

Short Report

of the Annual General Meeting of Shareholders of Wolters Kluwer N.V., held on Thursday, May 15, 2025, at 10.00 AM CET at the Corporate Office of Wolters Kluwer in Alphen aan den Rijn, the Netherlands.

Chair: Ms. Ann Ziegler

Secretary: Mr. M.C. Thompson

According to the registration list, shareholders are present or represented, who can jointly cast 178,799,596 votes, representing 76.69% of the issued and outstanding share capital at the meeting.

Furthermore, Ms. McKinstry and Mr. Entricken are present on behalf of the Executive Board, and Messrs. De Kreij, Vogelzang and Sides, and Meses. Ziegler, Kersten, Vandebroek, and Harve are present on behalf of the Supervisory Board.

The meeting is also attended by a number of guests.

1. OPENING

The Chair opens the meeting and welcomes shareholders and interested parties present and those who follow the meeting remotely by logging on to the live video webcast to the Annual General Meeting of Shareholders of Wolters Kluwer N.V. The Chair further notes that the external auditor for the 2024 annual report, Mr. Bas Savert and the civil law notary Mr. Nederlof are present in person in Alphen aan den Rijn.

The Chair notes that as the statutory provisions and the provisions of the Articles of Association in relation to convening the meeting have been complied with, the present meeting can pass legally valid resolutions.

2. 2024 ANNUAL REPORT

- 2a. **Report of the Executive Board (including sustainability statements) for 2024**
- 2b. **Report of the Supervisory Board for 2024**
- 2c. **Advisory vote on the remuneration report as included in the 2024 Annual Report**

3. 2024 FINANCIAL STATEMENTS AND DIVIDEND

3a. Proposal to adopt the Financial statements for 2024 as included in the 2024 Annual Report

The Chair proposes to address agenda items 2a, b, c, and 3a jointly and invites the CEO to introduce items 2a and 3a.

Ms. McKinstry, CEO and Chair of the Executive Board, gives an introduction on agenda items 2a, 2b and 3a referring to the key achievements of Wolters Kluwer in 2024, covering strategic financial and ESG performance. She further talks about the company investments in AI-Enabled innovations, strategic priorities for 2025-2027, and then goes on to the highlights of the Company's first-quarter trading update and the Company's outlook for 2025. Ms. McKinstry's presentation can be found on the [Investor](#) section of the corporate website.

Subsequently, the Chair invites Ms. Heleen Kersten, Chair of the Selection and Remuneration Committee, dealing with remuneration matters, to give an [introduction](#) on agenda item 2c, the advisory vote on the remuneration report as included in the 2024 Annual Report. This report focuses on the performance and resulting payout for the financial year 2024.

The Chair explains that shareholders can indicate by voting whether in their view the 2024 Remuneration Report provides a clear and comprehensive overview of all remuneration awarded to individual members of the Executive Board and Supervisory Board in the last financial year.

The Chair notes that Deloitte has audited the 2024 Financial statements and invites Mr. Savert, partner at Deloitte, to provide an overview of the audit work performed.

The external auditor, Mr. Savert, explains the activities of Deloitte in relation to the audit over 2024. He explains that the audit was finalized on February 25, 2025 which is included on pages 223 to 231 of the 2024 Annual Report. Mr. Savert indicates that in the audit report three key audit matters were included namely: revenue recognition, goodwill valuation and acquisition accounting. He continues by giving a breakdown of the firm's findings in each category. For acquisition accounting and goodwill valuation, the audit focused on the significant estimates used in the underlying fair value calculations with support from valuation specialists. For revenues, the audit was complicated by the presence of multiple fulfilment systems across the group, preventing a standardized approach. As a result, the auditors had to design substantive procedures tailored to each system.

