



Agenda 2026

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 21, 2026, at 10.00 AM 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.

1 Opening

2 2025 Annual Report

- a Report of the Executive Board (including Sustainability statements) for 2025
- b The Corporate governance chapter as included in the 2025 Annual Report
- c Report of the Supervisory Board for 2025
- d Advisory vote on the Remuneration report as included in the 2025 Annual Report *

3 2025 Financial statements and dividend

- a Proposal to adopt the Financial statements for 2025 as included in the 2025 Annual Report *
- b Explanation of dividend policy
- c Proposal to distribute a total dividend of €2.52 per ordinary share, resulting in a final dividend of €1.59 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 Supervisory Board

- a Proposal to reappoint Ms. Heleen Kersten as member of the Supervisory Board *
- b Proposal to appoint Mr. Maarten de Vries as member of the Supervisory Board *

6 Proposal to amend the remuneration of the members of the Supervisory Board *

7 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 *

8 Proposal to authorize the Executive Board to acquire shares in the company *

9 Proposal to cancel shares *

10 Proposal to amend the Articles of Association *

11 Any other business

12 Closing

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

EXPLANATORY NOTES TO THE AGENDA

2 2025 Annual Report

This agenda item includes three non-voting items: the report of the Executive Board (including the Sustainability statements) for 2025, the corporate governance chapter included in the 2025 Annual Report, and the report of the Supervisory Board for 2025.

As of January 1, 2025, the amended Dutch Corporate Governance Code ('the Code') came into force. In the corporate governance chapter of the 2025 Annual Report, the company has broadly explained its corporate governance structure and compliance with the Code, including the amendments to the Code. As recommended in the Code, this chapter on corporate governance has been added as a discussion item to the agenda of the Annual General Meeting of Shareholders.

The Remuneration report for 2025, including an overview of remuneration of 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 2025. Please see the Remuneration report for 2025 on www.wolterskluwer.com/agm. This report is also included in the 2025 Annual Report.

3 2025 Financial statements and dividend

These agenda items include the proposal to adopt the Financial statements for 2025 as included in the 2025 Annual Report, an explanation of the company's dividend policy (as a non-voting item), and the proposal to distribute a total dividend of €2.52 per ordinary share in cash over the full financial year 2025.

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 €2.52 per ordinary share in cash to be paid for the full financial year 2025. This represents an increase of 8% over the prior year. In line with the semi-annual dividend frequency that has been implemented since 2015, an interim dividend amounting to €0.93 per ordinary share was paid in September 2025 with due observance of article 29 (6) of the Articles of Association. Therefore, the final dividend, payable in June 2026, will be €1.59 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 and former members of the Executive Board and the Supervisory Board be released from liability for the exercise of their respective duties during 2025, 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 Supervisory Board

The Supervisory Board currently consists of nine members. The first four-year term of Ms. Heleen Kersten will expire after the Annual General Meeting of Shareholders in 2026. Ms. Kersten is available for reappointment for a period of four years. As announced in 2024, Mr. De Kreij, whose term expires upon conclusion of the AGM in 2026, will retire from the Supervisory Board as planned, in line with his decision in 2024 to make himself available for a reappointment for one final two-year term. The Supervisory Board is pleased to propose the appointment of Mr. Maarten de Vries as new member of the Supervisory Board with effect from May 21, 2026.

Upon the reappointment of Ms. Kersten and the appointment of Mr. De Vries by the General Meeting of Shareholders, the Supervisory Board will continue to consist of nine members, of whom five women and four men, in line with the profile.

a Proposal to reappoint Ms. Heleen Kersten as member of the Supervisory Board

The first four-year term of Ms. Heleen Kersten as member of the Supervisory Board expires after the Annual General Meeting of Shareholders in 2026.

The Supervisory Board, in line with article 21(4) of the Articles of Association and the Dutch Corporate Governance Code, nominates Ms. Kersten for reappointment as member of the Supervisory Board, for a period of four years, with effect from May 21, 2026, ending after the Annual General Meeting of Shareholders to be held in 2030.

The Supervisory Board nominates Ms. Kersten in view of her extensive knowledge of corporate law, corporate governance, mergers and acquisitions, and equity capital markets, and the way she fulfils her role as member of the Supervisory Board and Co-Chair of the Selection and Remuneration Committee, dealing with remuneration matters.

Annual General Meeting of Shareholders – Agenda continued

Ms. Kersten is partner and lawyer at Dutch law firm Stibbe N.V. Ms. Kersten started practicing in 1989 with Stibbe, before joining Davis Polk in New York and London. In 1993, she returned to Stibbe Amsterdam and has practiced there ever since. Ms. Kersten became a partner in 1997. From 2008 to 2013, she was managing partner of Stibbe Amsterdam, whilst remaining active in her areas of specialism. Ms. Kersten is Chair of the Netherlands Red Cross, member of the Governing Board of the International Federation of Red Cross and Red Crescent Societies, and Chair of the Board of Vereniging Rembrandt.

