to validate the accuracy of the third-party information used, nor did we assess the competence and/or objective of the third-party information providers.

Our conclusion is not modified in respect of these matters.

Comparative information not subject to assurance procedures

No reasonable or limited assurance procedures have been performed on the sustainability statements of the prior year. Consequently, the comparative information and related disclosures for the year ended December 31, 2023, as included in the sustainability statements have not been subject to reasonable or limited assurance procedures.

Limitations to the scope of our assurance engagement

In reporting forward-looking information in accordance with the ESRS, management of the group is required to prepare the forward-looking information on the basis of disclosed assumptions about events that may occur in the future and possible future actions by the group. The actual outcome is likely to be different since anticipated events frequently do not occur as expected. Forward-looking information relates to events and actions that have not yet occurred and may never occur. We do not provide assurance on the achievability of this forward-looking information.

Responsibilities of management and the Supervisory Board for the sustainability statements

Management is responsible for the preparation of the sustainability statements in accordance with the ESRS, including the double materiality assessment process carried out by the group as the basis for the sustainability statements and disclosure of material impacts, risks and opportunities in accordance with the ESRS. As part of the preparation of the sustainability statements, management is responsible for compliance with the reporting requirements provided for in Article 8 of Regulation (EU) 2020/852 (Taxonomy Regulation).

Management is also responsible for selecting and applying additional entity-specific disclosures to enable users to understand the group's sustainability-related impacts, risks, and opportunities and for determining that these additional entity-specific disclosures are suitable in the circumstances and in accordance with the ESRS.

Furthermore, management is responsible for such internal control as it determines is necessary to enable the preparation of the sustainability statements that are free from material misstatement, whether due to fraud or error.

The Supervisory Board is responsible for overseeing the sustainability reporting process including the double materiality assessment process carried out by the group.

Our responsibilities for the limited assurance engagement on the sustainability statements

Our responsibility is to plan and perform the limited assurance engagement in a manner that allows us to obtain sufficient appropriate assurance evidence for our conclusion.

Our assurance engagement is aimed to obtain a limited level of assurance that the sustainability statements are free from material misstatements. The procedures vary in nature and timing from, and are less in extent than for a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

We apply the applicable quality management requirements pursuant to the 'Nadere voorschriften kwaliteitsmanagement' (NV KM, regulations for quality management) and the International Standard on Quality Management (ISQM) 1, and accordingly maintain a comprehensive system of quality management including documented policies and procedures regarding compliance with ethical requirements, professional standards and other relevant legal and regulatory requirements.

Our limited assurance engagement included among others:

- Performing inquiries and an analysis of the external environment and obtaining an understanding of relevant sustainability themes and issues, the characteristics of the group, its activities, and the value chain and its key intangible resources in order to assess the double materiality assessment process carried out by the group as the basis for the sustainability statements and disclosure of all material sustainability-related impacts, risks, and opportunities, in accordance with the ESRS.
- Obtaining through inquiries a general understanding of the internal control environment, the group's processes for gathering and reporting entity-related and value chain information, the information systems, and the group's risk assessment process relevant to the preparation of the sustainability statements and for identifying the group's activities, determining eligible and aligned economic activities, and prepare the disclosures provided for in Article 8 of Regulation (EU) 2020/852 (Taxonomy Regulation), without obtaining assurance information about the implementation, or testing the operating effectiveness, of controls.

