

April 27, 2026

Dear Shareholders,

Ahead of our Shareholders Meeting, to be held on May 21, 2026, we would like to draw your attention to item 10 on the AGM Agenda which **aligns our articles of association to the globally accepted standard of simple majority** for the adoption of the Executive Board remuneration policy, making use of the statutory option in Dutch law to move away from the local supermajority default rule.

We note that ISS, the proxy advisory firm, is recommending that shareholders vote against item 10. **We respectfully disagree with the conclusion that ISS has reached.** In this letter, we set out in more detail the rationale and importance of the proposed amendment.

While Dutch law sets 75% supermajority as the default rule for the adoption of the remuneration policy, the law also explicitly stipulates that the articles of association may provide for a lower majority than 75%. Making use of that statutory option is fully consistent with the legislative intent. While the legislative history cited by ISS focuses on the supermajority concept, it is important to note that the Dutch **members of parliament** who proposed the supermajority concept also **commented that they attach great importance to the possibility for a company to deviate from the default position** of supermajority, and for that reason included the statutory option to deviate in the articles of association.

Along with the rationale set out in the AGM Agenda, we provide the following background and considerations. It is critical for Wolters Kluwer to be able to compete on a fair and level playing field globally when it comes to attracting and retaining talent. Currently, such **a level playing field does not exist for Wolters Kluwer due to the Dutch rule** setting 75% supermajority as the default to pass remuneration policy. This Dutch supermajority rule places the company at a disadvantage relative to its international peers and constrains the Supervisory Board's ability to design an optimal remuneration policy. It is important to consider:

- **Wolters Kluwer is a talent-driven, global technology company**, with 63% of its revenues generated in North America and 29% in Europe, of which only 4% from the Netherlands. Our executive team consists of leaders of multiple nationalities, with a majority, including the Executive Board, coming from the United States. The company competes worldwide for top executives and the rapid development of AI is intensifying competition for technology leadership talent. The remuneration of the Executive Board sets the framework for the remuneration of senior management and is therefore important for the company's ability to attract and retain talent across the organization. To compete effectively in global talent markets, Wolters Kluwer needs to be agile, flexible, and able to recruit and retain talent on a level playing field against its global competitors. For a company driven by human capital, talent attraction and retention are critical to delivering on strategy and to creating long-term sustainable value for shareholders and other stakeholders.
- **The Dutch 75% supermajority default rule creates an uneven playing field.** The local supermajority default rule is unique to the Netherlands and creates an uneven global playing field for Wolters Kluwer. In all other EU member states and in the United States, adoption of remuneration policy requires a simple majority. All of our competitors and peers apply a simple majority for the adoption of their remuneration policy. Dutch companies who have conducted an IPO in Amsterdam (following the introduction of the supermajority) have provided for a simple

majority in their articles, demonstrating a preference to aligning with global standards. Nearly half of the Amsterdam AEX applies a simple majority for the adoption of remuneration policy.

- **The company is committed to high standards of governance, high levels of support for remuneration policy, and continued shareholder engagement.** The company has demonstrated high standards of governance, performance-based pay, willingness to take shareholder feedback into account, and best-practice disclosure. Wolters Kluwer's Supervisory Board, composed entirely of independent members, drafts remuneration policies with considerable care, taking into account the interests of the company, shareholders and other stakeholders. The company is committed to achieving high levels of support for remuneration policy and continued engagement with shareholders, particularly if dissent against a proposed policy exceeds 20%.
- **The amendment will safeguard majority-supported proposals and reduce retention risk.** Respecting majority-supported Executive Board remuneration policy proposals prepared by the Supervisory Board is an important safeguard for shareholders' interests and reflects good governance. The Dutch supermajority default rule creates a situation in which shareholders holding a minority of shares can block majority-supported remuneration policy proposals, thereby stalling progress and increasing talent attraction and retention risk. Based on the AGM attendance rate of approximately 80% in recent years, shareholders representing only 20% of the issued share capital can effectively block the adoption of remuneration policy.
- **The Dutch 75% supermajority default rule can lead to sub-optimal policy design.** For companies with a global, diverse, and diffuse shareholder base, such as Wolters Kluwer, the 75% threshold can in practice result in a disproportionate focus on maximizing voting certainty. This may shift emphasis away from optimizing remuneration policy design in support of long-term value creation and competitive talent positioning.

Shareholder support. Over the past few months, we have engaged extensively with institutional shareholders regarding the proposed amendment. A very significant majority of shareholders consulted to date understand the rationale for aligning with the global standard of a simple majority and have indicated support for the proposal.

Conclusion. We firmly believe that the proposed amendment is well understood, supported, and justified. Aligning with the global standard of a simple majority for the adoption of the Executive Board remuneration policy reflects established global market practice, preserves appropriate shareholder protections, and serves the best interests of both the company, its shareholders, and other stakeholders. **We hope that this letter provides you with the reassurance you need to support item 10.** We remain at your disposal to discuss this matter further. Please email ir@wolterskluwer.com with questions or to arrange a call.

Yours sincerely,

Ann Ziegler

Chair, Supervisory Board, Wolters Kluwer NV