Mr. Savert indicates that the audit was carried out applying a materiality level of €70 million, consistent with previous years (same as in 2023). Mr. Savert mentions that alongside auditing the financial statements, Deloitte also conducted a limited assurance review on the company's consolidated Sustainability statements, although considering the status of the CSRD requirements in Dutch legislation, the reporting and Deloitte's engagement were still voluntary. Mr. Savert mentions that in the first year, the focus was on the double materiality assessment, the value chain, scope 3

emissions and the use of third-party data to support KPIs. More details are contained in the assurance report at page 232 of the 2024 Annual Report.

Mr. Savert concludes by mentioning that 2024 marked Deloitte's final audit year before the mandatory rotation to successor auditor KPMG. The firm is working closely with KPMG to ensure a smooth transition, which is now substantially complete. Finally, Mr. Savert, on behalf of Deloitte, expresses gratitude to management and shareholders for their trust over the past years.

The Chair invites questions relating to agenda items 2a, 2b, 2c and 3a. The Chair specifies that the questions must relate to the 2024 Annual Report, consisting of the report of the Executive Board (including Sustainability statements), the report of the Supervisory Board, the Remuneration report, and the 2024 Financial statements.

The Chair proceeds to inform the meeting that European Investors/VEB (*Vereniging van Effectenbezitters*) had earlier submitted written questions and invites Ms. Geldens, Vice President, Investor Relations with Wolters Kluwer, to read out the questions on behalf of European Investors/VEB (EI/VEB).

The first question of EI/VEB is what specific challenges, in light of Ms. Nancy McKinstry's scheduled retirement, are foreseen for Ms. Stacey Caywood as she will assume the role of CEO? Furthermore, VEB/EI asks how the company is mitigating potential risks of strategic discontinuity during this leadership transition?

The Chair explains that the company has a strong succession planning process in place, and the Supervisory Board fully supports Stacey Caywood as the next CEO. Speaking of Stacey's track record and experience, the chair explains that Stacey brings deep strategic involvement, a track record of successful leadership in key divisions, and strong internal and external stakeholder experience. Her deep understanding of customers, products, and technology, along with broad internal support, positions her well for the role. A one-year transition period has been planned to ensure continuity, significantly reducing the risk of strategic disruption.

The next question of EI/VEB, refers to the company's high exposure to the United States, and asks if the currency sensitivity analysis in the annual report does still hold after the recent sharp devaluation of the U.S. dollar? And to what extent does the linear relationship implied by the sensitivity analysis remain valid in the event of more extreme currency movements?

Mr. Entricken confirms that the currency sensitivity outlined in the latest annual report remains applicable. Mr. Entricken explains that as a rule of thumb, each 1 U.S. cent change in the average €/€ rate corresponds to an opposite change of approximately 4.5 euro cents in diluted adjusted EPS, which is a linear relationship that would largely hold through. Mr. Entricken further explains that looking ahead, the company will continue to actively manage currency exposure by creating natural hedges – matching revenues and expenses within the same geographies wherever possible. Mr. Entricken concludes by reiterating that the currency sensitivity as disclosed in the 2024 Annual Report remains valid.

In its next question, EI/VEB asks if there are any additional macroeconomic or regulatory risks or opportunities—such as changes under the new U.S.

administration—that investors should consider when assessing the potential financial impact on Wolters Kluwer’s operations?

Mr. Entricken answers that at Wolters Kluwer change —particularly regulatory change— is a key driver of the business. Whether regulations increase, decrease, or simply evolve, such shifts create opportunities for the company to support its customers in navigating complexity and ensuring compliance. Mr. Entricken explains that change, in that sense, is good for the business. Mr. Entricken further explains that while any macroeconomic change or risks affect all companies, Wolters Kluwer is relatively resilient. Mr. Entricken explains that the revenue streams that are most sensitive to economic growth are the non-recurring and transactional revenues but since over 80% of Wolters Kluwer’s revenues are recurring, the company is likely less affected.

