Wolters Kluwer 2019 Half-Year Results

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Growth rates are cited in constant currencies unless otherwise noted.



Agenda

Introduction

- Financial Review
- Operating and Strategic Review
- Outlook 2019
- Appendices



Introduction

On track to meet full-year guidance • Focused on 2019-2021 strategic plan





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Half-year 2019 results

4% organic growth; stable margin; strong adjusted free cash flow

(€ million, unless otherwise stated)	HY 2019	HY 2018*	Δ	ΔCC	ΔOG
Revenues	2,204	2,020	+9%	+4%	+4%
Adjusted operating profit	497	454	+9%	+3%	+4%
Adjusted operating profit margin	22.5%	22.5%			
Diluted adjusted EPS	€1.28	€1.06	+21%	+9%	
Adjusted free cash flow	300	263	+14%	+7%	
Net-debt-to-EBITDA ratio	1.8x	n/a			

Δ: % Change; Δ CC: % Change in constant currencies (€/\$ 1.18); Δ OG: % Organic growth. *2018 restated for IFRS 16.



Revenues by division

All four divisions posted positive good organic growth

(€ million)	HY 2019	HY 2018*	Δ	∆ CC	ΔOG
Health	552	512	+8%	+1%	+4%
Tax & Accounting	684	623	+10%	+6%	+6%
Governance, Risk & Compliance	518	470	+10%	+4%	+4%
Legal & Regulatory	450	415	+8%	+7%	+2%
Total revenues	2,204	2,020	+9%	+4%	+4%

Δ: % Change; Δ CC: % Change in constant currencies (€/\$ 1.18); Δ OG: % Organic growth. *2018 restated for IFRS 16.



HY 2019 Revenues by Division

Legend: Δ OG: % Organic growth HY 2019



Revenues by type

Recurring revenues up +5% organically; non-recurring trends mixed

(€ million)	HY 2019	HY 2018*	Δ	ΔCC	ΔOG
Digital and services subscriptions	1,501	1,352	+11%	+6%	+6%
Print subscriptions	102	102	-1%	-3%	-4%
Other recurring	153	145	+6%	0%	0%
Recurring revenues	1,756	1,599	+10%	+5%	+5%
Print books	69	79	-14%	-16%	-16%
LS transactional	122	105	+16%	+8%	+8%
FS transactional	50	48	+3%	-3%	-3%
Other non-recurring	207	189	+10%	+6%	+3%
Total revenues	2,204	2,020	+9%	+4%	+4%

Δ: % Change; Δ CC: % Change in constant currencies (€/\$ 1.18); Δ OG: % Organic growth. *2018 restated for IFRS 16.





Adjusted operating profit

Strong increase in Tax & Accounting margin offsets one-time items in prior period

(€ million)	HY 2019	HY 2018*	Δ	∆ CC	ΔOG	Margin HY 2019	Margin HY 2018*
Health	139	131	+6%	-1%	+3%	25.2%	25.6%
Tax & Accounting	193	157	+23%	+17%	+17%	28.2%	25.1%
Governance, Risk & Compliance	152	138	+10%	+3%	+3%	29.3%	29.3%
Legal & Regulatory	41	51	-20%	-20%	-18%	9.1%	12.4%
Corporate	(28)	(23)	+23%	+21%	+21%		
Adjusted operating profit	497	454	+9%	+3%	+4%	22.5%	22.5%

Δ: % Change; Δ CC: % Change in constant currencies (€/\$ 1.18); Δ OG: % Organic growth. *2018 restated for IFRS 16.

