



Agenda 2025

Wolters Kluwer N.V.

Annual General Meeting of Shareholders – Agenda

Agenda for the Annual General Meeting of Shareholders of Wolters Kluwer N.V., to be held on Thursday, May 15, 2025, at 10.00 AM CET at the Corporate Office of Wolters Kluwer, Zuidpoolsingel 2, 2408 ZE in Alphen aan den Rijn, the Netherlands.

- 1 Opening**
- 2 2024 Annual Report**
 - a Report of the Executive Board (including Sustainability statements) for 2024
 - b Report of the Supervisory Board for 2024
 - c Advisory vote on the Remuneration report as included in the 2024 Annual Report *
- 3 2024 Financial statements and dividend**
 - a Proposal to adopt the Financial statements for 2024 as included in the 2024 Annual Report *
 - b Explanation of dividend policy
 - c Proposal to distribute a total dividend of € 2.33 per ordinary share, resulting in a final dividend of € 1.50 per ordinary share *
- 4 Release of the members of the Executive Board and the Supervisory Board from liability for the exercise of their respective duties**
 - a Proposal to release the members of the Executive Board for the exercise of their duties *
 - b Proposal to release the members of the Supervisory Board for the exercise of their duties *
- 5 Composition of the Executive Board**
 - a Proposal to reappoint Mr. Kevin Entricken as member of the Executive Board *
 - b. Proposal to appoint Ms. Stacey Caywood as member of the Executive Board *
- 6 Proposal to reappoint Ms. Ann Ziegler as member of the Supervisory Board ***
- 7 Proposal to adopt the remuneration policy for the members of the Executive Board ***
- 8 Proposal to extend the authority of the Executive Board**
 - a to issue shares and/or grant rights to subscribe for shares *
 - b to restrict or exclude statutory pre-emption rights *
- 9 Proposal to authorize the Executive Board to acquire shares in the company ***
- 10 Proposal to cancel shares ***
- 11 Proposal to appoint KPMG Accountants N.V. as external auditor examining the company's Sustainability statements for the financial years 2025 – 2028 ***
- 12 Any other business**
- 13 Closing**

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

EXPLANATORY NOTES TO THE AGENDA

2 2024 Annual Report

This agenda item includes two non-voting items: the report of the Executive Board (including Sustainability statements) for 2024 and the report of the Supervisory Board for 2024.

The Remuneration report for 2024, including an overview of remuneration to individual members of the Executive Board and of the Supervisory Board, is presented for an advisory vote by the General Meeting of Shareholders. It is proposed to approve the Remuneration report for 2024. Please see the Remuneration report for 2024 on www.wolterskluwer.com/agm, which is also included in the 2024 Annual Report.

3 2024 Financial statements and dividend

These agenda items include the proposal to adopt the Financial statements for 2024 as included in the 2024 Annual Report, an explanation of the company's dividend policy (as a non-voting item), and the proposal to adopt a total dividend of €2.33 per ordinary share in cash over the full financial year 2024.

The company has a progressive dividend policy under which the company aims to increase the dividend per share in euros each year. The annual increase is dependent on the financial performance, market conditions, and the need for financial flexibility. In line with the progressive dividend policy, the Executive Board proposes to the General Meeting of Shareholders to adopt a total dividend of €2.33 per ordinary share in cash to be paid for the full financial year 2024, which represents an increase of 12% over the prior year. In line with the semi-annual dividend frequency that has been implemented since 2015, an interim dividend amounting to €0.83 per ordinary share was paid in cash in September 2024 with due observance of article 29 (6) of the Articles of Association. Therefore, the final dividend, payable in June 2025, will amount to €1.50 per ordinary share.

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

The proposals to release the members of the Executive Board and the members of the Supervisory Board from liability for the exercise of their respective duties, as stipulated in article 28 of the Articles of Association, are separate agenda items. It is proposed that the current members of the Executive Board and the current and former members of the Supervisory Board be released from liability for the exercise of their respective duties during 2024, insofar as the exercise of such duties is reflected in the Financial statements or information otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the Financial statements. The scope of a release from liability shall be subject to limitations by virtue of the law.