Mr. Entricken also mentions that the company is less likely to be affected by regulatory risk as the company has limited exposure to single-regulation products. He explains that most of the products are subscription-based platforms covering a broad range of regulations that offer a wide variety of advice on how to navigate regulations, and where a change in regulation had a direct financial impact on a single-regulation product, impact was minimal (i.e. less than 0.2% on the revenue in the example).

The following question of EI/VEB refers to Wolters Kluwer investing approximately 11% of revenue in 2024 —around €660 million— into R&D, with a significant focus on AI-enabled product enhancements.

EI/VEB asks, looking ahead to 2025 and beyond, what quantifiable KPIs—such as ARR uplift, churn reduction, or pricing power—these AI investments must deliver to validate their scale and strategic relevance?

Additionally, EI/VEB asks how the company measures efficiency gains, automation impact, or customer adoption to track ROI on these AI initiatives?

Ms. McKinstry explains that Wolters Kluwer invests about 11% of annual revenue in product innovation, with over 50% of digital revenues already incorporating AI—ranging from automation to predictive analytics and GenAI. She explains that these AI-driven enhancements support customer retention, pricing, new sales, and even new revenue streams, fueling strong organic growth in expert solutions. While GenAI adoption is still in early stages, its contribution is expected to grow over time as customer usage evolves.

The next question of EI/VEB, refers to the EU Omnibus initiative which significantly reduces administrative requirements and the CSRD implementation that is delayed, asking what the estimated revenue exposure for Wolters Kluwer’s CP & ESG division will be from these regulatory changes.

Ms. McKinstry explains that the ESG offerings are delivered through CCH Tagetik and Enablon, primarily as add-on modules, currently used by around 200 companies, mostly large corporates in Europe. While the EU Omnibus changes reduce reporting requirements for smaller firms and eliminate some sector-specific disclosures, the impact on Wolters Kluwer is limited, as our customer base is largely made up of large enterprises. The CSRD delay may slightly extend sales cycles, but overall, the company continues to see strong interest in its ESG solutions from major European clients.

The final question of EI/VEB asks why the auditor identified revenue recognition as a key audit matter, and what enhancements to ERP harmonization or control automation are planned to reduce this risk category?

Mr. Entricken responds that the key audit matter highlighted by Deloitte is not necessarily due to elevated risk, but rather reflects the complexity of auditing across Wolters Kluwer's diverse system landscape. With multiple legacy systems still in place across different business units, this means auditors must tailor their approach to accommodate different systems particularly for revenue recognition. Thus, Deloitte cannot yet apply a fully centralized audit approach. Mr. Entricken notes that as the harmonization of these legacy systems increases onto a unified platform, it may also be possible for auditors to standardize more in terms of audit approach.

The Chair invites Ms. Langereis to present her questions.

Ms. Langereis, representing the VBDO, indicates that she has questions on three specific topics, which are biodiversity, living wage in the supply chain, and the EU Corporate Sustainability Reporting Directive (CSRD).

On the topic of biodiversity, Ms. Langereis remarks that Wolters Kluwer reports limited direct biodiversity impact due to its office-based model. However, with growing concerns around biodiversity loss and the environmental footprint of sectors such as ICT, the assessment of biodiversity risks across the value chain remains relevant. While the recent roll-out of Wolters Kluwer's supplier sustainability assessment tool is welcomed, Ms. Langereis asks how this tool will help assess biodiversity impacts, and how findings will be integrated into the company's broader sustainability strategy and reporting?

Further, she asks if the tool will support target-setting or establish performance indicators, that can be included in the annual report?

Regarding the topic of living wages, Ms. Langereis, refers to Wolters Kluwer's 2024 Annual Report, which notes that it cannot be excluded that supply chain workers may not receive adequate wages. The company previously acknowledged limited insight into social conditions within its supply chain and committed to increasing transparency. Ms. Langereis asks how Wolters Kluwer evaluates whether suppliers meet living wage standards, what monitoring and enforcement systems exist, and when more detailed reporting will be included in the annual report.