Net positive one-time items in HY 2018: (€ million)						
Tax & Accounting:	6					
Legal & Regulatory:	6					
Corporate:	4					
Total:	16					





Adjusted net profit and EPS

Lower financing costs, tax rate, and share count help drive +9% constant currency increase in diluted adjusted EPS

(€ million, unless otherwise stated)	HY 2019	HY 2018*	Δ	ΔCC
Revenues	2,204	2,020	+9%	+4%
Adjusted operating profit	497	454	+9%	+3%
Adjusted operating profit margin	22.5%	22.5%		
Adjusted net financing costs	(31)	(52)		
Equity-accounted investees, net of tax	0	0		
Adjusted profit before tax	466	402	+16%	+6%
Tax on adjusted profit	(115)	(103)		
Benchmark tax rate	24.7%	25.5%		
Non-controlling interests	0	0		
Adjusted net profit	351	299	+17%	+6%
Diluted weighted average shares (million)	273.3	281.5	-3%	
Diluted adjusted EPS	€1.28	€1.06	+21%	+9%

Δ: % Change; Δ CC: % Change in constant currencies (€/\$ 1.18). *2018 restated for IFRS 16.



Adjusted free cash flow

Lower cash interest drove an increase in adjusted FCF

(€ million, unless otherwise stated)	HY 2019	HY 2018*	Δ	Δ CC
Adjusted operating profit	497	454	+9%	+3%
Depreciation and amortization of other intangibles	100	95		
Depreciation of right-of-use assets	35	34		
Adjusted EBITDA	632	583	+8%	+2%
Capital expenditure	(100)	(88)		
Repayments of lease liabilities (incl. lease interest)	(39)	(38)		
Autonomous movements in working capital	(46)	(9)		
Adjusted operating cash flow	447	448	0%	-5%
Cash conversion ratio	90%	99%		
Paid financing costs (excl. lease interest)	(34)	(84)		
Paid corporate income tax	(112)	(124)		
Net change in restructuring provision ¹⁾	(6)	(9)		
Tax adjustments ²⁾	(3)	26		
Other ³⁾	8	6		
Adjusted free cash flow	300	263	+14%	+7%

Δ: % Change; Δ CC: % Change in constant currencies (€/\$ 1.18). *2018 restated for IFRS 16.

1) Adjusted free cash flow excludes additions to provisions for acquisition integration and restructuring of stranded cost following divestment.

2) Tax adjustments: HY 2019 adjusted to exclude €3 million related to consolidation of platform technology; HY 2018 adjusted to exclude €26 million related to disposals, consolidation of platform technology and repatriation tax.

3) Other includes share-based payments (HY 2019: €10 million; HY 2018: €10 million), dividends received (HY 2019: €0 million; HY 2018: €1 million), and other items.



Movement in net debt

Net debt increased as a result of additional lease liabilities

(€ million, unless otherwise stated)	HY 2019	FY 2018*	HY 2018*
Net debt at January 1, as reported	(1,994)	(2,069)	(2,069)
IFRS 16 Restatement	(255)	(242)	(242)
Net debt at Jan 1, restated for IFRS 16	(2,249)	(2,311)	(2,311)
Adjusted free cash flow	300	762	263
Dividends paid	(174)	(277)	(182)
Acquisition spending, net of cash acquired, including costs ¹⁾	(34)	(170)	(21)
Divestiture cash proceeds, net of cash disposed, including costs ²⁾	32	304	302
Share repurchases	(84)	(550)	(260)
Additional long-term and short-term lease liabilities	(81)	(13)	1
Other ³⁾	(28)	6	10
Movement in net debt	(69)	62	113
Net debt at end of period	(2,318)	(2,249)	(2,198)
Net-debt-to-EBITDA ⁴⁾ ratio	1.8x	1.8x	n/a

*Restated for IFRS 16.

1) Includes acquisition spending, net of cash acquired of €33 million (HY 2018: €19 million) and acquisition related costs of €1 million (HY 2018: €2 million).

2) Includes receipts from divestments, net of cash disposed of €32 million (HY 2018: €305 million) less paid divestment expenses (HY 2019: €0 million; HY 2018: €3 million).

3) 'Other' includes FX differences in cash and cash equivalents, changes in the fair value of derivatives, dividends received, and other smaller items.

4) Based on 12 months' rolling EBITDA.



