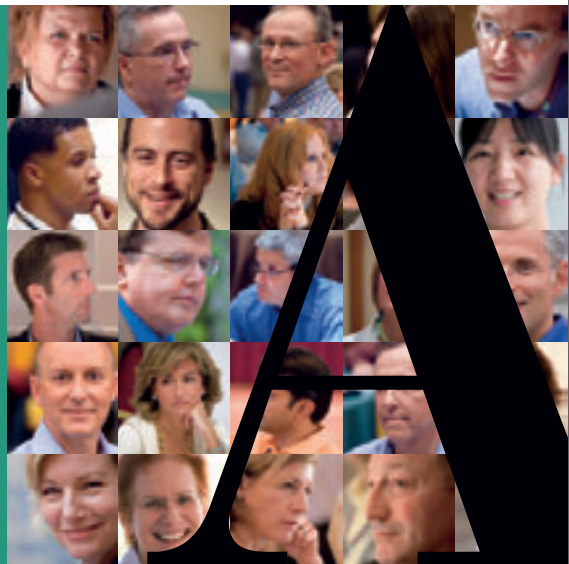


Agenda
Annual General Meeting
of Shareholders



Agenda

Agenda for the Annual General Meeting of Shareholders of Wolters Kluwer nv, to be held on Tuesday, April 22, 2008, at 11:00 a.m. in the Okura Hotel, Ferdinand Bolstraat 333, Amsterdam, the Netherlands

Agenda

- 1 Opening
- 2 **2007 Annual Report**
 - a Report of the Executive Board for 2007
 - b Report of the Supervisory Board for 2007
- 3 **2007 Financial statements and dividend**
 - a Proposal to adopt the financial statements for 2007 as included in the annual report for 2007*
 - b Proposal to distribute a dividend of €0.64 per ordinary share in cash or, at the option of the holders of ordinary shares, in the form of ordinary shares*
- 4 **Proposal to release 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 from liability for the exercise of their duties, as stipulated in Article 28 of the Articles of Association*
 - b Proposal to release the members of the Supervisory Board from liability for the exercise of their duties, as stipulated in Article 28 of the Articles of Association*
- 5 **Proposal to reappoint Mr. H. Scheffers as member of the Supervisory Board***
- 6 **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 pre-emptive rights*
- 7 **Proposal to authorize the Executive Board to acquire own shares***
- 8 **Proposal to reduce the capital through cancellation of own shares***
- 9 **Proposal to publish regulated information exclusively in the English language***
- 10 **Any other business**
- 11 **Closing**

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



Wolters Kluwer

Agenda

Annual General Meeting of Shareholders



Wolters Kluwer

Explanatory notes to the Agenda

3 2007 Financial statements and dividend

These agenda items include the proposal to adopt the financial statements for 2007 as included in the annual report for 2007, and to distribute a dividend of €0,64 per share in cash or, at the option of the holders of ordinary shares, in the form of ordinary shares, chargeable to the share premium reserve, or if preferred, the other reserves. This is an increase of 10% compared to last year's dividend, and therefore in line with the existing progressive dividend policy.

4 Proposal to release the members of the Executive Board and the Supervisory Board from liability for the exercise of their respective duties

The proposal to release the members of the Executive Board and the members of the Supervisory Board from liability for the exercise of their respective duties are separate agenda items. It is proposed that the members of the Executive Board and the members of the Supervisory Board be released from liability for the exercise of their respective duties, 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 Proposal to reappoint Mr. H. Scheffers as member of the Supervisory Board

Mr. H. Scheffers is due to retire by rotation and is available for reappointment. Mr. Scheffers was appointed as member of the Supervisory Board in 2004. He is Chairman of the Audit Committee. Based on Article 21(4) of the Articles of Association, the Supervisory Board makes a recommendation to reappoint Mr. Scheffers as member of the Supervisory Board, in view of his broad international general management experience, his financial and economic knowledge, and his contribution to the Supervisory Board. Mr. Scheffers was born on January 13, 1948, and has Dutch nationality. Mr. Scheffers was member of the Management Board of SHV Holdings nv until his retirement in May 2007. He is Vice Chairman of the Supervisory Board of Flint Holding nv, member of the Supervisory Board and Chairman of the audit committee of Koninklijke Friesland Foods nv, member of the Supervisory Board of Aalberts Industries nv and member of the Investment Committee of NPM Capital nv. Mr. Scheffers holds no ordinary shares in the company.