On the topic of CSRD, Ms. Langereis notes that Wolters Kluwer in its 2024 Annual Report outlined their initial alignment with the CSRD and the European Sustainability Reporting Standards (ESRS) and she appreciates the company's transparency and encourages further progress. She continues by asking if the company could provide more details on its stakeholder dialogues as indicated in its Stakeholder policy. She also asks if the company can share the key challenges and successes the company experienced in implementing the CSRD framework.

Ms. McKinstry thanks for the questions and explains that the new reporting tool was implemented recently - within the past six months. She mentions that the primary focus—based on the double materiality assessment—is on supplier carbon emissions and workplace conditions, with a particular emphasis on paper supply,

although the tool can cover various environmental aspects. She mentions that it's quite early days, and upon initial assessment and evaluation of the results, it will be considered how the data can inform the development of targets and indicators across various sustainability topics. The company expects to disclose some of the initial findings from the tool in the following Annual Report.

Regarding living wage, Ms. McKinstry explains that -as previously reported to shareholders- suppliers are required to sign the company's Supplier Codes of Conduct that includes adherence to applicable wage standards.

She explains further that through the supplier sustainability assessment tool compliance is monitored through audits and follow-up mechanisms. With the rollout of the new assessment tool, it is expected that additional information can be gathered to report on in the future.

Finally, on CSRD, Ms. McKinstry explains that the primary challenge has been managing the volume and detail of required data that needs to be reported on pursuant to the ESRS. As such, the company will look to finding a balance between comprehensive reporting and making the reporting reader-friendly.

Ms. McKinstry shares that the double materiality assessment that was conducted provided a much clearer understanding of the most significant sustainability impacts, risks, and opportunities. The structured framework of the ESRS has pushed the company to further integrate sustainability considerations into business operations, which is an ongoing effort the team will continue to carry forward.

The Chair asks if there are any other questions.

Mr. Vreeken, speaking on behalf of We Connect You, Public Affairs & Investor Relations, compliments Wolters Kluwer with its results and its organic growth. Mr. Vreeken asks if the company, observing the alarming global biodiversity loss and massive deforestation, is considering to take meaningful action by planting trees or taking other action in the interest of future generations.

Ms. McKinstry answers that Wolters Kluwer is committed to reducing carbon emissions, which impacts biodiversity and climate change. Ms. McKinstry further explains that the company shifted to digital products, and continues to use itself less physical materials like paper, and she mentions initiatives, where Wolters Kluwer employees planted trees.

The Chair concludes that there are no further questions.

The Chair presents the Notary's formal observations before the start of the voting process. The Chair indicates that as per the registration list, shareholders who are present or represented can cast 178,799,596 votes, representing 76.69% of the issued and outstanding share capital at the meeting. Before the meeting, shareholders submitted a total of 178,798,464 votes to the notary by proxy.

The Chair proposes to acknowledge the report of the Executive Board (including Sustainability statements), and the report of the Supervisory Board, and submits agenda item 2c, the Remuneration report as included in the 2024 Annual Report for an advisory vote to the shareholders.

After the voting is closed, the Chair reads out the voting result. There are 164,961,491 votes in favour of the proposal and 12,686,890 votes against the proposal. There are 1,150,335 abstentions.

The Chair concludes that agenda item 2c is adopted with a majority of 92.86 % of the votes.

The Chair proceeds and proposes voting on agenda item 3a.

There are 177,989,194 votes in favour of the proposal and 176,210 votes against the proposal. There are 634,006 abstentions.

The Chair establishes that the 2024 Financial statements as included in the 2024 Annual Report have been adopted, with a 99.90% of the votes cast in favor.