Dividends and share buybacks

Interim dividend was set at 40% of prior year total; progress on share buyback





Results summary

On track to meet our full year guidance

Good organic growth +4% Positive organic growth in all four divisions	Stable adjusted operating margin 22.5%	Diluted adjusted EPS +9% in constant currencies
Adjusted FCF +7% in constant currencies	Strong balance sheet Net-debt-to-EBITDA 1.8x	Interim dividend €0.39 2019 share buyback on track



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Health

Organic growth +4%; margin reflects increased restructuring and investment

€ million	HY 2019	HY 2018*	Δ	ΔCC	ΔOG	Clinical Solutions
Revenues	552	512	+8%	+1%	+4%	 Organic growth +7%, led by UpToDate
Adjusted operating profit	139	131	+6%	-1%	+3%	enectiveness tools. Early success with Lexicomp
Margin	25.2%	25.6%				 Sustained effort to scale UpToDate internationally
 Δ: % Change; Δ CC: % Chang *2018 restated for IFRS 16. Revenues by: 	e in constant currei	ncies (€/\$ 1.18); Δ ΟC	ם: % Organic ;	growth.		 Health Learning, Research & Practice Organic growth stable, with digital up +4% driven by Ovid, journal wins, and open access Declines in print books and continuing medical education
Segmen	t	Geograp	ohic Mar	ket		Type Media Format
	linical lutions 53%	AsiaPad & ROW 16% Europe 10%			Prin bool 4%	ks Other 0% Print



Tax & Accounting

Organic growth +6%; margin increase of 310 bps reflects efficiencies and operational gearing

€ million	HY 2019	HY 2018*	Δ	ΔCC	ΔOG	Corporate Performance Solutions
Revenues	684	623	+10%	+6%	+6%	Organic growth +20%Both CCH Tagetik and TeamMate drove strong cloud
Adjusted operating profit	193	157	+23%	+17%	+17%	
Margin	28.2%	25.1%				 Professional Tax & Accounting Organic growth +4%, with software up +7%
At 0/ Changes A CC: 0/ Change			Organic growth 1470, with software up 1770			

Δ: % Change; Δ CC: % Change in constant currencies (€/\$ 1.18); Δ OG: % Organic growth. *2018 restated for IFRS 16.

Revenues by:



North America and Europe see strong growth in

cloud or hybrid cloud solutions

Mixed performances in ROW/AsiaPac

Governance, Risk & Compliance

Organic growth +4%; margin reflects increased investment

€ million	HY 2019	HY 2018*	Δ	ΔCC	ΔOG	Legal Services
Revenues	518	470	+10%	+4%	+4%	
Adjusted operating profit	152	138	+10%	+3%	+3%	 CT recurring revenues accelerate; transactions remain buoyant ELM growth muted; acquired CLM Matrix
Margin	29.3%	29.3%				Financial Services
Δ : % Change; Δ CC: % Change *2018 restated for IFRS 16.		encies (€/\$ 1.18); Δ	DG: % Organic	c growth.		 Organic growth +2%, mainly due to recurring revenues for banking software (OneSumX, Expere) Lien Solutions transactional revenues slowed
Revenues by:						
Segment	t	Geogra	phic Mar	ket		Type Media Format
42% Ser	egal rvices 8%	Europe 9%	North America 89%	AsiaPac & ROW 2%	FS transa 10% trai	act'l recurring



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Legal & Regulatory

Organic growth +2%; margin reflects prior period one-time benefits, acquisitions, and increased investment

€ million	HY 2019	HY 2018*	Δ	ΔCC	ΔOG
Revenues	450	415	+8%	+7%	+2%
Adjusted operating profit	41	51	-20%	-20%	-18%
Margin	9.1%	12.4%			

Δ: % Change; Δ CC: % Change in constant currencies (€/\$ 1.18); Δ OG: % Organic growth. *2018 restated for IFRS 16.