6 Proposal to extend the authority of the Executive Board

a *to issue shares and/or grant rights to subscribe for shares*

Proposal to extend the Executive Board's authority for a period of 18 months, starting April 22, 2008, 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 capital on April 22, 2008, to be increased by a further 10% of the issued capital on April 22, 2008, in case the issuance is effectuated in connection with, or on the occasion of, a merger or acquisition.

b *to restrict or exclude pre-emptive rights*

Proposal to extend the Executive Board's authority for a period of 18 months, starting April 22, 2008, subject to the approval of the Supervisory Board, to restrict or exclude the pre-emptive 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 6a, up to a maximum of 10% of the issued capital on April 22, 2008, to be increased by a further 10% of the issued capital on April 22, 2008, in case the issuance is effectuated in connection with, or on the occasion of, a merger or acquisition.

7 Proposal to authorize the Executive Board to acquire own shares

Proposal to authorize the Executive Board for a period of 18 months, starting April 22, 2008, to acquire for a consideration on the stock exchange or otherwise the company's own paid-up shares, up to the maximum stated in Article 9(2) of the Articles of Association, in the case of ordinary shares at a price between the nominal stock value of the shares and 110% of the closing price of the ordinary shares on the stock exchange of Euronext Amsterdam on the day preceding the day of purchase as reported in the Official Price List of Euronext Amsterdam, and in the case of preference shares at their nominal value.

8 Proposal to reduce the capital through cancellation of own shares

Per December 31, 2007, the company held 31,213,708 of its own shares. This was nearly 10% of the issued share capital at that moment, which is the maximum the company is allowed to hold as own shares according to Dutch laws and the Articles of Association. Most of these shares were acquired under the share buy-back program of in total €645 million that was executed in 2007. In the announcements of that program it was stated that the company had the intention to cancel the greater part of the shares acquired under the program. After cancellation of the shares pursuant to

this resolution the Executive Board has the possibility, based on the authorization granted under agenda item 7, to resolve to buy back additional own shares. In accordance with Article 10 of the Articles of Association of the company, the Executive Board proposes to the Annual General Meeting of Shareholders, with the approval of the Supervisory Board, to resolve to reduce the issued share capital by cancellation of 28,500,000 ordinary shares that are currently held by the company, to be increased with ordinary shares that potentially will be bought back by the company ("newly bought back shares"). The number of newly bought back shares that will be cancelled based on this resolution, will be determined by the Executive Board and the total number will be limited to a maximum of 10% of the issued capital per April 22, 2008. The resolution of the Executive Board can relate to one or more portions of newly bought back shares, taking into account the afore mentioned maximum. The goal of reducing the capital is to further optimize the capital structure of the company. The number of ordinary own shares to be cancelled will be published on the company's website (www.wolterskluwer.com) and will furthermore follow from the thereto related filings at the Trade Register. Reducing the capital will further be executed in conformity with the relevant regulations as stipulated in the law and the Articles of Association.

was published in the Dutch language. The company intends to continue with publishing a Dutch year overview in the coming years. Since 2003, most press releases issued by Wolters Kluwer nv have been issued exclusively in the English language.

9 Proposal to publish regulated information exclusively in the English language

According to the legislative proposal to implement the European Transparency Directive (2004/109/EC) in the Dutch Act on financial supervision (*Wet op het financieel toezicht*), the company has to make generally available "Regulated Information" (*gereguleerde informatie*) (also) in the Dutch language, unless the General Meeting of Shareholders has approved that the information will be made available exclusively in the English language. Regulated Information includes annual reports and financial statements, half-year results, interim trading updates, changes in rights attached to securities, information related to bond offerings, and other stock price sensitive information. It is proposed to the General Meeting of Shareholders to approve to make Regulated Information, as defined in the Dutch Act on financial supervision, available exclusively in the English language. This is in line with the current practice at Wolters Kluwer. At the Annual General Meeting of Shareholders of April 26, 2006, it has been resolved already to designate English as the official language of the annual report and the financial statements included therein, with effect from the 2006 financial year. Based on that resolution, the 2006 and 2007 annual reports were not fully translated in the Dutch language, but instead a shorter report, called the year overview,