- Assessing the double materiality assessment process carried out by the group and identifying and assessing areas of the sustainability statements, including the disclosures provided for in Article 8 of Regulation (EU) 2020/852 (Taxonomy Regulation) where misleading or unbalanced information or material misstatements, whether due to fraud or error, are likely to arise ('selected disclosures'). We designed and performed further assurance procedures aimed at assessing that the sustainability statements are free from material misstatements responsive to this risk analysis.
- Considering whether the description of the double materiality assessment process in the sustainability statements made by management appears consistent with the process carried out by the group.
- Determining the nature and extent of the procedures to be performed for the group components and locations. For this, the nature, extent, and/or risk profile of these components are decisive.
- Performing analytical review procedures on quantitative information in the sustainability statements, including consideration of data and trends in the information submitted for consolidation at corporate level.
- Assessing whether the group's methods for developing estimates are appropriate and have been consistently applied for selected disclosures. We considered data and trends; however, our procedures did not include testing the data on which the estimates are based or separately developing our own estimates against which to evaluate management's estimates.
- Analysing, on a limited sample basis, relevant internal and external documentation available to the group (including publicly available information or information from actors throughout its value chain) for selected disclosures.
- Reading the other information in the annual report to identify material inconsistencies, if any, with the sustainability statements.
- Considering whether:
  - the disclosures provided to address the reporting requirements provided for in Article 8 of Regulation (EU) 2020/852 (Taxonomy Regulation) for each of the environmental objectives, reconcile with the underlying records of the group, are consistent or coherent with the sustainability statements, and appear reasonable, in particular whether the eligible economic activities meet the cumulative conditions to qualify as aligned and whether the technical screening criteria are met.
  - the key performance indicators disclosures have been defined and calculated in accordance with the Taxonomy reference framework as defined in Appendix 1 Glossary of Terms of the CEAOB Guidelines on limited assurance on sustainability reporting adopted on 30 September 2024 and in compliance with the reporting requirements provided for in Article 8 of Regulation (EU) 2020/852 (Taxonomy Regulation), including the format in which the activities are presented.
- Considering the overall presentation, structure, and the fundamental qualitative characteristics of information (relevance and faithful representation: complete, neutral, and accurate) reported in the sustainability statements, including the reporting requirements provided for in Article 8 of Regulation (EU) 2020/852 (Taxonomy Regulation).
- Considering, based on our limited assurance procedures and evaluation of the assurance evidence obtained, whether the sustainability statements as a whole are free from material misstatements and prepared in accordance with the ESRS.

Amsterdam, February 25, 2025
Deloitte Accountants B.V.
B.E. Savert

Articles of Association Provisions Governing Profit Appropriation

Article 29 of the Articles of Association

Paragraph 1
From the profit as it appears on the annual accounts adopted by the General Meeting, a dividend shall be distributed on the preference shares, whose percentage – calculated on the paid part of the nominal amount – is equal to that of the average of the interest rate on Basis Refinancing Transactions (Refi interest of the European Central Bank). These are weighted according to the number of days over which this rate of interest applies during the financial year over which the dividend was paid, increased by a debit interest rate to be determined by the large Dutch banks and also increased by a margin determined by the Executive Board and approved by the Supervisory Board of one percentage point (1%) minimum and four percentage points (4%) maximum. The dividend on the preference shares shall be calculated on an annual basis on the paid part of the nominal amount. If in any financial year the distribution referred to in the first full sentence cannot be made or can only be made in part because the profits are not sufficient, the deficiency shall be distributed from the distributable part of the company's equity. No further dividend shall be distributed on the preference shares.

Paragraph 2
Subsequently such allocations to reserves shall be made as the Executive Board shall determine, subject to the approval of the Supervisory Board.

Paragraph 3
Any balance remaining after that shall be distributed at the disposal of the General Meeting of Shareholders.

Paragraph 5
Distribution of profit shall be made after adoption of the annual accounts showing that it is permitted.

Paragraph 6
Subject to approval of the Supervisory Board, the Executive Board may resolve on distribution of interim dividend, provided the requirements of paragraph 4 have been met, according to an interim statement of assets and liabilities. It shall relate to the position of the assets and liabilities no earlier than on the first day of the third month before the month in which the resolution on distribution of interim dividend is made known. It shall be drawn up with observance of valuation methods considered generally acceptable. The statement of assets and liabilities shall include the amounts to be reserved by virtue of the law.

It shall be signed by the Members of the Executive Board; if the signature of one or more of them is lacking this shall be stated with reasons. The statement of assets and liabilities shall be deposited at the office of the Commercial Register within eight days after the day on which the resolution on distribution is made known.

Paragraph 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. Based on the proposal of the Executive Board that has been approved by the Supervisory Board, the General Meeting of Shareholders may resolve, however, to delete such a loss by writing it off on a reserve that need not be maintained, according to the law.

Article 30 of the Articles of Association

Paragraph 1
On the proposal of the Executive Board that has been approved by the Supervisory Board, the General Meeting of Shareholders may resolve that a distribution of dividend on ordinary shares shall be made entirely or partially not in money but in ordinary shares in the capital of the company.