Revenues by:

Media Format Segment **Geographic Market** Type AsiaPac & Legal & Reg. Software Software 14% ROW Other non-North Print 17% Print 2% recurring America 26% books 14% Europe 24% U.S. 8% Services 65% 21% Europe Other 7% Legal & Regulatory Recurring 74% digital Information 78% 50%



Legal & Regulatory Information Solutions

- Organic growth +1%
- Digital revenues up 5% organically more than offsetting print decline
- Re-doubled efforts to transform selected information products

Legal & Regulatory Software

- Organic growth +17%, led by global EHS software provider Enablon
- Central software unit grew at high single-digit rate

Strategic priorities 2019-2021

Our plan aims to deliver good organic growth and further incremental improvement in adjusted operating profit margin and ROIC





Grow expert solutions

Driving scale in Clinical Solutions through product innovation and cross-selling

Wolters Kluwer Health: Clinical Solutions

Opioid Toolkit

Decision Support UpToDate[®] UpToDate Advanced[®]



- UpToDate helps clinicians determine if opioid medication is appropriate
- UpToDate Advanced module helps assess patient's risk for opioid overdose

Drug Information Lexicomp[®] Medi-Span[®]



- Lexicomp helps prepare prescription (dosage)
- Medi-Span enables prescribers to check for high-risk opioid interactions, and to effectively identify opioids adverse effects

Patient Engagement Emmi[®] Opioid Appropriate Use



- Emmi Opioid solution actively engages patients through consistent, harmonized content
- Motivates and guides patient to engage in healthier behaviors for pain management



Drive operational agility

In June, we rolled out a major HR systems upgrade globally



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Divisional outlook 2019

Health	 Organic growth to be in line with 2018 or slightly lower Adjusted operating profit margin to decline, due to the absence of prior year one-time benefits and increased investment in sales and marketing and product development
Tax & Accounting	 Organic growth to moderate from 2018 levels Adjusted operating profit margin to improve on the back of lower restructuring costs and the absence of prior year net one-time charges
Governance, Risk & Compliance	 Transactional revenue trends to decelerate and recurring revenues to show improved organic growth Adjusted operating profit margin to see an improvement due to efficiency initiatives
Legal & Regulatory	 Organic growth to show improvement on 2018 Adjusted operating profit margin to decline, due to the absence of prior year one-time benefits, increased investment, and a full twelve-month inclusion of eVision



Guidance 2019

Performance indicators	2019 Guidance	2018 (IFRS 16)
Adjusted operating profit margin	23.0%-23.5%	23.1%
Adjusted free cash flow	€750-775 million	€762 million
Return on invested capital	10.5%-11.5%	10.6%
Diluted adjusted EPS	Around 10% growth	€2.45

Note: Guidance for adjusted operating profit margin and ROIC are in reported currencies and assume a 2019 average U.S. dollar rate of approximately €/\$ 1.14. Guidance for adjusted free cash flow and earnings per share are in constant currencies (€/\$ 1.18). Guidance for adjusted EPS includes the estimated effect of the announced up to €250 million share buyback planned for 2019. 2018 comparatives are in reported currencies and restated for IFRS 16.

Additional guidance:

Expect adjusted net financing costs of approximately €65 million in constant currencies, including approximately €10 million in IFRS 16 lease interest charges.

Following the adoption of new tax legislation in the Netherlands in late 2018, we expect the benchmark tax rate to be in the range of 24.5%-25.5%.

Expect cash conversion of 95%-100% and capital expenditure in the range of 5%-6% of total revenue.

Cash payments relating to lease contracts to be in line with depreciation of right-of-use assets.



Appendix: 2019 Supplement



Revenues by region

(€ million)	HY 2019	HY 2018*	Δ	ΔCC	ΔOG
North America	1,356	1,232	+10%	+3%	+3%
Europe	679	635	+7%	+7%	+6%
Asia Pacific & ROW	169	153	+10%	+7%	+3%
Total revenues	2,204	2,020	+9%	+4%	+4%

Δ: % Change; Δ CC: % Change in constant currencies (€/\$ 1.18); Δ OG: % Organic growth. *2018 restated for IFRS 16.



HY 2019 Revenues by Geographic Market



Revenues by media format

(€ million)	HY 2019	HY 2018*	Δ	ΔCC	ΔOG
Digital	1,736	1,560	+11%	+6%	+6%
Services	259	241	+8%	+1%	+2%
Print	209	219	-5%	-8%	-8%
Total revenues	2,204	2,020	+9%	+4%	+4%

Δ: % Change; Δ CC: % Change in constant currencies (€/\$ 1.18); Δ OG: % Organic growth. Service includes legal representation, consulting, training, events, and other services. *2018 restated for IFRS 16.