5 Composition of the Executive Board

a Proposal to reappoint Mr. Kevin Entricken as member of the Executive Board

Mr. Entricken's third four-year term as a member of the Executive Board expires after the Annual General Meeting of Shareholders in 2025. The Supervisory Board, based on article 15 (3) of the Articles of Association, makes a recommendation to reappoint Mr. Entricken as member of the Executive Board, for a period of four years, ending after the Annual General Meeting of Shareholders to be held in 2029, in view of his deep knowledge of and extensive experience in financial and economic aspects of international businesses, and the successful way he has fulfilled his role as Chief Financial Officer (CFO) and member of the Executive Board of Wolters Kluwer N.V. over the last twelve years.

Mr. Entricken (1965, American) is CFO and member of the Executive Board since May 2013. Prior to his appointment as member of the Executive Board, Mr. Entricken has been Chief Financial Officer of the Wolters Kluwer Health division (2010-2013), Vice President Investor Relations (2007-2010) and CFO of Wolters Kluwer Law & Business (2003-2007). He previously held various management and financial positions at RELX, EMI Music and KPMG.

As CFO and member of the Executive Board, Mr. Entricken is responsible for all finance functions within the group, including divisional finance, Group Accounting, 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.

Mr. Entricken holds 54,034 shares in the company. Outside of Wolters Kluwer he does not hold any positions at legal entities as referred to in article 2:132a of the Dutch Civil Code, or at non-Dutch listed companies.

For further information about Mr. Entricken, as well as the main elements of his agreement, please see www.wolterskluwer.com/agm.

b Proposal to appoint Ms. Stacey Caywood as member of the Executive Board

The Supervisory Board, based on article 15 (3) of the Articles of Association, makes a recommendation to appoint Ms. Stacey Caywood as member of the Executive Board for a period of four years, ending after the Annual General Meeting of Shareholders to be held in 2029. The Supervisory Board intends to appoint Ms. Caywood as Chair of the Executive Board and Chief Executive Officer (CEO) following her appointment as member of the Executive Board and upon the retirement of Ms. McKinstry in February 2026.

Ms. Caywood (1963, American) is a seasoned executive with extensive global experience who brings deep knowledge of the company and a proven track record of successful leadership of the Wolters Kluwer Health and Legal &

Regulatory divisions. Ms. Caywood has been CEO of the Wolters Kluwer Health division since 2020. In this role, she led the further evolution and development of the division's trusted clinical technology and evidence-based healthcare solutions. In 2024, Ms. Caywood actively participated in the development of the 2025-2027 strategic plan of the Wolters Kluwer group. Between 2010 and 2020, Ms. Caywood was CEO of the Wolters Kluwer Legal & Regulatory Division. In that role she led a strategic transformation across Europe and the U.S., returning the business to growth. Earlier in her career, Ms. Caywood held several leadership positions within Wolters Kluwer since 1992. She excels in business transformation, digital revenue growth, and innovation across legal, compliance, and healthcare markets. Her expertise spans strategy execution, business development, change management, new revenue stream creation, portfolio management, M&A, and operational excellence.

Ms. Caywood holds 15,000 shares in the company. Outside of Wolters Kluwer, she does not hold any positions at legal entities as referred to in article 2:132a of the Dutch Civil Code, or at non-Dutch listed companies.

For further information about Ms. Caywood, as well as the main elements of her agreement, please see www.wolterskluwer.com/agm.

6 Proposal to reappoint Ms. Ann Ziegler as member of the Supervisory Board

The second four-year term of Ms. Ann Ziegler as member of the Supervisory Board expires after the Annual General Meeting of Shareholders in 2025. In accordance with article 21(4) of the Articles of Association of the company and the Dutch Corporate Governance Code, the Supervisory Board proposes the reappointment of Ms. Ann Ziegler as member of the Supervisory Board for a period of two years, with effect from May 15, 2025, ending after the Annual General Meeting of Shareholders to be held in 2027. Upon her reappointment by the General Meeting of Shareholders, the Supervisory Board will consist of seven members, in line with the profile, comprising four women and three men.