3b. Explanation of dividend policy

3c. Proposal to distribute a total dividend of €2.33 per ordinary share, resulting in a final dividend of €1.50 per ordinary share

The Chair proceeds to items 3b, the explanation of the dividend policy, and 3c, the proposal to distribute a total dividend of €2.33 per ordinary share, resulting in a final dividend of €1.50 per ordinary share. The Chair explains that the dividend proposal is in line with Wolters Kluwer's existing progressive dividend policy. The annual increase depends on factors such as financial performance, market conditions, and the need for financial flexibility. It is also part of the Company's policy to pay an interim dividend after the first six months of each year. The Chair further explains that as in previous years, the Supervisory Board has carefully reviewed the financial situation of the Company and feels confident that the Company can indeed pay out the dividend as proposed without liquidity risks. The Chair explains that the proposal of a total cash dividend of €2.33 per ordinary share represents an increase of 12% over the prior year. Since an interim dividend of €0.83 per share was already paid in September 2024, the final dividend, payable in June, will amount to €1.50 per share. The Chair adds that upon approval of the dividend proposal for 2024, this will be the nineteenth consecutive year in which Wolters Kluwer will pay a higher dividend under its progressive dividend policy. The Chair adds that as in prior years, the Company intends to set the interim dividend for 2025, payable in September, at 40% of prior year's total dividend.

As there are no questions, the Chair invites the shareholders for voting on agenda item 3c.

There are 178,628,389 votes in favour of the proposal and 157,852 votes against the proposal. There are 13,166 abstentions.

The Chair is pleased to conclude that 99.91% of the votes has been cast in favor of agenda item 3c, adopting 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

4a. Proposal to release the members of the Executive Board from liability for the exercise of their duties.

The Chair introduces the agenda items 4a, the release from liability of the members of the Executive Board, and 4b, the release from liability of the members of the Supervisory Board, for discussion. She indicates that these are separate agenda items and will be voted upon separately.

There are no questions on both proposals.

The Chair puts agenda item 4a to the vote.

There are 170,846,828 votes in favor of the proposal and 5,711,154 votes against the proposal. There are 2,241,425 abstentions.

The Chair reports that the proposal passed with 96.77% of the votes cast in favor, releasing the members of the Executive Board from liability for the exercise of their duties.

4b. Proposal to release the members of the Supervisory Board from liability for the exercise of their duties.

The Chair proceeds and puts agenda item 4b to the vote.

There are 171,470,107 votes in favor of the proposal and 5,702,738 votes against the proposal. There are 1,626,562 abstentions.

The Chair reports that the proposal passed with 96.78% of the votes cast in favor, releasing the members of the Supervisory Board from liability for the exercise of their duties.

5. COMPOSITION OF THE EXECUTIVE BOARD

5a. Proposal to reappoint Mr. Kevin Entricken as member of the Executive Board

The Chair notes that the third four-year term of the company's CFO, Mr. Entricken, will expire at the end of the meeting.

On behalf of the Supervisory Board, the Chair proposes the reappointment of Mr. Kevin Entricken as member of the Executive Board for another term of four years, considering his deep knowledge and extensive experience in financial and economic aspects of international business and the successful way in which he has fulfilled his role as Chief Financial Officer.

The Chair mentions that more information on the background of Mr. Entricken can be found in the explanatory notes to the agenda and in his bio, which are available on the corporate website next to a summary of the main elements of his agreement.

There are no questions. The Chair puts agenda item 5a to the vote. 99.99% of the votes has been cast in favor of agenda item 5a.

There are 178,454,128 votes in favour of the proposal and 16,208 votes against the proposal. There are 329,071 abstentions.

The Chair congratulates Mr. Entricken with his reappointment for a term of four years as member of the Executive Board.

5b. Proposal to appoint Ms. Stacey Caywood as member of the Executive Board

The Chair notes that Ms. McKinstry will retire as CEO and Chair of the Executive Board in February 2026. On behalf of the Supervisory Board, the Chair proposes to nominate Ms. Stacey Caywood as a member of the Executive Board for a period of four years effective after this meeting. The Chair explains that the Supervisory Board intends to subsequently appoint Ms. Caywood as Chair of the Executive Board and CEO as of February 2026, after the retirement of Ms. McKinstry.

