

## CONVOCAATION NOTICE

### for the hybrid Annual General Meeting of Shareholders of Wolters Kluwer N.V.

to be held on **Thursday, April 21, 2022**, at **15:00 CET** at the Corporate Office of Wolters Kluwer, Zuidpoelsingel 2, 2408 ZE in Alphen aan den Rijn, the Netherlands. In light of COVID-19 and to protect the health and safety of all participants, shareholders will be accommodated to attend and participate in the meeting remotely through electronic means without the need to physically attend the meeting. Wolters Kluwer will not be organizing social gatherings surrounding the meeting. If registration exceeds available capacity, the number of registrations for personal attendance will need to be reviewed on a first come, first serve basis. Wolters Kluwer may change the meeting to a fully virtual meeting, if required. Such changes will be communicated to the shareholders on the website of the company.

*All Shareholders can attend the meeting via the internet and can vote and raise questions live during the meeting at [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or may vote in advance by granting a written proxy to the notary.*

In short, the following agenda items are scheduled for this Annual General Meeting:

- 1. Opening**
- 2. 2021 Annual Report**
  - a. Report of the Executive Board for 2021
  - b. Report of the Supervisory Board for 2021
  - c. Advisory vote on the remuneration report as included in the 2021 Annual Report \*
- 3. 2021 Financial Statements and dividend**
  - a. Proposal to adopt the Financial Statements for 2021 as included in the 2021 Annual Report\*
  - b. Explanation of dividend policy
  - c. Proposal to distribute a total dividend of € 1.57 per ordinary share, resulting in a final dividend of € 1.03 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. Proposal to appoint Ms. Heleen Kersten 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 re-appoint the external auditor for a term of two years \***
- 11. Any other business**
- 12. Closing**

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

The Chair may decide at the beginning of the meeting that voting on all items on the agenda during the meeting will be open and will be closed after agenda item 10. The voting results will then be announced shortly before the end of the meeting.

#### **MEETING DOCUMENTS**

The agenda and explanatory notes, the 2021 Annual Report and the remuneration report for 2021 are available on the company's website ([www.wolterskluwer.com/agm](http://www.wolterskluwer.com/agm)). The aforementioned documents are also available at the offices of Wolters Kluwer N.V. (Zuidpoolsingel 2, 2408 ZE Alphen aan den Rijn, the Netherlands).

These documents can be collected free of charge at the aforementioned address. It is also possible to ask for these documents in writing or by telephone at Wolters Kluwer N.V., Corporate Communications department, P.O. Box 1030, 2400 BA Alphen aan den Rijn, the Netherlands (telephone: +31 (0)172 641 421, or by e-mail: [info@wolterskluwer.com](mailto:info@wolterskluwer.com)), or at ABN AMRO Bank N.V. (by e-mail via: [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com)).

#### **PARTICIPATION INSTRUCTIONS**

##### *Record Date*

Persons entitled to vote and to attend the Annual General Meeting (the **meeting**) are those who, on **Thursday, March 24, 2022 at 17:30 CET (Record Date)**, after all additions and deductions at that date have been processed, have those rights and are registered as such in one of the registers designated by the Executive Board and who have also been registered for the meeting in the manner described below.

#### **PROCEDURE FOR HOLDERS OF DEPOSIT SHARES:**

##### *Registration*

The register and sub-registers designated for holders of deposit shares are the records of the intermediaries as referred to in the Securities Transactions Act (*Wet giraal effectenverkeer*), which lists the holders of ordinary deposit shares on the Record Date.

### *Application*

Holders of deposit shares will have access to the meeting if they have applied as from Friday, March 25, 2022 and no later than on **Thursday, April 14, 2022 at 12:00 CET** via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or via the intermediary in whose records they are listed as holders of ordinary deposit shares, with ABN AMRO Bank N.V. (**ABN AMRO**). In all circumstances, the intermediaries will need to issue an electronic statement to ABN AMRO via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary), no later than **Thursday, April 14, 2022 at 17:00 CET**, which includes the number of deposit shares held and registered for registration by the relevant shareholder on the Record Date. In addition, the intermediaries are requested to include the full address details of the relevant ultimate beneficial holders, as well as their valid email address, securities account and (for remote access) mobile phone number which are required for authentication purposes in order to be able to verify the shareholding on the Record Date in an efficient manner and to provide remote access to the meeting. The receipt (of registration) to be supplied by ABN AMRO via the relevant intermediary will contain log-in details for attending the meeting remotely and for voting remotely, or will contain the proof for admission in-person as set out below.

### *Admission to the meeting in-person*

Holders of deposit shares who have timely applied for attending the meeting will receive a proof of registration by e-mail or mail. The proof of registration will serve as proof of admission to the meeting. You are recommended to consult the applicable rules for attending business events during COVID-19, which will be adhered to by Wolters Kluwer.

