# Half-Year 2011 Results

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July 27, 2011



#### **Forward-looking Statements**

This presentation contains forward-looking statements. These statements may be identified by words such as "expect", "should", "could", "shall", and similar expressions. Wolters Kluwer cautions that such forward-looking statements are qualified by certain risks and uncertainties, that could cause actual results and events to differ materially from what is contemplated by the forward-looking statements. Factors which could cause actual results to differ from these forward-looking statements may include, without limitation, general economic conditions, conditions in the markets in which Wolters Kluwer is engaged, behavior of customers, suppliers and competitors, technological developments, the implementation and execution of new ICT systems or outsourcing, legal, tax, and regulatory rules affecting Wolters Kluwer's businesses, as well as risks related to mergers, acquisitions and divestments. In addition, financial risks, such as currency movements, interest rate fluctuations, liquidity and credit risks could influence future results. The foregoing list of factors should not be construed as exhaustive. Wolters Kluwer disclaims any intention or obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Unless otherwise stated, this presentation is based on continuing operations, excluding the planned divestment of the pharma business announced today. 2010 comparative information has been re-stated accordingly.

#### Agenda

#### Highlights

- Divisional Overview
- Financial Overview
- Summary & Outlook
- Q&A



## **Highlights for First-Half Year**

- Building momentum in the portfolio; 3% revenue growth, 1% organic
- Solid execution of strategy: strong online and software growth, globalization
- Strategic divestment of pharma business
  - Focus on leading positions in professional information and clinical decision support solutions
  - Strengthens growth profile of the business

Wolters Kluwer	2011 HY1	2010 HY1
Revenue (€ million)	1,619	1,605
Organic Growth	1%	0%
Ordinary EBITA Margin	20.1%	20.2%



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# Legal & Regulatory

Strong growth in North America, trends improving in all geographies

- Growth accelerating in North America, with 5% organic growth
  - Corporate Legal Services (CLS) 8% organic growth; 17% growth in transactions
  - Broader market recovery measured with slower pace in Europe
- Strong operating margin improvement and cash flow support growth investments across the business

Legal & Regulatory	2011 HY1	2010 HY1
Revenue (€ million)	695	704
Organic Growth	0%	(3%)
Ordinary EBITA Margin	19.6%	18.6%

# Tax & Accounting

2011 FY organic growth expected to be better than 2010

- Strong growth in software driven by new sales
- Strategic acquisitions in Belgium (TopPower) and Netherlands (Twinfield) enhance leading tax technology base
- Change in composition and phasing of bank products in the small firm segment (2% of annual division revenues) shifts revenue to second half year

Tax & Accounting	2011 HY1	2010 HY1
Revenue (€ million)	467	474
Organic Growth	(1%)	1%
Ordinary EBITA Margin	27.6%	28.9%



# Financial & Compliance Services

Increasing compliance requirements and globalization lead to growth

- Regulatory complexity continues to increase; fuels business
- 40% revenue growth outside of the U.S.
- Strong growth from the Financial Services; 7% organic
  - Mortgage Document Services, Banking and Compliance (Gainskeeper)
  - Transactional revenue increase of 14%
- Double-digit growth in ARC logics; reduced volumes at Transport Services
- Investment in international expansion impacts HY margin; expected to improve through HY2

Financial & Compliance Services	2011 HY1	2010 HY1
Revenue (€ million)	162	143
Organic Growth	3%	2%
Ordinary EBITA Margin	17.8%	21.0%

# Health & Pharma Solutions

Strong results delivered through electronic innovation

- Record revenue growth; 6% organic; led by Clinical Solutions, Medical Research
- Strong pipeline of innovative products being launched (OvidMD)
- Clinical Solutions drives strong double-digit organic growth and extends leading positions through acquisitions of Medicom and Lexi-Comp
- Product mix improves margin