Ms. Kersten (1965) has Dutch nationality. The number of board memberships she currently 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. Kersten is independent from the company within the meaning of Best Practice Provision 2.1.8 of the Dutch Corporate Governance Code. Ms. Kersten holds no shares in the company.

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

b Proposal to appoint Mr. Maarten de Vries as member of the Supervisory Board

The Supervisory Board, in line with article 21(4) of the Articles of Association, nominates Mr. Maarten de Vries for appointment as member of the Supervisory Board, for a period of four years, with effect from May 21, 2026, ending after the Annual General Meeting of Shareholders to be held in 2030.

The Supervisory Board nominates Mr. De Vries in view of his extensive international management experience and financial expertise.

Mr. De Vries is currently CFO and member of the Executive Board of Akzo Nobel. Previously, Mr. De Vries served as CFO at Intertrust and TNT Express between 2014 and 2017. Before that time, he was CEO at TP Vision and held various senior positions at Royal Philips.

Mr. De Vries (1962) has Dutch nationality. The number of board memberships he currently 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. Mr. de Vries is independent from the company within the meaning of Best Practice Provision 2.1.8 of the Dutch Corporate Governance Code.

Mr. De Vries holds 1,000 ordinary shares in the company.

For further information about Mr. De Vries, please see his resume on www.wolterskluwer.com/agm.

6 Remuneration Supervisory Board

Based on a regular review by the Supervisory Board of its remuneration, which was amended most recently in 2024, it is proposed to increase the Supervisory Board remuneration, with effect from January 1, 2026, to more closely align the remuneration with benchmark data provided by the independent consultant to the Supervisory Board. The Supervisory Board took into consideration the responsibilities of Supervisory Board members, remuneration levels at other two-tier board Dutch listed (AEX) companies, and selected European companies, as well as the international composition of the Supervisory Board. The increase is in line with the Supervisory Board remuneration policy which was adopted by the General Meeting of Shareholders in 2024. The Supervisory Board proposes to the General Meeting of Shareholders to increase the Supervisory Board remuneration as follows:

<i>In euros</i>	Annual fee 2026 (proposed)	Annual fee 2025 (for reference)
Chair	€175,000	€130,000
Vice-Chair	€125,000	€95,000
Members	€95,000	€80,000
Chair Audit Committee	€30,000	€25,000
Members Audit Committee	€21,000	€18,000
Chair Selection and Remuneration Committee	€25,000**	€20,000*
Members Selection and Remuneration Committee	€17,000	€14,000
Travel allowance for intercontinental travel per meeting	€7,500	€5,000

* due to the co-chair arrangement, each Co-Chair received €17,000.

** due to the co-chair arrangement, each Co-Chair will receive €21,000.

Annual General Meeting of Shareholders – Agenda continued**7 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 15, 2025, 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 15, 2026, 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 21, 2026, 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 21, 2026.

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 21, 2026, 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 7a, up to a maximum of 10% of the issued share capital on May 21, 2026.

8 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 15, 2025, has authorized the Executive Board for a period of 18 months to acquire shares in the company. This authorization will therefore end on November 15, 2026. It is proposed to authorize the Executive Board for a period of 18 months, starting May 21, 2026, 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 21, 2026; in the case of ordinary shares at a net price between the nominal 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 15, 2025.

9 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 8, 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 21, 2026. 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.

10 Proposal to amend the Articles of Association

It is proposed to amend the Articles of Association of Wolters Kluwer N.V. in conformity with the proposed amendment prepared by Allen Overy Shearman Sterling LLP, attorneys at law, civil law notaries, and tax consultants, Amsterdam office ('Proposed Amendment'). The Proposed Amendment is explained below and documented in the Annex to the agenda.

The proposal includes the authorization of each member of the Executive Board, and each (deputy) civil law notary and notarial assistant of Allen Overy Shearman Sterling LLP to have the notarial deed of amendment to the Articles of Association executed.

By proposing the Proposed Amendment, the company makes use of the statutory right under article 2:135a of the Dutch Civil Code lowering the statutory majority for adopting the remuneration policy for the company's Executive Board from a majority of at least 75 percent of the votes, to a simple majority of the votes cast (>50%).

As a talent-driven, global technology company, Wolters Kluwer needs flexibility to set a competitive remuneration policy for the Executive Board. The market in which the company operates and competes for talent is global and is one in which rapid advances in artificial intelligence are further intensifying the competition for top technologically proficient executive talent. To deliver long-term sustainable growth and create value for its stakeholders, it is essential that the company can attract and retain the best executive talent.