### *Granting of proxy*

Holders of deposit shares, who wish to grant a written proxy to a third party, or to Ms. J.J.C.A. (Joyce) Leemrijse, civil law notary in Amsterdam, the Netherlands, and/or her legal substitute and/or each (candidate) civil law notary of Allen & Overy LLP, Amsterdam office (the **Notary**), to attend the meeting on their behalf, may do so in the manner described below, provided that they have applied for the meeting in time in the manner described above.

### *Electronic proxy with voting instruction to the Notary*

Holders of deposit shares may grant an electronic proxy including a voting instruction to the Notary via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) until **Thursday, April 14, 2022 at 12:00 CET** at the latest. Alternatively a form for granting a written proxy (to the Notary) is available on the website of Wolters Kluwer ([www.wolterskluwer.com/agg](http://www.wolterskluwer.com/agg)) or can be asked for at ABN AMRO (telephone +31 (0)20 344 2000 or by e-mail: [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com)). The completed proxy forms must be sent to ABN AMRO, either by mail (ABN AMRO Bank N.V., Department Corporate Broking & Issuer Services HQ7212, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands), or by e-mail ([ava@nl.abnamro.com](mailto:ava@nl.abnamro.com)) and must be in the possession of ABN AMRO at the latest on **Thursday, April 14, 2022 at 12:00 CET**.

## **PROCEDURE FOR REGISTERED SHAREHOLDERS:**

### *Registration*

The register designated for registered shareholders is the shareholders' register of Wolters Kluwer N.V., kept by the company, which as at the Record Date lists the registered shareholders.

### *Application and granting of proxy*

The company will send the registered shareholders an application form with explanatory notes by mail. The written application has to be in the possession of the company at the latest on **Thursday, April 14, 2022 at 12:00 CET**. It is also possible to register via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) whereby "ABN AMRO

Registrar“ must be selected as the intermediary. ABN AMRO will provide the registered shareholders with a receipt (of registration) which will contain log-in details for attending the meeting remotely and for voting remotely. Registered shareholders, who wish to authorize the Notary (or a third party) to attend the meeting on their behalf, can do so via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and by selecting “ABN AMRO Registrar” as intermediary, or by means of the application form.

### **REMOTE ATTENDING AND VOTING**

All shareholders can attend and vote at the meeting on all items put on the agenda for voting via the internet, therefore online and remote with their smartphone, tablet or personal computer, unless the shareholder’s intermediary does not accommodate online attending and voting. Upon registration to vote remotely, a shareholder will receive an email with a link to login to the Wolters Kluwer online voting platform via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). After successful login and confirmation of the login via a two-factor authentication (by SMS verification), the shareholder is automatically logged into the meeting. Further instructions may be provided via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and/or the Wolter Kluwer online voting platform, and can be found in our manual, available on our website: [www.wolterskluwer.com/agm](http://www.wolterskluwer.com/agm).

You will be able to log in for remote admission to the meeting on April 21, 2022 via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) as of 13:00 CET until the commencement of the meeting at 15:00 CET. You must log in and complete the admission procedure for the meeting before 15:00 CET. After this time registration is no longer possible. Shareholders who log in after 15:00 CET will only have access to the meeting via the webcast (see below) and will neither be able to ask questions nor to vote.

The company’s policy regarding the hybrid meeting can be found at [www.wolterskluwer.com/agm](http://www.wolterskluwer.com/agm). As described in the policy remote voting entails risks. Shareholders who wish to avoid such risks, should choose to give a voting instruction to the Notary, or attend the meeting in-person.

Wolters Kluwer is an international company and its corporate language is English. The Annual General Meeting will therefore be conducted in English. A live translation into Dutch will not be offered.

### **ATTENDING THE MEETING IN PERSON**

Registration for admission in person to the meeting will take place from 14:30 CET until the commencement of the meeting at 15:00 CET. After this time registration is no longer possible. Persons entitled to attend the meeting in person may be asked for identification prior to being admitted by means of a valid identity document, such as a passport or driver’s license.

### **WRITTEN QUESTIONS**

From today until **Thursday, April 14, 2022, 17:00 CET** at the latest, shareholders may submit written questions in relation to the items on the agenda in advance via email to: [2022AGM@wolterskluwer.com](mailto:2022AGM@wolterskluwer.com). Shareholders must include their name and their shareholder certificate number, which can be obtained from their bank, in their email. The company intends to answer these questions (possibly combined) during the meeting. It will also be possible for shareholders attending the meeting in-person or remotely to ask questions in English in relation to the items on the agenda. Shareholders attending remotely can do so by electronic means, i.e. an audio connection, via the Wolters Kluwer online voting platform. It is up to the discretion of the Chair of the meeting to resolve upon the order of the meeting.



## **WEBCAST**

Shareholders who wish to follow the meeting via a live video webcast can do so via [www.wolterskluwer.com/investors](http://www.wolterskluwer.com/investors). The webcast will be open on April 21, 2022 from 14:45 until the end of the meeting.

Alphen aan den Rijn, March 9, 2022

*Executive Board*

Wolters Kluwer N.V.

## **CONTACT INFORMATION**

Wolters Kluwer N.V.

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