Ms. Ziegler was appointed as member of the Supervisory Board in 2017 and is Chair of the Supervisory Board and Co-Chair of the Selection and Remuneration Committee, dealing with selection and appointment matters. The Supervisory Board nominates Ms. Ziegler in view of her extensive financial management experience and in-depth knowledge of technology solutions and the way she fulfils her role as member and Chair of the Supervisory Board and Co-Chair, dealing with selection and appointment matters, of the Selection and Remuneration Committee.

Ms. Ziegler (1958, American) is former Senior Vice President, Chief Financial Officer and executive committee member of CDW Corporation. Ms. Ziegler has served as (non-executive) member of the board of directors in public companies for well over 20 years, providing her experience in audit, nominating and governance committees. Ms. Ziegler is currently Member of the Board (Non-Executive Director) of US Foods Holding Corp. and Member of the Board (Non-

Executive Director) of Reynolds Consumer Products, Inc.

Ms. Ziegler holds 2,513 American Depositary Receipts (representing the equivalent number of ordinary shares) in the company. The number of supervisory board memberships that Ms. Ziegler holds, falls within the limitations set forth in article 2:142a of the Dutch Civil Code and clause 21 of the Supervisory Board By-Laws. Ms. Ziegler is independent from the company within the meaning of Best Practice Provision 2.1.8 of the Dutch Corporate Governance Code.

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

7 Proposal to adopt the remuneration policy for the members of the Executive Board

The Supervisory Board, based on a recommendation of the Selection and Remuneration Committee, has prepared the remuneration policy of the Executive Board for adoption by the 2025 Annual General Meeting of Shareholders. In accordance with the European Shareholder Rights Directive (SRD) and corresponding stipulations in the Dutch Civil Code, the remuneration policy must be submitted for adoption to the General Meeting of Shareholders at least every four years, as well as in case of material amendments to the policy. The policy was most recently adopted in the 2021 Annual General Meeting of Shareholders, with 97% of the votes in favor. When developing this remuneration policy and considering changes compared to the existing remuneration policy, the Supervisory Board engaged widely with the company's stakeholders and considered their perspectives and input to gain societal acceptance (*maatschappelijk draagvlak*).

Main changes

In the updated remuneration policy that will be proposed for adoption by the 2025 Annual General Meeting of Shareholders, the main changes are as follows:

- Reduce the weighting of the Long-Term Incentive Plan (LTIP) measure relative Total Shareholder Return (TSR) from 50% of the target value to 30% of the target value;
- Increase the weighting of the Long-Term Incentive Plan (LTIP) measure diluted adjusted EPS (EPS) from 30% of the target value to 50% of the target value.

The rationale for these proposed weighting changes within the LTIP is to better align the LTIP with market practice and address feedback we received from shareholders in recent years.

Upon adoption of this remuneration policy by the 2025 Annual General Meeting of Shareholders, these changes in the weighting of the measures will apply as of the LTIP 2026-2028.

If the policy is not approved, the Supervisory Board will be required to continue with the existing policy, which gives it only limited scope to evolve its approach in line with shareholder views.

The proposed remuneration policy of the Executive Board has been published on www.wolterskluwer.com/agm, and is available at the offices of the company.

8 Proposal to extend the authority of the Executive Board

In accordance with articles 4 and 5 of the Articles of Association, the General Meeting of Shareholders, by virtue of the resolution adopted on May 8, 2024, has extended the period during which the Executive Board is authorized to issue shares and to limit or exclude the pre-emption rights when issuing ordinary shares by 18 months. This authorization will therefore end on November 8, 2025, if it is not extended. The duration of the extension of this authorization is allowed by law for a maximum of five years. However, as in previous years, it is proposed that the authorization be extended to a date 18 months from the date of this Annual General Meeting of Shareholders.

