Wolters Kluwer

Main elements of the contract with Ms. Caywood in relation to her proposed appointment by the 2025 AGM in line with the Dutch Corporate Governance Code

The remuneration of Ms. Caywood is and will at all times be in line with the prevailing Wolters Kluwer Remuneration Policy for the Executive Board, and will as of her appointment as member of the Executive Board consist of the following elements:

- *Annual base salary* as of appointment by the AGM on May 15, 2025: US$ 1,081,000 per year (€1,000,000 based on the Company's current constant currency rate of $/€ of 1.081), pro-rated for the period after her appointment.

- *Annual base salary* as of commencement of the envisaged position of CEO and Chair of the Executive Board (February 2026): US$ 1,399,895 per year (€1,295,000 based on the Company's current constant currency rate of $/€ of 1.081), pro-rated for the period after her appointment as CEO.

- In accordance with the Remuneration Policy, the base salary will be reviewed annually by the Supervisory Board.

- Variable remuneration elements:

    - *Short-Term Incentive Plan (STIP) as of appointment by the AGM*: at target 125% of her annual base salary as member (2025) and subsequently as CEO (2026) of the Executive Board. Maximum payout of 175% of base salary. This maximum payout will only be payable if the actual performance for all individual measures is 110% or more of target. There will be no payout for individual measures with results below 90% of target.
      The STIP bonus for performance in 2025 as of appointment by the AGM will be based on the achievement of targets with respect to revenues (34%), adjusted net profit (28%), adjusted free cash flow (28%), and a set of three non-financial targets (10%). For the period until the AGM appointment, the measures that apply to Ms. Caywood as CEO of the Health Division will apply.

    - *Long-Term Incentive Plan (LTIP)*: Ms. Caywood will receive an annual conditional award of performance shares at 240% of her annual base salary as member (2025) and subsequently CEO (2026) of the Executive Board, based on the fair value of the shares, starting with the 2025-2027 LTIP cycle (which will not vest until February 2028; the LTIP payout in February 2026 and February 2027 will be based on past conditional awards, corresponding to her role as Division CEO). Actual payout depends on performance over a three-year period and can vary from 0-150% of the conditionally awarded number of performance shares.
      Under the current Remuneration Policy, the performance criteria are Total Shareholder Return relative to a group of 15 TSR peer companies (TSR) for 50% of the value of the conditional rights on shares, Diluted Adjusted Earnings per Share (EPS) for 30% of the value, and Return on Invested Capital (ROIC) for 20% of the value. Upon adoption

of the proposed amended Remuneration Policy by the 2025 AGM, the weighting of TSR will decrease from 50% to 30% and the weighting of EPS will increase from 30% to 50% as of the 2026-2028 LTIP.

For a detailed explanation of the STIP and LTIP, see the Remuneration Report, on pages 69-88 of the 2024 Annual Report as well as the proposed new Remuneration Policy, which is published on *www.wolterskluwer.com/agm*.

- *Severance Payment*: one time annual base salary (in accordance with the Dutch Corporate Governance Code).

- *Change of control*: in case of a change of control, Ms. Caywood will receive 100% of the number of conditional rights on shares awarded to her with respect to pending Long-Term Incentive Plans for which the performance period has not yet ended. In addition, she will receive a cash compensation equal to one year base salary if her agreement would end following a change of control.

- *Share ownership requirement*: two times base salary as Executive Board member and three times base salary as CEO, after a grow-in period (current holding 15,000 shares).

- Participation in health and wellness programs, the defined contribution retirement savings plan, and the deferred compensation plan of Wolters Kluwer United States.

- Customary arrangements for international assignments in accordance with the Remuneration Policy.