Paragraph 2
On the proposal of the Executive Board that has been approved by the Supervisory Board, the General Meeting of Shareholders may resolve on distributions in money or in the manner as referred to in Paragraph 1 to holders of ordinary shares against one or more reserves that need not be maintained under the law.

Wolters Kluwer shares and bonds

Additional information on Wolters Kluwer securities is provided here.

Ordinary shares and ADRs

Wolters Kluwer N.V. ordinary shares are listed on Euronext Amsterdam under the symbol WKL. During 2024, the average daily trading volume of Wolters Kluwer shares on Euronext Amsterdam was 431,192 shares (2023: 519,630), according to Euronext.

American Depositary Receipt program

Wolters Kluwer has a sponsored Level I American Depositary Receipt (ADR) program. Each Wolters Kluwer ADR represents one ordinary share (ADR ratio 1:1). Wolters Kluwer ADRs are denominated in U.S. dollars and are traded on the over-the-counter (OTC) securities market in the United States. Wolters Kluwer ADRs receive the same dividends as the ordinary shares converted into U.S. dollars at the prevailing €/$ exchange rate. For more information contact our ADR depositary bank: Deutsche Bank Trust Company Americas, c/o American Stock Transfer & Trust Company, P.O. Box 2050, Peck Slip Station, New York, N.Y. 10272-2050, United States, or visit www.adr.db.com.

Securities codes and ticker symbols

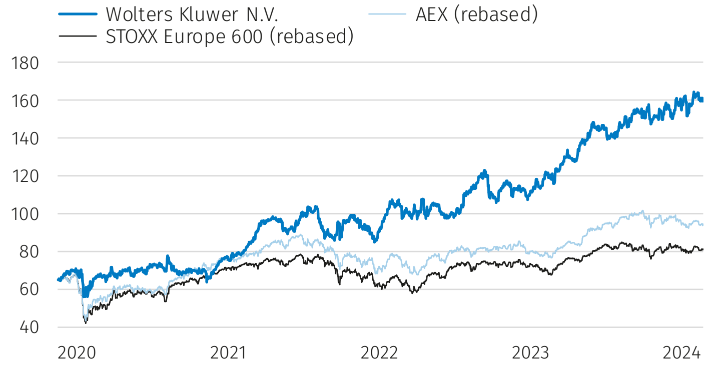
System	Ordinary shares	ADRs
ISIN	NL0000395903	US9778742059
Sedol	5671519	2977049
Bloomberg	WKL:NA	WTKWY:US
Reuters RIC	WLSNc.AS	WTKWY
CUSIP	–	977874205
Exchange	Euronext	Over-the-counter (OTC)

Share price performance

Wolters Kluwer shares finished the year up 25%, outperforming the Amsterdam AEX Index and STOXX Europe 600, which were up 12% and 7%, respectively. Over the five-year period ending December 31, 2024, Wolters Kluwer shares have increased by 147%, significantly outperforming the Amsterdam AEX Index and the STOXX Europe 600, which increased 45% and 21%, respectively. Wolters Kluwer ADRs (quoted in U.S. dollars) appreciated 127% over this five-year period, significantly outperforming the S&P 500 which rose 82%.

Five-year share price performance 2020-2024

euro



Source: Nasdaq/FactSet data. Indices rebased to Wolters Kluwer share price.

Dividend policy and dividend proposal

Dividend policy

Wolters Kluwer is committed to a progressive dividend policy. Proposed annual increases in the dividend per share consider our financial performance, market conditions, and our need for financial flexibility. The policy takes into consideration the characteristics of our business, our expectations for future cash flows, and our plans for organic investment or for external investment in acquisitions.

Proposed 2024 dividend

We are proposing to increase the total dividend for the financial year 2024 by 12% (2023: 15% increase) to €2.33 per share (2023: €2.08). We will therefore recommend a final dividend of €1.50 per share, subject to the approval of shareholders at the Annual General Meeting in May 2025. For 2025, we intend to maintain the interim distribution at 40% of prior year total dividend.

Shareholders can choose to reinvest interim and final dividends by purchasing additional Wolters Kluwer shares through the Dividend Reinvestment Plan (DRIP) administered by ABN AMRO Bank N.V.