Accordingly, it is important for Wolters Kluwer to operate on a level playing field that is aligned with global standards and provides sufficient flexibility in relation to the remuneration it can offer to Executive Board members. Furthermore, the remuneration policy of the Executive Board sets the framework for the remuneration of senior management at the company and is therefore important for the company's ability to attract and retain top talent across the organization.

Annual General Meeting of Shareholders – Agenda continued

Currently, a level playing field does not exist for the company due to the unusually high voting threshold of 75% under Dutch law for the adoption of the Executive Board remuneration policy. This 75% threshold deviates from market practice in all other member states of the European Union and the United States, where adoption requires a simple majority (>50%). This elevated threshold constitutes a national add-on to the amended European Shareholders Rights Directive (SRD II), which provides for adoption by a simple majority. The 75% threshold was introduced in the Netherlands upon implementation of the SRD II in 2019 and applies by operation of law to Dutch companies listed in Amsterdam, unless their articles of association stipulate otherwise. Since 2019, it has become common market practice among Dutch companies conducting an IPO in Amsterdam, to provide in their articles of association for a simple majority for the adoption of their remuneration policy.

Considering the foregoing, the key reasons for the Proposed Amendment include:

- Restoring a level playing field globally: to be able to compete effectively and flexibly on a global level for the best executive talent, it is important for the company to align with global standards.
- Aligning with common market practice among Dutch companies conducting an IPO in Amsterdam, which is to provide in the articles of association for a simple majority for the adoption of the remuneration policy.
- Removing the supermajority threshold ensures that governance decisions accurately reflect the views of shareholders representing a majority of the share capital. The company has a very large number of shareholders globally, with differing points of view. Some of these shareholders may base voting decisions regarding remuneration on regional views that do not sufficiently consider the global market in which the company operates and competes for talent. If due to the 75% threshold a minority which represents such regional views can block a majority-supported proposal, it creates talent attraction and retention risks for the company.

It is important to note that removing the 75% threshold aligns with the objective of the new Dutch government, as articulated in the coalition agreement dated January 30, 2026, which states: “Our ambition remains to remove unnecessary national add-ons to European rules. European directives and regulations will be implemented more swiftly and, as far as possible, on a one to one basis.” Furthermore, the removal of unnecessary add-ons to European rules is a key priority of the Dutch Association of Listed Companies (VEUO). This includes the 75% supermajority for adopting the remuneration policy.

While the company wishes to restore a level playing field, it remains committed to reaching high levels of support among shareholders for its remuneration policy. The company is committed to continue actively engaging with its shareholders, particularly if dissent exceeds 20%.

In preparation for the Proposed Amendment, the Company has engaged extensively with governance and investment teams among its top 100 shareholders to explain the rationale for aligning the Articles of Association with European and U.S. standards and to gather feedback. Among those shareholders engaged with to date, a significant majority of firms indicated support for aligning with global standards. The feedback received from shareholders has been taken into account in finalizing the Proposed Amendment.

Annex

English translation of the proposed amendment to the Articles of association of Wolters Kluwer N.V.

The text of the proposal below is an English translation of a proposal prepared in Dutch. In preparing the text below, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law. In this translation, Dutch legal concepts are expressed in English terms. The concepts concerned may be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

The following proposal contains two columns. The text of the current Articles of Association, insofar as it is amended, is stated in the first column and the text of the proposed new text is stated in the second column.

Current text:**Proposed new text:****Article 16.**

1. The Company has a policy on the remuneration of the Executive Board. The policy shall be proposed by the Supervisory Board and adopted by the General Meeting.

1. The Company has a policy on the remuneration of the Executive Board. **The policy and any changes thereto shall on the proposal of the Supervisory Board be adopted by the General Meeting with an absolute majority of the votes cast.**

Voorstel tot statutenwijziging Wolters Kluwer N.V.

In de linkerkolom is de tekst van de nu geldende statuten, voor zover deze wordt gewijzigd, opgenomen. In de rechterkolom zijn de voorgestelde wijzigingen opgenomen; de specifieke wijzigingen zijn vetgedrukt.

Bestaande tekst:**Voorgestelde tekst:****Artikel 16.**

1. De vennootschap heeft een beleid op het terrein van bezoldiging van de raad van bestuur. Het beleid wordt voorgesteld door de raad van commissarissen en vastgesteld door de algemene vergadering.

1. De vennootschap heeft een beleid op het terrein van bezoldiging van de raad van bestuur. **Het beleid en eventuele wijzigingen daarvan worden op voorstel van de raad van commissarissen vastgesteld door de algemene vergadering met een volstrekte meerderheid van de uitgebrachte stemmen.**