Health & Pharma Solutions	2011 HY1	2010 HY1
Revenue (€ million)	295	284
Organic Growth	6%	3%
Ordinary EBITA Margin	17.3%	16.5%



# Wolters Kluwer Health & Pharma Solutions

Planned divestment sharpens focus on leading positions

- Leading positions in content (Ovid and LWW) and Clinical Solutions
- Strategic divestment of pharma business improves fundamentals
  - Focus on leading positions in professional information and clinical decision support
  - Strengthened growth profile



# **Clinical Solutions**

Market leading solutions that improve outcomes and efficiency





## Medical Research: Ovid

Extraordinary Global Reach - Bringing Evidence from Research into Practice



- 13 million users in 12,500 institutions worldwide
- 1.3 billion pages views/year
- Tremendous depth and breadth of content
- Partners with >150 of the world's leading publishers
- Used in 157 countries, 6 languages

# Professional & Education (P&E)

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#### Unique content positions: expanding opportunities with electronic delivery

Example: 5-Minute Clinical Consult in Print and Online



## Financial Overview

Boudewijn Beerkens CFO and Member of the Executive Board



July 27, 2011

# Pharma Divestment

Results reflect continuing business; Pharma results moved to discontinued

## Implications for guidance of continuing business

	HY 2011	FY 2010
<u>Revenue (€ million)</u>		
Continuing business	1,619	3,311
Discontinuing operations	108	245
Total Wolters Kluwer	1,727	3,556
<u>Ordinary EBITA (€ million)</u>		
Continuing business	325	717
Discontinuing operations	1	10
Total Wolters Kluwer	326	727

Unless otherwise stated, this presentation is based on continuing operations, excluding the planned divestment of the pharma business announced today. 2010 comparative information has been re-stated accordingly



# **Financial Highlights**

Growth trends improving



#### Revenue

Strong improvement in Health & Pharma Solutions



2011 HY1 Revenue €1,619 million

 $\Delta$ -% Change;  $\Delta$ CC-% Change constant currencies (EUR/USD = 1.33);  $\Delta$ OG-% Organic growth



#### **Continued Growth in Electronic & Service Subscriptions**



 $\Delta$ -% Change;  $\Delta$ CC-% Change constant currencies (EUR/USD = 1.33);  $\Delta$ OG-% Organic growth



# **Momentum Building**

Trends remain positive

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- Momentum continues to build in the subscription base (75% of total revenues)
- Growth profile of Health & Pharma Solutions division improves
- Bank product revenue shift impacts first half-year comparison



2011 Half-Year Results

#### Reported<sup>1</sup> organic growth

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#### **Ordinary EBITA**

#### Strong improvement in H&PS offset by bank product restructuring



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# Springboard Operational Excellence

Program continues to deliver on expectations

- Strong execution of multi-year, global program
- Structural, process and capability driven improvements
- Program will end in 2011

Program savings and costs € million (pre-tax)	2008	2009	2010	2011 HY1	2011 (est) Total
Cost savings <sup>1</sup>	16	84	146	88	170 - 180 <b>170 - 180</b>
Exceptional program cost (non-recurring)	45	68	58	30	74 - 89 <b>245 - 260</b>

<sup>1</sup>All figures at 2008 constant currencies (EUR/USD = 1.37)



# Key Acquisitions in 2011 HY1

Strengthening key global market positions

Division	Acquisition	Growth Market
T&A	Twinfield, TopPower	Global Tax Software
H&PS	Lexi-Comp, Medicom	Clinical Decision Support
L&R	NRAI (announced)	Corporate Legal Services