Share buyback programs

As a matter of policy since 2012, Wolters Kluwer offsets the dilution caused by our annual incentive share issuance with share repurchases (Anti-Dilution Policy). In addition, when appropriate, we return capital to shareholders through further share buyback programs. Shares repurchased by the company are added to and held as treasury shares. Treasury shares are either canceled or are held to meet future obligations under share-based incentive plans.

During 2024, 6.7 million shares were repurchased for a total consideration of €1 billion. In February 2024, 0.6 million treasury shares were released for long-term incentive plans. In September 2024, 10.0 million treasury shares were canceled. A summary of amounts repurchased and cancelations over the past few years is shown below.

Share repurchases, cancelations, and issuances 2020-2024

	Shares repurchased *million*	Total consideration *€ million*	Average share price *€*	Treasury shares canceled *million*	Treasury shares released for LTIP *million*
2024	6.7	1,000	149.23	10.0	0.6
2023	8.7	1,000	114.44	9.0	0.5
2022	10.1	1,000	98.75	5.0	0.7
2021	5.0	410	82.62	5.0	0.7
2020	5.1	350	68.41	5.5	0.9

Share buyback 2025
On February 26, 2025, we will announce our intention to spend up to €1 billion on share repurchases during 2025, including repurchases to offset incentive share issuances. As of February 24, 2025, €100 million of this 2025 buyback has been completed.

We believe this level of cash return leaves us with ample headroom to support our dividend plans, to sustain organic investment, and to make selective acquisitions. The share repurchases may be suspended, discontinued, or modified at any time. At the Annual General Meeting in May 2025, we will propose canceling any or all treasury shares that are not used for share-based incentive plans.

Share capital and market capitalization

Shares issued and outstanding
The number of issued ordinary shares on December 31, 2024, was 238.5 million (2023: 248.5 million), of which 4.1 million were held in treasury. The diluted weighted-average number of ordinary shares used to compute the diluted earnings per share figures was 238.4 million in 2024.

Market capitalization
Based on issued ordinary shares (including 4.1 million treasury shares), the market capitalization of Wolters Kluwer as of December 31, 2024, was €38.3 billion (2023: €32.0 billion).

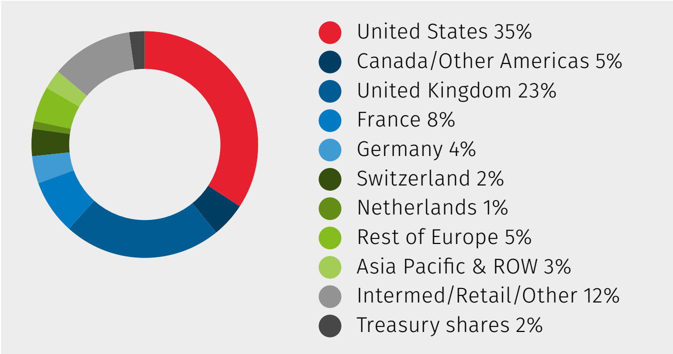
Shares issued and outstanding

number of shares in millions	2024	2023
Issued ordinary shares (December 31)	238.5	248.5
Treasury shares (December 31)	4.1	8.0
Issued ordinary shares outstanding (December 31)	234.4	240.5
Weighted-average number of ordinary shares outstanding	237.5	244.9
Diluted weighted-average number of ordinary shares	238.4	246.0

Shareholder structure

Wolters Kluwer has 100% free float and a widely distributed, global shareholder base. As of December 2024, approximately 86% of the issued share capital of Wolters Kluwer were held by institutional investors. The remaining 14% was either unidentified, held by broker-dealers or retail investors, or held in treasury by Wolters Kluwer. Some 40% of our issued share capital was held by investors in North America, mainly the United States and Canada. Institutions based in the United Kingdom held 23%, while institutions based in continental Europe owned 20%. Institutions in Asia Pacific & Rest of World owned approximately 3% of our issued share capital.

Shareholders who have notified the Dutch Authority for the Financial Markets (AFM) indicating a capital interest exceeding the AFM's reporting thresholds can be found on the AFM website (www.afm.nl).



Source: CMi2i, as of December 2024.

Industry classifications and indices

Some of the most widely followed indices that include Wolters Kluwer are shown below.

