



Convocation Notice

Wolters Kluwer N.V.

Convocation Notice

for the Annual General Meeting of Shareholders of Wolters Kluwer N.V.

to be held on **Thursday, May 15, 2025**, at **10:00 CET** at the Corporate Office of Wolters Kluwer, Zuidpoolsingel 2, 2408 ZE in Alphen aan den Rijn, the Netherlands. Shareholders will be accommodated to attend in person, or to follow the meeting via a webcast.

All Shareholders may vote in advance by granting a written proxy to the notary via www.abnamro.com/evoting.

In short, the following agenda items are scheduled for this Annual General Meeting:

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.

Convocation Notice CONTINUED**Meeting documents**

The agenda and explanatory notes, the 2024 Annual Report, including the 2024 Sustainability statements and the Remuneration report for 2024, the bio's of Mr. Entricken, Ms. Caywood, and Ms. Ziegler, as well as a copy of the proposal to amend the remuneration policy for the Executive Board, are available on the company's website (www.wolterskluwer.com/agm) and are available at the offices of Wolters Kluwer N.V.

Participation instructions**Record Date**

Persons entitled to vote and to attend the Annual General Meeting (**the meeting**) are those who, on **Thursday, April 17, 2025 at 17:30 CET (Record Date)**, after all additions and deductions at that date have been processed, have those rights and are registered as such in one of the registers designated by the Executive Board and who have also been registered for the meeting in the manner described below.

Procedure for holders of deposit shares:**Registration**

The register and sub-registers designated for holders of deposit shares are the records of the intermediaries as referred to in the Securities Transactions Act (*Wet giraal effectenverkeer*), which lists the holders of ordinary deposit shares on the Record Date.

Application

Holders of deposit shares will have access to the meeting if they have applied as from **Thursday, April 17, 2025 at 17:30 CET** and no later than on **Thursday, May 8, 2025 at 17:30 CET** via www.abnamro.com/evoting or via the intermediary in whose records they are listed as holders of ordinary deposit shares, with ABN AMRO Bank N.V. (**ABN AMRO**). In all circumstances, the intermediaries will need to issue an electronic statement to ABN AMRO via www.abnamro.com/intermediary, no later than **Friday, May 9, 2025 at 14:00 CET**, which includes the number of deposit shares held and registered for registration by the relevant shareholder on the Record Date. In addition, the intermediaries are requested to include the full address details of the relevant ultimate beneficial holders, as well as their valid email address and securities account, which are required for authentication purposes in order to be able to verify the shareholding on the Record Date in an efficient manner and to provide access to the meeting. The receipt (of registration) to be supplied by ABN AMRO via the relevant intermediary will contain the proof for admission in-person as set out below.

Admission to the meeting in-person

Holders of deposit shares who have timely applied for attending the meeting will receive a proof of registration by e-mail or mail. The proof of registration will serve as proof of admission to the meeting.

Granting of proxy

Holders of deposit shares, who wish to grant a written proxy to a third party, or to Ms. J.J.C.A. (Joyce) Leemrijse, civil law notary in Amsterdam, the Netherlands, and/or each (candidate) civil law notary of A&O Shearman, Amsterdam office (the **Notary**), to attend the meeting on their behalf, may do so in the manner described below, provided that they have applied for the meeting in time in the manner described above.

Electronic proxy with voting instruction to the Notary

Holders of deposit shares may grant an electronic proxy including a voting instruction to the Notary via www.abnamro.com/evoting until **Thursday, May 8, 2025 at 17:30 CET** at the latest. Alternatively a form for granting a written proxy (to the Notary) is available on the website of Wolters Kluwer (www.wolterskluwer.com/agm). The completed proxy forms must be sent to ABN AMRO by e-mail (ava@nl.abnamro.com) and must be in the possession of ABN AMRO at the latest on **Thursday, May 8, 2025 at 17:30 CET**.

Convocation Notice CONTINUED**Procedure for registered shareholders:****Registration**

The register designated for registered shareholders is the shareholders' register of Wolters Kluwer N.V., kept by the company, which as at the Record Date lists the registered shareholders.

Application and granting of proxy

The company will send the registered shareholders an application form with explanatory notes by mail. The written application has to be in the possession of the company at the latest on **Thursday, May 8, 2025 at 17:30 CET**.

Registered shareholders, who wish to authorize the Notary (or a third party) to attend the meeting on their behalf, can do so by means of the application form.

Attending the meeting in person

Registration for admission in person to the meeting will take place from 9:30 CET until the commencement of the meeting at 10:00 CET. After this time, registration is no longer possible. Persons entitled to attend the meeting in person may be asked for identification prior to being admitted by means of a valid identity document, such as a passport or driver's license.

Wolters Kluwer is an international company and its corporate language is English. The meeting will therefore be conducted in English.

Written questions

From today until **Friday, May 9, 2025, 17.00 CET** at the latest, shareholders may submit written questions in relation to the items on the agenda in advance via email to: 2025agm@wolterskluwer.com. Shareholders must include their name and their shareholder certificate number, which can be obtained from their bank, in their email. The company intends to answer these questions (possibly combined) during the meeting. It will also be possible for shareholders attending the meeting in-person to ask questions in English in relation to the items on the agenda.

Webcast

Shareholders who wish to follow the meeting via a live video webcast can do so via www.wolterskluwer.com/investors. The webcast will be open on **Thursday May 15, 2025 from 09:45 CET** until the end of the meeting.

Alphen aan den Rijn, April 2, 2025

Executive Board

Wolters Kluwer N.V.