All acquisitions are expected to be accretive to ordinary EPS in first full year

All acquisitions expected to cover their cost of capital within 3-5 years

# Acquisitions

Discipline: Acquisitions Meet or Exceed Financial Criteria

Year	Acquisitions, Including:	EPS accretive in Year 1	Year ROIC exceeds WACC
2005	DeAgostini, Nolis, Osra, Eon, Best Case, Tripoint, Entyre, Amerisearch, Boucher	$\checkmark$	3
2006 <sup>1</sup>	Heymanns, ProVation, Sage, ATX Kleinrock, UTS TaxWise	$\checkmark$	3
2007	MCFR, TeamMate, GEE, AppOne, Europea del Derecho	✓	4
2008	MYOB, Addison, UpToDate, IntelliTax	$\checkmark$	2
2009	Coimbra, Axentis, Schleupen	$\checkmark$	1
2010 <sup>2</sup>	Tax Compliance Software Solutions, FRSGlobal, Edital, Pharmacy OneSource, LexisNexis Germany	~	2

<sup>1</sup> Excludes NDC acquisition which is part of discontinued operations

<sup>2</sup> 2010 acquisitions are calculated based on revenue projections, all other acquisitions are calculated from actual results



#### **Debt Maturity and Leverage Ratio**

- Long-term debt maturity; No refinancing need before 2014
- Phasing of cash flow, dividend, share buy-back, and acquisitions impacts HY2011 ratio



# **Financial Summary**

- Improved top line performance; trends continuing
- Springboard continues to deliver on expectations
- Shareholder returns in HY1 through dividend and share buy-back
- Solid free cash flow and balance sheet support strong and flexible financial position



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#### **Guidance Reiterated for Total Wolters Kluwer**

	2011 Guidance
Ordinary EBITA Margin	20.5 - 21%
Free Cash Flow <sup>1</sup>	≥ €425 million
Return on Invested Capital (after tax) <sup>1</sup>	≥ <b>8</b> %
Diluted Ordinary EPS <sup>1,2</sup>	€1.50 - €1.55
Financing result	~ €130 million
Benchmark tax rate	~ 26%
Diluted weighted average shares	~ 307 million <sup>2</sup>
lat constant ourrancies (FUD (USD 1.22)	

<sup>1</sup>at constant currencies (EUR/USD = 1.33) <sup>2</sup>before share buy-back

Note: the contribution from discontinued operations is expected to have the following impact on full-year results for the ongoing business: improved Ordinary EBITA margin approximately 100 basis points, reduced ordinary EPS and Free Cash Flow 2-3% and 3% respectively.

#### Summary

Growth Momentum building in the portfolio, confident in outlook

- Market trends are favorable, North America and emerging markets continue to improve; slower pace in Europe
- Portfolio continues to improve more software, better results
- Strategic acquisitions extend market leadership in high growth segments
- Pharma divestment will sharpen focus and growth profile
- On track to meet guidance





#### Appendix

- 2011 HY Results Additional Financial Results
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#### **Income Statement**

Six months ended June 30 (€ million)	2011	2010	Δ	Δ CC <sup>1</sup>	∆ OG
Revenue	1,619	1,605	1%	3%	1%
Ordinary EBITA	325	324	0%	3%	1%
Ordinary EBITA margin (%)	20.1%	20.2%			
Exceptional items	(44)	(26)			
Amortization of publishing rights	(75)	(72)			
Impairment of goodwill and publishing rights	-	-			
Financing results	(59)	(65)			
Taxation on income	(27)	(34)			
Results on disposals	(3)	4			
Result from discontinued operations	(108)	(5)			
Net profit	9	126	(93%)	(98%)	

<sup>1</sup>CC - At constant currencies (EUR/USD = 1.33)



# Ordinary Net Profit and diluted ordinary EPS in-line with last year

Six months ended June 30 (€ million)	2011	2010
Net Profit	117	131
Non-controlling interests	0	0
Net profit to equity holders	117	131
Amortization of publishing rights <sup>1</sup>	74	71
Taxation on amortization and impairments <sup>1</sup>	(25)	(25)
Results on disposals (after taxation)	1	(4)
Exceptional items (after taxation)	29	17
Ordinary net income	196	190
Diluted weighted average # shares	303 million	298 million
Diluted ordinary EPS	€0.65	€0.63
Diluted ordinary EPS (constant currencies) <sup>2</sup>	€0.66	€0.66