Wolters Kluwer weight in selected indices

Index	Weight %
AEX®	4.52%
AEX® ESG	9.51%
Euronext® 100	1.08%
Euronext® Eurozone ESG Leaders Select 40	1.63%
EURO STOXX®	0.71%
EURO STOXX® 50	1.12%
STOXX® Europe 600	0.36%
STOXX® Europe 600 Media	15.36%
STOXX® Europe 600 ESG-X	0.39%
MSCI Europe Commercial & Professional Services	17.2%

Sources: Euronext, STOXX, and MSCI. Weights as of December 31, 2024.

Wolters Kluwer is classified in different industry sectors by the global index providers.

Industry classification by main index providers

Main index provider	System used	Wolters Kluwer industry classification (code)
Bloomberg	BICS	Technology: Software & Technology Services (1814)
STOXX, FTSE Russell	ICB	Consumer Discretionary: Media: Publishing (5557)
MSCI, S&P, Dow Jones	GICS	Industrials: Commercial & Professional Services: Research & Consulting Services (20202020)

Sources: Bloomberg, FTSE Russell, MSCI, S&P Global, and STOXX.

Research ratings

Wolters Kluwer is covered by 14 sell-side analysts. Of those who regularly publish research, as of January 31, 2025, eight have a Buy rating, four have a Hold rating, and one rates the shares a Sell. A range of providers produce environmental, social, and governance (ESG) ratings on Wolters Kluwer. A selection of publicly available ESG ratings is shown below.

→ A list of analysts can be found on our investor relations website www.wolterskluwer.com/en/investors/analysts/analyst-coverage

Selected ESG ratings

ESG rating	2024	2023	Description
MSCI ESG Rating	AAA	AAA	MSCI rating uses a scale of AAA-CCC. AAA is the top score.
ISS Governance Quality Score	1	1	ISS quality scores are on a scale of 1-10, with a lower score denoting lower risk.
ISS Social Quality Score	1	2	
ISS Environment Quality Score	3	5	
Sustainalytics ESG Risk Rating	11.4	14.4	Sustainalytics uses a scale of 0-100. A low score indicates lower ESG risk.

Sources: MSCI, ISS, and Sustainalytics, as of January 31, 2025.

Bonds and other fixed income securities

As of January 31, 2025, Wolters Kluwer has seven Eurobonds listed on the Luxembourg exchange with a total face value of €3,336 million.

Wolters Kluwer listed fixed-income issues

Debt security	Due	Amount *€ million*	Listing	ISIN
3.000% senior bonds	September 2026	€500	Luxembourg	XS2530756191
1.500% senior bonds	March 2027	€500	Luxembourg	XS1575992596
0.250% senior bonds	March 2028	€500	Luxembourg	XS2324836878
6.748% senior bonds	August 2028	€36	Luxembourg	XS0384322656
3.250% senior bonds	March 2029	€600	Luxembourg	XS2778864210
0.750% senior bonds	July 2030	€500	Luxembourg	XS2198580271
3.750% senior bonds	April 2031	€700	Luxembourg	XS2592516210

Euro Commercial Paper

Wolters Kluwer has a Euro Commercial Paper (ECP) program under which the company may issue unsecured, short-term debt up to a maximum of €1.0 billion. The outstanding amount (included in borrowings and bank overdrafts) per December 31, 2024, was €350 million (2023: €50 million).

Type	As of	Issued *€ million*	Total facility *€ million*
Euro Commercial Paper	December 31, 2024	350	1,000

Credit ratings

Maintaining investment grade credit ratings is a core policy of Wolters Kluwer. Current credit ratings and outlook are provided below.

Agency	Long-term	Short-term	Outlook	Date of rating	Date affirmed
Moody's	A3	–	Stable	March 29, 2023	March 1, 2024
S&P	BBB+	A-2	Stable	March 7, 2013	June 11, 2024

Sources: Moody's and S&P Global.

For more information on Wolters Kluwer's long-term debt, refer to *Note 28 – Net debt* of the *Financial statements*.