HY 2019 Revenues by Media Format



IFRS profit and diluted EPS

(€ million, unless otherwise stated)	HY 2019	HY 2018*	Δ
Adjusted operating profit	497	454	+9%
Amortization of acquired intangibles	(73)	(84)	
Results on divestments of operations	0	159	
Acquisition-related costs and other non-benchmark items ¹⁾	(1)	(2)	
Operating profit	423	527	-20%
Financing results	(24)	(52)	
Share of profit of equity-accounted investees, net of tax	0	0	
Profit before tax	399	475	-16%
Income tax expense	(96)	(116)	
Effective tax rate	24.0%	24.3%	
Profit for the period	303	359	-15%
Non-controlling interests	0	0	
Profit for the period, attributable to the owners of the Company	303	359	-15%
Diluted EPS	€1.11	€1.28	-13%

Δ: % Change. *2018 restated for IFRS 16. 1) Other non-benchmark items include acquisition integration provisions and changes in fair value of contingent considerations.



Reconciliation: adjusted net financing costs to financing results

(€ million)	HY 2019	HY 2018*
Adjusted net financing costs	(31)	(52)
Employee benefits financing component	(2)	(2)
Change in fair value of financial assets	0	(1)
Result on divestment of financial assets	2	3
Divestment related results on equity-accounted investees	7	0
Financing results	(24)	(52)

*2018 restated for IFRS 16.



Balance sheet

(€ million, unless otherwise stated)	June 30, 2019	Dec. 31, 2018*	June 30, 2018*
Goodwill and intangible assets	5,767	5,785	5,639
Property, plant and equipment	88	89	83
Right-of-use assets	312	232	220
Deferred tax assets	106	107	96
Other non-current assets	60	72	64
Total non-current assets	6,333	6,285	6,102
Cash and cash equivalents	828	783	654
Trade and other receivables; other current assets	1,362	1,488	1,182
Deferred income	(1,581)	(1,592)	(1,483)
Borrowings and bank overdrafts	(747)	(748)	(581)
Short-term lease liabilities	(71)	(67)	(67)
Trade and other payables; other current liabilities	(859)	(993)	(775)
Working capital	(1,068)	(1,129)	(1,070)
Capital employed	5,265	5,156	5,032
Total equity	2,286	2,255	2,223
Bonds and other long-term debt	2,066	2,061	2,043
Long-term lease liabilities	265	188	174
Deferred and other tax liabilities	506	506	440
Other non-current liabilities	142	146	152
Total financing	5,265	5,156	5,032
€/\$ at balance sheet date *2018 restated for IFRS 16.	1.14	1.15	1.17



Debt maturity profile



1) Chart excludes lease liabilities. Short-term lease liabilities were €71 million and long-term lease liabilities were €265 million.

2) Cash and cash equivalents (€828 million), less bank overdrafts used for cash management purposes (€589 million), was €239 million.

3) Short-term debt includes borrowings and bank overdrafts (€747 million), derivative instruments (€5 million) and deferred and contingent acquisition payments (€8 million).



Currency impact



HY 2019 Revenues by Currency

Impact in € million on

	Average	rates	Revenues	Adjusted operating profit
1 Euro	HY 2019	HY 2018	HY 2019	HY 2019
U.S. dollar	1.13	1.21	96	28
British pound	0.87	0.88	0	0
Canadian dollar	1.51	1.55	1	1
Australian dollar	1.60	1.57	(1)	0
Other currencies			0	1
Total currency impact			96	30



Growth rates analysis

			Δ		Δ CC		ΔOG
				%	% Change	% Net Effect	%
			%	Currency	in Constant	Acquisitions	Organic
	HY 2019	HY 2018*	Change	Impact	Currencies	& Disposals	Growth
Revenues							
Health	552	512	+8%	+7%	+1%	-3%	+4%
Tax & Accounting	684	623	+10%	+4%	+6%	-	+6%
Governance, Risk & Compliance	518	470	+10%	+6%	+4%	0%	+4%
Legal & Regulatory	450	415	+8%	+1%	+7%	+5%	+2%
Total revenues	2,204	2,020	+9%	+5%	+4%	0%	+4%
Adjusted operating profit							
Health	139	131	+6%	+7%	-1%	-4%	+3%
Tax & Accounting	193	157	+23%	+6%	+17%	0%	+17%
Governance, Risk & Compliance	152	138	+10%	+7%	+3%	0%	+3%
Legal & Regulatory	41	51	-20%	0%	-20%	-2%	-18%
Corporate	(28)	(23)	+23%	+2%	+21%	0%	+21%
Total adjusted operating profit	497	454	+9%	+6%	+3%	-1%	+4%

*Restated for IFRS 16.