a Proposal to extend the authority of the Executive Board to issue shares and/or grant rights to subscribe for shares
Proposal to extend the Executive Board's authority until a date 18 months following May 15, 2025, subject to the approval of the Supervisory Board, to issue shares and/or grant rights to subscribe for shares, up to a maximum of 10% of the issued share capital on May 15, 2025.

b Proposal to extend the authority of the Executive Board to restrict or exclude statutory pre-emption rights
Proposal to extend the Executive Board's authority until a date 18 months following May 15, 2025, subject to the approval of the Supervisory Board, to restrict or exclude the pre-emption rights of holders of ordinary shares when ordinary shares are issued and/or rights to subscribe for ordinary shares are granted based on the authority requested in agenda item 8a, up to a maximum of 10% of the issued share capital on May 15, 2025.

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

The General Meeting of Shareholders, by virtue of the resolution adopted on May 8, 2024, has authorized the Executive Board for a period of 18 months to acquire shares in the company. This authorization will therefore end on November 8, 2025. It is proposed to authorize the Executive Board for a period of 18 months, starting May 15, 2025, to acquire for a consideration on the stock exchange or otherwise, the company's own paid-up shares, up to a maximum of 10% of the issued share capital on May 15, 2025; in the case of ordinary shares at a net price between the nominal stock value of the shares and 110% of the stock price. The stock price is defined as the volume-weighted average market price at which ordinary Wolters Kluwer shares trade on Euronext Amsterdam over the five trading days immediately preceding the day of the purchase or, if higher, of the day of public announcement of the purchase, and in the case of preference shares at their nominal value. The authority of the Executive Board to acquire shares in the company may be withdrawn by the General Meeting of Shareholders with the

approval of the Supervisory Board. The proposed authorization will replace the authorization granted to the Executive Board on May 8, 2024.

10 Proposal to cancel shares

It is proposed to the General Meeting of Shareholders to cancel for capital reduction purposes any or all ordinary shares in the share capital of the company held, or to be acquired by the company under the authorization referred to under agenda item 9, resulting in a reduction of the company's issued ordinary shares. The cancellation may be executed in one or more tranches. The number of ordinary shares that will be cancelled (whether or not in a tranche) shall be determined by the Executive Board, with a maximum of 10% of the issued share capital on May 15, 2025. Pursuant to the relevant statutory provisions, cancellation may not be effected earlier than two months after a resolution of the Executive Board to determine the number of ordinary shares to be cancelled is adopted and publicly announced; this will apply for each tranche. The cancellation will further be executed in conformity with the relevant regulations as stipulated in the law and the company's Articles of Association. The purpose of the cancellation is to reduce the number of own shares which shall not be used to cover obligations arising from share-based incentive plans or other obligations.

11 Proposal to appoint KPMG Accountants N.V. as external auditor examining the company's Sustainability statements for the financial years 2025 – 2028

This agenda item anticipates the implementation of the EU Corporate Sustainability Reporting Directive (CSRD) in the Netherlands, referencing the European Sustainability Reporting Standards (ESRS) and is formulated in view of the reporting requirements provided for in Article 8 of Regulation (EU) 2020/852 (Taxonomy Regulation).

Following the recommendation of the Audit Committee, supported by the Executive Board, the Supervisory Board proposes 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 (limited) assurance on the Sustainability statements for the financial reporting years 2025 up to and including 2028. The Supervisory Board reserves the right to submit the appointment of the auditor examining the company's Sustainability statements to the General Meeting of Shareholders before the lapse of the four-year period if this is deemed necessary by the Supervisory Board.

KPMG Accountants N.V. is proposed following the tender selection process for the external auditor that was conducted in 2022, and in view of KPMG's overall strength and in-depth knowledge of the team, the audit approach, and given their appointment for the same term as external auditor for the consolidated and company financial statements of Wolters Kluwer N.V. by the General Meeting of Shareholders by virtue of the resolution adopted on May 10, 2023.

For the financial year 2024, Deloitte Accountants B.V., as external auditor, has verified and expressed an opinion on the company's Sustainability statements.