Investor relations

Shareholder engagement

Wolters Kluwer places great importance on a constructive dialogue with the investment community. We manage a comprehensive investor relations program designed to maintain regular interaction with investors and sell-side analysts. We communicate through our half-year and full-year earnings releases and presentations, trading updates, the annual report, investor seminars, and other information published on our investor relations website. We host live webcast presentations of our half-year and full-year results, hold the Annual General Meeting of Shareholders, and interact with investors on roadshows and at conferences. In December 2024, we held a virtual teach-in on our Legal & Regulatory division. During the year, the Executive Board met with investors representing around a third of our issued share capital. In the fourth quarter, Supervisory Board members met shareholders to gather feedback on our remuneration policy and other governance and ESG matters.

Investor relations is focused on helping the market understand our business, our strategy, our markets, as well as our financial performance. We aim to be responsive and proactive and welcome direct feedback from investors. Wolters Kluwer is committed to a high degree of transparency in its financial reporting and strives to be open with its shareholders and the wider investment community.

→ Investor relations website
www.wolterskluwer.com/en/investors

Investor relations policy

Wolters Kluwer is strict in its compliance with applicable rules and regulations on fair disclosure to shareholders. Presentations are posted publicly on the company's website at the same time as they are made available to analysts and investors. In adherence with fair disclosure rules, meetings and presentations do not take place during 'closed periods' before the publication of annual and quarterly financial information. The company does not assess, comment upon, or correct, other than factually, any analyst report or valuation prior to publication. The company is committed to helping investors and analysts become better acquainted with Wolters Kluwer and its management, as well as to maintaining a long-term relationship of trust with the investment community at large.

Financial calendar 2025-2026

2025	
May 7	First-Quarter 2025 Trading Update
May 15	Annual General Meeting of Shareholders
May 19	Ex-dividend date: 2024 final dividend ordinary shares
May 20	Ex-dividend date: 2024 final dividend – ADRs
May 20	Record date: 2024 final dividend ordinary shares and ADRs
June 11	Payment date: 2024 final dividend, ordinary shares
June 18	Payment date: 2024 final dividend ADRs
July 30	Half-Year 2025 Results
August 26	Ex-dividend date: 2025 interim dividend, ordinary shares
August 27	Ex-dividend date: 2025 interim dividend – ADRs
August 27	Record date: 2025 interim dividend – ordinary shares and ADRs
September 18	Payment date: 2025 interim dividend
September 25	Payment date: 2025 interim dividend ADRs
November 5	Nine-Month 2025 Trading Update
2026	
February 25	Full-Year 2025 Results
March 11	Publication of 2025 Annual Report

Five-year key figures

in millions of euros, unless otherwise stated	2024	2023	2022	2021	2020
Revenues	5,916	5,584	5,453	4,771	4,603
Operating profit	1,441	1,323	1,333	1,012	972
Profit for the year, attributable to owners of the company	1,079	1,007	1,027	728	721
Adjusted EBITDA	1,930	1,775	1,730	1,514	1,422
Adjusted operating profit	1,600	1,476	1,424	1,205	1,124
Adjusted net financing costs	62	27	56	78	46
Adjusted net profit	1,185	1,119	1,059	885	835
Adjusted free cash flow	1,276	1,164	1,220	1,010	907
Proposed dividend distribution	548	503	453	405	357
Acquisition spending	335	61	92	108	395
Net capital expenditure	313	323	295	239	231
Amortization and impairment of other intangible assets, and depreciation and impairment of PPE and right-of-use assets	330	299	306	309	298
Amortization and (reversal of) impairment of acquired identifiable intangible assets	149	146	160	164	144
Shareholders' equity	1,545	1,749	2,310	2,417	2,087
Guarantee equity	1,545	1,749	2,310	2,417	2,087
Net debt	3,134	2,612	2,253	2,131	2,383
Capital employed	5,604	5,202	5,529	5,859	5,087
Total assets	9,498	9,094	9,510	9,028	8,350
Ratios					
As % of revenues:					
Operating profit	24.4	23.7	24.4	21.2	21.1
Profit for the year, attributable to owners of the company	18.2	18.0	18.8	15.3	15.7
Adjusted EBITDA	32.6	31.8	31.7	31.7	30.9
Adjusted operating profit	27.1	26.4	26.1	25.3	24.4
Adjusted net profit	20.0	20.0	19.4	18.6	18.1
ROIC (%)	18.1	16.8	15.5	13.7	12.3
Dividend proposal in % of adjusted net profit	46.2	45.0	42.8	45.8	42.8
Dividend proposal in % of profit for the year, attributable to owners of the company	50.8	50.0	44.2	55.7	49.5