<sup>1</sup>Adjusted for non-controlling interests <sup>2</sup>At constant currencies (EUR/USD = 1.33)

# Ordinary Net Income up 3%

Improved EBITA and favorable financing results drive improvement

Six months ended June 30 (€ million)	2011	2010	Δ	$\Delta CC^1$	ΔOG
Revenue	1,619	1,605	1%	3%	1%
Ordinary EBITA	325	324	0%	3%	1%
Ordinary EBITA margin (%)	20.1%	20.2%			
Ordinary net income	196	190	3%	1%	
Diluted ordinary EPS (€)	0.65	0.63	2%	0%	
Pro-forma diluted EPS excl disc ops ( $\in$ )	0.39	0.44			
Diluted weighted average # shares (million)	303	298			

<sup>1</sup>CC - At constant currencies (EUR/USD = 1.33)



# **Reconciliation: Effective Benchmark Tax Rate**

2011 Effective Benchmark Tax Rate flat at 26%

Six months ended June 30 (€ million)	June 30 2011	June 30 2010
Ordinary net income	196	190
Ordinary income before tax	266	259
Reported income tax expense	27	34
Tax benefit on amortization and impairments	25	25
Tax benefit on result on disposals	2	0
Tax benefit on non-benchmark costs	15	9
Tax on ordinary income	69	68
Effective benchmark tax rate	26%	26%



## **Balance Sheet**

Six months ended June 30 (€ million)	June 30 2011	June 30 2010
Non-current assets	4,636	5,020
Operating working capital	(664)	(707)
Non-operating working capital	(84)	(287)
Working capital	(748)	(994)
Capital employed	3,888	4,026
Total equity	1,369	1,656
Long-term debt	2,129	1,927
Other non-current liabilities	390	443
Total financing	3,888	4,026
Net debt	2,194	2,100
Net debt/equity ratio	1.6	1.3
Net debt/EBITDA ratio	3.0	2.9



# Free Cash Flow

Six months ended June 30 (€ million)	2011	2010	۵%	<b>∆% CC</b> <sup>1</sup>
Ordinary EBITA	325	324	0%	3%
Depreciation	51	50		
Autonomous movements in working capital	0	0		
Financing charges	(102)	(101)		
Paid corporate income tax	(80)	(33)		
Appropriation of provisions	(34)	(37)		
Other	6	5		
Net cash flow from operating activities	166	208	(20%)	(18%)
Net capital expenditure	(54)	(59)	(8%)	(5%)
Dividends received	1	1		
Appropriation of Springboard provisions (after tax)	18	21		
Free cash flow	131	171	(23%)	(22%)
Cash conversion <sup>1</sup> CC - At constant currencies (EUR/USD = 1.33)	99%	97%		



2011 H1 Results
#### Legal & Regulatory Revenue



 $\Delta$ -% Change;  $\Delta$ CC-% Change constant currencies (EUR/USD = 1.33);  $\Delta$ OG-% Organic growth



#### Tax & Accounting Revenue



 $\Delta$ -% Change;  $\Delta$ CC-% Change constant currencies (EUR/USD = 1.33);  $\Delta$ OG-% Organic growth



#### Health & Pharma Solutions Revenue



Note: Historic numbers adjusted for discontinued operations. Medical Research BU includes Journals which were previously reported as P&E  $\Delta$ -% Change;  $\Delta$ CC-% Change constant currencies (EUR/USD = 1.33);  $\Delta$ OG-% Organic growth



#### Financial & Compliance Services Revenue



 $\Delta$ -% Change;  $\Delta$ CC-% Change constant currencies (EUR/USD = 1.33);  $\Delta$ OG-% Organic growth



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# A Global Operating Company