The Chair adds that Ms. Caywood is a seasoned executive with extensive global experience, having successfully led two of Wolters Kluwer's largest divisions: Health and Legal & Regulatory. The Chair adds that Supervisory Board has a strong conviction and full confidence that Ms. Caywood is the right person to lead the company in the coming years.

The Chair mentions that more information on the background of Ms. Caywood can be found in the explanatory notes to the agenda and in her more detailed bio, which are available on the corporate website in addition to a summary of the main elements of her agreement.

Then, the Chair invites Ms. Caywood to give a brief introduction.

Ms. Caywood introduces herself to the meeting and is honored to be nominated to join the Executive Board of Wolters Kluwer and to succeed Ms. McKinstry as CEO when she retires next year. Ms. Caywood tells about the new 3-year strategy she has worked on with Nancy McKinstry, Kevin Entricken and the wider leadership team, and is excited about the opportunities for all of the divisions as the company starts executing on the plan. She expresses that her focus will be on driving profitable growth through consistent investment in innovation that delivers value to customers, and creates long-term sustainable value for all stakeholders.

The Chair thanks Stacey Caywood, and asks if there are any questions.

Mr. Vreeken expresses concerns about cybercrime threats and calls for digital resilience, stressing the need for Wolters Kluwer to maintain independent and sustainable operations.

The Chair thanks Mr. Vreeken for expressing his concerns and responds that cybersecurity is a top priority for Wolters Kluwer, on which the Executive Board provides regular updates.

There are no further questions.

The Chair puts agenda item 5b to the vote.

The Chair reads out that 99.96% of the votes has been cast in favor of agenda item 5b, and she congratulates Stacey Caywood with her appointment to the Executive Board.

There are 178,404,446 votes in favor of the proposal and 66,000 votes against the proposal. There are 328,961 abstentions.

6. Proposal to reappoint Ms. Ann Ziegler as member of the Supervisory Board

The Chair asks the Vice-Chair of the Supervisory Board, Mr. Jack De Kreij to handle agenda item 6, which deals with her own reappointment as member of the Supervisory Board.

Mr. De Kreij explains that the second four-year term of Ms. Ann Ziegler as Supervisory Board member will expire at the end of this meeting. The Supervisory Board had a thorough discussion on her reappointment, in which amongst others the outcome of the Annual Supervisory Board assessment was considered. The result of this discussion was that all Supervisory Board members fully support the reappointment of Ms. Ziegler. First and foremost due to the constructive and professional way in which Ann fulfills her role as Chair of our Board. In addition, the Supervisory Board considered her extensive executive and non-executive Board experience, as well as her commitment, valuable contributions and knowledge of technology solutions.

On behalf of the Supervisory Board, Mr. De Kreij proposes the reappointment of Ms. Ann Ziegler as member of the Supervisory Board for a period of two years, with effect from May 15, 2025, ending after the Annual General Meeting of shareholders to be held in 2027, in accordance with the Dutch Corporate Governance Code.

Mr. De Kreij notes that further details about Ms. Ziegler are provided in the explanatory notes and meeting materials.

Mr. De Kreij invites questions relating to agenda item 6. There are no questions.

Mr. De Kreij informs the shareholders that voting for agenda item 6 is open.

Mr. De Kreij concludes that 98.11% of the votes has been cast in favor of agenda item 6, and he congratulates Ms. Ziegler with her reappointment.

There are 175,401,924 votes in favor of the proposal and 3,387,645 votes against the proposal. There are 9,838 abstentions.

7 Proposal to adopt the Remuneration Policy for the members of the Executive Board

The Chair thanks Mr. De Kreij and invites Ms. Heleen Kersten, Chair of the Selection and Remuneration Committee, dealing with Remuneration matters, to present the proposed changes to the Executive Board's Remuneration Policy.