	2024	2023	2022	2021	2020
Cash conversion ratio (%)	102	100	107	112	102
Net interest coverage	25.6	54.3	25.4	15.5	24.5
Net-debt-to-EBITDA	1.6	1.5	1.3	1.4	1.7
Net gearing	2.0	1.5	1.0	0.9	1.1
Shareholders' equity to capital employed	0.28	0.34	0.42	0.41	0.41
Guarantee equity to total assets	0.16	0.19	0.24	0.27	0.25
Information per share (€)					
Total dividend proposal in cash per share	2.33	2.08	1.81	1.57	1.36
Basic earnings per share	4.54	4.11	4.03	2.79	2.72
Adjusted earnings per share	4.99	4.57	4.16	3.40	3.15
Adjusted free cash flow per share	5.37	4.75	4.79	3.89	3.42
Based on fully diluted:					
Diluted earnings per share	4.52	4.09	4.01	2.78	2.70
Diluted adjusted earnings per share	4.97	4.55	4.14	3.38	3.13
Diluted adjusted free cash flow per share	5.35	4.73	4.77	3.87	3.40
Weighted-average number of shares issued (millions)	237.5	244.9	254.7	260.4	265.0
Diluted weighted-average number of shares (millions)	238.4	246.0	255.8	261.8	266.6
Stock exchange (€)					
Highest quotation	164.60	134.90	111.40	105.25	78.22
Lowest quotation	126.60	97.00	84.18	63.88	52.04
Quotation at December 31	160.40	128.70	97.76	103.60	69.06
Average daily trading volume Wolters Kluwer on Euronext Amsterdam N.V. (thousands of shares)	431	520	542	521	677
Employees					
Headcount at December 31	21,635	21,438	20,511	19,800	19,169
In full-time equivalents at December 31	21,200	21,056	20,056	19,454	18,785
In full-time equivalents average per annum	21,167	20,810	20,061	19,083	18,562

Glossary

Adjusted
'Adjusted' refers to figures adjusted for non-benchmark items and amortization and impairment of goodwill and acquired identifiable intangible assets.

'Adjusted' figures are non-IFRS compliant financial figures but are internally regarded as key performance indicators to measure the underlying performance of the business.

Adjusted earnings per share
Adjusted net profit divided by the weighted-average number of ordinary shares outstanding.

Adjusted EBITDA
EBITDA adjusted for non-benchmark items in operating profit.

Adjusted free cash flow
Net cash from operating activities less net capital expenditure, plus paid acquisition and divestment expenses, plus dividends received, and adjusted for one-off cash tax items. Adjusted free cash flow is the cash flow available for dividend payments to shareholders, acquisitions, repayments of debt, and repurchasing of shares.

Adjusted net financing costs
Total financing results adjusted for non-benchmark items in total financing results.

Adjusted net profit
Profit for the period attributable to the owners of the company, excluding the after-tax effect of non-benchmark items, amortization of acquired identifiable intangible assets, and impairment of goodwill and acquired identifiable intangible assets.

Adjusted operating cash flow
Adjusted EBITDA plus or minus autonomous movements in working capital and book results on sale of non-current assets, less net capital expenditure, repayments of lease liabilities, and lease interest paid.

Adjusted operating profit
Operating profit before amortization and impairment of acquired identifiable intangible assets and impairment of goodwill, and adjusted for non-benchmark items.

Adjusted operating profit margin
Adjusted operating profit as a percentage of revenues.

Adjusted profit before tax
Sum of adjusted operating profit, adjusted net financing costs, income from investments, and share of profit of equity-accounted associates (net of tax).

Allocated tax
Adjusted operating profit multiplied by benchmark tax rate.

Basic earnings per share
The profit or loss attributable to the ordinary shareholders of the company divided by the weighted-average number of ordinary shares outstanding during the period.

Benchmark tax rate
Income tax on adjusted profit divided by adjusted profit before tax.

Capital employed
Total assets minus current liabilities and non-current deferred income.

Cash conversion ratio
Adjusted operating cash flow divided by adjusted operating profit.

Constant currencies
Income, expenses, and cash flows in local currencies are recalculated to euros, using the average exchange rates of the previous calendar year.