Appendix: ESG Metrics



Environmental

Electricity from Renewable Sources (%)



Suppliers Signed to Supplier Code of Conduct



Source: 2018 Annual Report and 2018 Sustainability Data Report. Data not assured.



Energy Consumption

Tons CO2 Emissions/FTE



Water Consumption





Employee Engagement Score



Source: 2018 Annual Report and 2018 Sustainability Data Report. Data not assured.



% of Employees with Access to Learning



% Female Division CEOs



Governance

Innovation & Product Development Spend



% Independent Board Members



Source: 2018 Annual Report and 2018 Sustainability Data Report. Data not assured.



General Compliance Training



% Female Board Members



Appendix: IFRS 16 Restatements



Balance sheet

(€ million, unless otherwise stated)	HY 2018 - Reported	IFRS 16 Restatement	HY 2018 - Restated
Goodwill and intangible assets	5,639	-	5,639
Property, plant & equipment	88	(5)	83
Right-of-use assets	-	220	220
Deferred tax assets	95	1	96
Other non-current assets	62	2	64
Total non-current assets	5,884	218	6,102
Cash and cash equivalents	654	-	654
Trade and other receivables; other current assets	1,188	(6)	1,182
Deferred income	(1,483)	-	(1,483)
Borrowings, overdrafts	(581)	-	(581)
Short-term lease liabilities	-	(67)	(67)
Trade and other payables; other current liabilities	(788)	13	(775)
Working capital	(1,010)	(60)	(1,070)
Capital employed	4,874	158	5,032
Total equity	2,235	(12)	2,223
Long-term debt	2,043	-	2,043
Long-term lease liabilities	-	174	174
Deferred and other tax liabilities	444	(4)	440
Other non-current liabilities	152	-	152
Total financing	4,874	158	5,032



Adjusted income statement

(€ million, unless otherwise stated)	HY 2018 Reported	IFRS 16 Restatement	HY 2018 Restated
Revenues	2,020	0	2,020
Adjusted operating expenses	(1,569)	3	(1,566)
Adjusted operating profit	451	3	454
Adjusted operating profit margin	22.3%		22.5%
Adjusted net financing costs	(49)	(3)	(52)
Equity-accounted investees, net of tax	0	-	0
Adjusted profit before tax	402	0	402
Tax on adjusted profit	(103)	0	(103)
Effective benchmark tax rate	25.5%	0%	25.5%
Non-controlling interests	0	-	0
Adjusted net profit	299	0	299
Diluted weighted average shares (million)	281.5	-	281.5
Diluted adjusted EPS	€1.06	0.00	€1.06



Adjusted free cash flow

	HY 2018	IFRS 16	HY 2018
(€ million, unless otherwise stated)	Reported	Restatement	Restated
Adjusted operating profit	451	3	454
Depreciation, amortization and impairment of intangibles	95	-	95
Depreciation of right-of-use assets	-	34	34
Adjusted EBITDA	546	37	583
Capital expenditure	(88)	-	(88)
Repayments of lease liabilities (incl. lease interest)	-	(38)	(38)
Autonomous movements in working capital	(10)	1	(9)
Adjusted operating cash flow	448	0	448
Cash conversion ratio	99%	-	99%
Paid financing costs (excl. lease interest)	(84)	-	(84)
Paid corporate income tax	(124)	-	(124)
Net change in restructuring provision	(9)	-	(9)
Tax adjustments	26	-	26
Other, including share-based payments	6	-	6
Adjusted free cash flow	263	0	263



Notes