Ms. Kersten explains that in line with the Dutch Corporate Governance Code, the Remuneration Policy is reviewed every four years. This presents the opportunity to review the policy, analyze current market practice and gather shareholder feedback. Over the past year, the Supervisory Board engaged extensively with stakeholders, including over 40 shareholders, as well as other stakeholders, to ensure shareholder and societal acceptance.

Ms. Kersten indicates that as a result of that exercise, it is proposed to make a relatively modest change, which lowers the weighting of the Total Shareholder Return (TSR) measure from 50% to 30%, and to raise the weighting of the Earnings Per Share (EPS) growth measure from 30% to 50%.

All other elements of the policy remain unchanged.

Additionally, the policy document has been streamlined and clarified. If adopted, the updated policy will take retroactive effect from January 1, 2025, and remain in place for four years. The revised LTIP weightings will apply starting with the 2026 LTIP plan.

Ms. Kersten concludes by inviting for questions.

There are no questions.

The Chair thanks Ms. Kersten and puts agenda item 7 to the vote.

The Chair establishes that agenda item 7 is adopted with 95.37% of the votes cast in favor of the proposal to adopt the Remuneration Policy for the members of the Executive Board.

There are 170,492,252 votes in favor of the proposal and 8,274,471 votes against the proposal. There are 32,684 abstentions.

8. PROPOSAL TO EXTEND THE AUTHORITY OF THE EXECUTIVE BOARD

The Chair introduces agenda items, 8, 9 and 10 together. These are the authorizations given to the Executive Board that return to the agenda each year.

The Chair advises that the precise wording of the resolutions can be found in the agenda with its accompanying explanatory notes. She indicates that these are separate agenda items and will be voted upon separately.

There are no questions, except for two questions on agenda item 9 that were pre-submitted by EI/VEB.

8a. To issue shares and/or grant rights to subscribe for shares.

The Chair explains that it is proposed to extend the authority of the Executive Board for a period of 18 months, starting May 15, 2025, 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 May 15, 2025.

The Chair requests the operator to open the voting system for agenda item 8a, and concludes subsequently that 97.91% of the votes has been cast in favor of agenda item 8a.

There are 175,052,908 votes in favor of the proposal and 3,736,787 votes against the proposal. There are 9,712 abstentions.

8b. To restrict or exclude statutory pre-emption rights.

The Chair explains that it is proposed to extend the authority of the Executive Board for a period of 18 months, starting May 15, 2025, 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 8a, up to a maximum of 10% of the issued capital on May 15, 2025.

The Chair requests the operator to open the voting system for agenda item 8b, and concludes subsequently that 97.40% of the votes has been cast in favor of agenda item 8b.

There are 174,132,660 votes in favour of the proposal and 4,656,805 votes against the proposal. There are 9,942 abstentions.

9. PROPOSAL TO AUTHORIZE THE EXECUTIVE BOARD TO ACQUIRE SHARES IN THE COMPANY

The Chair explains that it is proposed to authorize the Executive Board for a period of 18 months, starting May 15, 2025, 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 capital on May 15, 2025, and in the case of ordinary shares at a net price between the nominal stock 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 proposed authorization will replace the authorization granted to the Executive Board on May 8, 2024.

EI/VEB pre-submitted two questions. The first question is why Wolters Kluwer revised its long-term net-debt-to-EBITDA from approximately 2.5x to a target range of 1.5x to 2.5x. What considerations led to this revised target range, and does it tell anything about a change in the company's risk appetite?

The second question is whether Wolters Kluwer has considered increasing its current €1 billion share buyback program in light of peer activity, and what capital allocation priorities might take precedence?

The Chair gives the floor to Mr. Entricken to answer these questions.

Mr. Entricken responds that Wolters Kluwer has revised its long-term net-debt-to-EBITDA guidance range from “around 2.5x” to now “1.5x to 2.5x”, reflecting the company’s actual leverage levels over the past decade, which have consistently ranged between 1.3x and 2.4x. As of the most recent quarter, the ratio stands at 1.7x.