Diluted adjusted earnings per share
Adjusted earnings per share amended for the effects of all dilutive potential ordinary shares.

Shares conditionally awarded under LTIP-plans are included in the calculation of the diluted weighted-average number of ordinary shares outstanding if the vesting conditions are satisfied.

Diluted earnings per share
Basic earnings per share amended for the effects of all dilutive potential ordinary shares.

Shares conditionally awarded under LTIP-plans are included in the calculation of the diluted weighted-average number of ordinary shares outstanding if the vesting conditions are satisfied.

EBITA (Earnings before interest, tax, and amortization)
Operating profit before amortization and impairment of acquired identifiable intangible assets and impairment of goodwill.

EBITDA (Earnings before interest, tax, depreciation, and amortization)
EBITA before amortization and impairment of other intangible assets, and depreciation and impairment of PPE and right-of-use assets.

Guarantee equity
Sum of total equity, subordinated (convertible) bonds, and perpetual cumulative bonds.

Invested capital
Total assets minus current liabilities and non-current deferred income, excluding investments in equity-accounted associates, deferred tax assets, non-operating working capital, and cash and cash equivalents. This total summation is adjusted for accumulated amortization on acquired identifiable intangible assets, goodwill amortized pre-IFRS 2004, and goodwill written off to equity prior to 1996 (excluding acquired identifiable intangible assets/goodwill that have been impaired and/or fully amortized), less any related deferred tax liabilities. The average invested capital is based on five measurement points during the year.

Loans
Bonds, private placements, Euro Commercial Paper Program, and other miscellaneous loans and borrowings.

Net capital expenditure
Sum of capitalized expenditure on PPE and other intangible assets, less any cash inflows arising from disposal of PPE and other intangible assets.

Net debt
Sum of long-term debt, short-term bonds, borrowings and bank overdrafts, and deferred and contingent acquisition payments, minus cash and cash equivalents, divestment receivables, collateral deposited, and the net fair value of derivative financial instruments.

Net-debt-to-EBITDA ratio
Net debt divided by EBITDA, adjusted for divestment-related results on operations.

Net gearing
Net debt divided by total equity.

Net interest coverage
Adjusted operating profit divided by adjusted net financing costs.

Non-benchmark items
Non-benchmark items relate to expenses arising from circumstances or transactions that, given their size or nature, are clearly distinct from the ordinary activities of the group, and are excluded from the benchmark figures.

Non-benchmark items in operating profit include amortization and impairment of acquired identifiable intangible assets, impairment of goodwill, results from divestments (including directly attributable divestment costs), additions to and releases from provisions for restructuring of stranded costs following divestments, acquisition-related costs, additions to and releases from acquisition integration provisions, subsequent fair value changes on contingent considerations, and loss on remeasurement on assets classified as held for sale.

Non-benchmark items in total financing results are financing component employee benefits, gains and losses on financial assets at fair value through profit or loss, and divestment-related results on equity-accounted associates.

NOPAT
Net operating profit after allocated tax. Adjusted operating profit less allocated tax.

Operating other receivables
Operating other receivables consist of prepayments and miscellaneous receivables.

Operating other payables
Operating other payables consist of salaries and holiday allowances; VAT, sales tax, social security premiums, and other taxation; pension-related payables; royalty payables; and other accruals and payables.

Organic revenue growth
Calculated as revenues, excluding the impact of acquisitions above a minimum threshold, divided by revenues in the previous reporting period, adjusted for the impact of divestments of operations above a minimum threshold, all translated at constant currencies.

Tax on adjusted profit
Income tax expense adjusted for tax benefits on amortization and impairment of acquired identifiable intangible assets and impairment of goodwill, tax on non-benchmark items, and the income tax effect of any material changes in (income) tax laws and (income) tax rates in the jurisdictions where the group operates.

Working capital
Current assets less current liabilities.

Working capital: non-operating working capital
Total of derivative financial assets/liabilities, collateral, short-term part of restructuring provisions, deferred and contingent acquisition payables, interest receivable/payable, current income tax assets/liabilities, divestment receivables, short-term bonds, and borrowings and bank overdrafts.

Working capital: operating working capital
Working capital minus non-operating working capital minus cash and cash equivalents.

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Forward-looking statements and other important legal information
This report 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; and 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.

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