With global market positions and leading brands

- Serving professional customers worldwide
- Approximately 19,000

   employees in more than 40
   countries across North
   America, Europe, Asia
   Pacific, and Latin America
- Leading Market Positions (Number 1 or Number 2 market positions globally)
- 3.6 EUR billion revenues



#### **Leading Brands** Serving professionals

Legal & Regulatory	Tax & Accounting	Health & Pharma Solutions	Financial & Compliance Services
<ul> <li>Kluwer</li> <li>CT Corporation</li> <li>Aspen Publishers</li> <li>LA LEY</li> <li>CT TyMetrix</li> <li>Croner</li> <li>IPSOA</li> <li>Loislaw</li> </ul>	<ul> <li>CCH</li> <li>Addison</li> <li>A3 Software</li> <li>CorpSystem</li> <li>ProSystem <i>fx</i></li> </ul>	<ul> <li>Lippincott Williams &amp; Wilkins</li> <li>Ovid</li> <li>ProVation Medical</li> <li>UpToDate®</li> </ul>	<ul> <li>AppOne</li> <li>AuthenticWeb</li> <li>Bankers Systems</li> <li>CCH Sword</li> <li>CCH TeamMate</li> <li>Expere</li> <li>Pci</li> </ul>

#### **Investing in Wolters Kluwer**

Strong Operating Results, Positioned for Future Growth

- Leading market positions (#1 or #2 globally)
- Strong free cash flow (2010: €445 mln), recurring revenue (75%)
- Growth potential and economics improve with digitalization
- Margin expansion supported by portfolio mix and global leverage
- Progressive dividend and share-buy-back increase shareholder returns
- Consistent investment in high growth segments drives future growth

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#### **Megatrends**

Long term trends supporting our business

#### Megatrend

- Exponential growth in information
- Increased regulation
- Customer business models changing with strong focus on productivity and profits
   Shortage of professionals
- Shortage of professionals

#### Growing global convergence of professional standards and compliance processes

#### Implication

**Information** quality and knowledge of regulatory changes are key points of differentiation

**Increase** focus on information-enabled solutions and process management which improve professionals' expertise, lower costs and increase productivity

**Providers** with global product lines will be advantaged



# **Information Growth**

The internet has accelerated the availability of information





The entire internet as of 2009



() Wolters Kluwer



#### **Physician Shortage**

The growing and aging U.S. population foreshadows an increasing shortage of physicians over the next 15 years



# By 2020, 75% of the members of the U.S. accounting trade organization are eligible for retirement

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#### By 2020, there will be 2 million lawyers in China - up from 170,000 today

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#### **IFRS** International Financial Reporting Standards







Over 85 countries require IFRS reporting for all domestic, listed companies.

source: U.S. Securities and Exchange Commission

Approximately 117 countries permit or require **IFRS** for domestic, listed companies and many more are preparing to transition.

source: International Accounting Standards Committee Some estimate that the number of countries requiring of accepting **IFRS** could grow to 150 in the next few years.

source: International Accounting Standards Committee



#### **Professionals Worldwide**



International Council of Nurses

source: IFAC



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Mix shift and favorable market trends support future growth

Market trends support growth

Growth potential and economics improve as portfolio evolves

- Favorable retention and growth characteristics from electronic solutions
- Strong global market positions provide a base for growth
- Consistent investment supports sustainable results

Margin expansion supported by portfolio mix and global leverage

- Continued shift to higher margin online and software solutions
- Leverage global scale and platforms to drive cost effectiveness

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Our portfolio has shifted towards subscription products which provide greater value...



Note: Cyclical products include advertising, pharma promotion, mortgage transactions, M&A/IPO/UCC transactions, training and consulting

... Reflecting the evolution to an information, software and service provider



This evolution positions the portfolio for improved revenue growth and profitability



Indexed Revenue Growth

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# **Delivering Value For Shareholders**

Our strong market positions and portfolio transformation have delivered increased value for shareholders



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