Mr. Entricken emphasizes that this adjustment does not signal a change in risk appetite, but rather acknowledges the increased strength of the business portfolio, higher EBITDA, and stronger cash flows. Hence, the range that is being guided to is intended to provide strategic flexibility while maintaining a solid balance sheet.

Regarding the €1 billion share buyback program, Mr. Entricken answers that the company has already completed about one third and remains committed to the full amount for the year. Mr. Entricken reiterates that the company does not plan to increase the buyback at this time, citing the recent \$415 million acquisition of RASi as part of its capital deployment.

On allocation of capital, Mr. Entricken explains that Wolters Kluwer continues to strike the right balance between investing in the business, either through organic investments or smaller bolt-on acquisitions, paying down debt and rewarding shareholders with the buyback program and with the dividend. He concludes that this balanced approach remains unchanged.

The Chair thanks Mr. Entricken and requests the operator to open the voting system for agenda item 9. Upon closing of the voting, the Chair reads out that 99.05% of the votes has been cast in favor of agenda item 9.

There are 177,059,756 votes in favor of the proposal and 1,705,719 votes against the proposal. There are 33,932 abstentions.

10. PROPOSAL TO CANCEL SHARES

The Chair explains that it is proposed to cancel ordinary shares in the share capital of the Company which were acquired or will be acquired under the authorization which has been granted under agenda item 9, up to a maximum of 10% of the capital issued as of May 15, 2025, whereas the precise number of ordinary shares that will be cancelled shall be determined by the Executive Board.

The Chair puts agenda item 10 to the vote. The Chair concludes that 99.56 % of the votes has been cast in favor of agenda item 10.

There are 177,997,996 votes in favor of the proposal and 791,278 votes against the proposal. There are 10,133 abstentions.

11. PROPOSAL TO APPOINT KPMG ACCOUNTANTS N.V. AS EXTERNAL AUDITOR EXAMINING THE COMPANY'S SUSTAINABILITY STATEMENTS FOR THE FINANCIAL YEARS 2025 – 2028

The Chair explains that in 2023, following an extensive RFP process, the Annual General Meeting has appointed KPMG Accountants N.V. as the external auditor for Wolters Kluwer's financial statements for the years 2025 through 2028.

In anticipation of the implementation of the EU Corporate Sustainability Reporting Directive (CSRD) in the Netherlands—which now requires formal AGM approval for the appointment of the auditor responsible for examining sustainability statements and providing limited assurance—the Supervisory Board recommends to appoint KPMG Accountants N.V. as Auditor for the Sustainability statements.

The Chair puts agenda item 11 to the vote. Subsequently, the Chair concludes that 99.92% of the votes has been cast in favor of agenda item 11.

There are 178,645,517 votes in favor of the proposal and 144,448 votes against the proposal. There are 9,442 abstentions.

12. ANY OTHER BUSINESS

Before concluding the meeting, the Chair expresses gratitude on behalf of the Supervisory Board to Ms. McKinstry for her leadership of Wolters Kluwer over the last 22 years. The Chair tells that, because Ms. McKinstry will stay on as CEO until February, 2026, as she is fully committed to a smooth transition of her responsibilities to Ms. Caywood, it is too early to say goodbye. The Chair points out that although it's not yet time for a formal farewell, Ms. McKinstry's unwavering dedication, visionary leadership, and tireless efforts have been instrumental in shaping the future of Wolters Kluwer. Her commitment to excellence and her ability to inspire those around her have left an indelible mark on the company. Under her leadership, Wolters Kluwer strived and flourished as never before, and she has very successfully led and transitioned the company to a digital expert solutions provider. The Chair, on behalf of the Supervisory Board, expresses deep gratitude for Ms. McKinstry's leadership at Wolters Kluwer.

Ms. McKinstry responds with a "Thank you".

The Chair then asks if there are any final questions relating to any other business, which is not the case.

13. CLOSING

The Chair thanks all shareholders and interested parties who participated in this meeting for their input and participation and closes the meeting.
