



Agenda 2022

Annual General Meeting of Shareholders – Agenda

Agenda for the hybrid Annual General Meeting of Shareholders of Wolters Kluwer N.V., to be held on Thursday, April 21, 2022, at 3.00 PM CET at the Corporate Office of Wolters Kluwer, Zuidpoolsingel 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 either to attend in person, or 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.

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.

Annual General Meeting of Shareholders – Agenda continued

EXPLANATORY NOTES TO THE AGENDA

2 2021 Annual Report

This agenda item includes two non-voting items: the report of the Executive Board for 2021 and the report of the Supervisory Board for 2021.

Under this agenda item the remuneration report for 2021 including an overview of remuneration to individual members of the Executive Board and of the Supervisory Board, is presented for an advisory vote by the General Meeting of Shareholders. It is proposed to approve the remuneration report for 2021. Please refer to the remuneration report for 2021 on www.wolterskluwer.com, which is also included in the 2021 Annual Report.

3 2021 Financial Statements and dividend

These agenda items include the proposal to adopt the Financial Statements for 2021 as included in the 2021 Annual Report, an explanation of the company's dividend policy (as a non-voting item), and the proposal to adopt a total dividend of €1.57 per ordinary share in cash over the full financial year 2021.

The company has a progressive dividend policy under which the company aims to increase the dividend per share in euros each year. The annual increase is dependent on the financial performance, market conditions, and the need for financial flexibility. In line with the progressive dividend policy, the Executive Board proposes to the General Meeting of Shareholders to adopt a total dividend of €1.57 per ordinary share in cash to be paid for the full financial year 2021, which represents an increase of 15% over the prior year. In line with the semi-annual dividend frequency that has been implemented since 2015, an interim dividend amounting to €0.54 per ordinary share was paid in cash in September 2021 with due observance of article 29 (6) of the Articles of Association. Therefore, the final dividend payable in May 2022, will amount to €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

The proposals to release the members of the Executive Board and the members of the Supervisory Board from liability for the exercise of their respective duties, as stipulated in article 28 of the Articles of Association, are separate agenda items. It is proposed that the members of the Executive Board and the members of the Supervisory Board be released from liability for the exercise of their respective duties, insofar as the exercise of such duties is reflected in the Financial Statements or information otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the Financial Statements. The scope of a release from liability shall be subject to limitations by virtue of the law.

5 Proposal to appoint Ms. Heleen Kersten as member of the Supervisory Board

Mr. Frans Cremers will retire from the Supervisory Board after the annual general meeting of 2022. The Supervisory Board has appointed Ms. Ann Ziegler as successor of Mr. Cremers in the capacity of Chair of the Supervisory Board. Mr. Jack de Kreijl will succeed Ms. Ziegler as Vice-Chair of the Supervisory Board.

In accordance with the Articles of Association of the company, the Supervisory Board proposes the appointment of Ms. Heleen Kersten as new member of the Supervisory Board with effect from April 21, 2022. Upon the appointment of Ms. Kersten by the General Meeting of Shareholders, the Supervisory Board will consist of seven members, in line with the profile, of whom four women and three men, with four nationalities.

The Supervisory Board, in line with article 21(4) of the Articles of Association, nominates Ms. Heleen Kersten for appointment as member of the Supervisory Board, in view of her expertise in the area of corporate law, corporate governance, M&A matters and her experience on several boards. Upon the appointment of Ms. Kersten by the General Meeting of Shareholders, she will replace Mr. Cremers as member of the Selection and Remuneration Committee.

Annual General Meeting of Shareholders – Agenda continued

Ms. Kersten (1965) has Dutch nationality. Ms. Kersten is a partner at Dutch law firm Stibbe. She specializes in mergers and acquisitions, equity capital markets, corporate law and corporate governance. She started practicing in 1989 with Stibbe, before joining Davis Polk in New York and London. In 1993, she returned to Stibbe Amsterdam and has practiced there ever since. Ms. Kersten became a partner in 1997. From 2008 to 2013, she was managing partner of Stibbe Amsterdam, whilst remaining active in her areas of specialism. Ms. Kersten is Chair of the Dutch Red Cross and Vice-Chair of the supervisory council of the Rijksmuseum. She is also a member of the Supervisory Board of STMicroelectronics, where she is acting as Chair of the Nominating and Corporate Governance Committee and is a member of the Audit and the Compensation Committee. Further, she is a member of the board of the Foundation Concertgebouworkest and member of the advisory board of the Dutch Institute of Internal Auditors. Ms. Kersten holds master degrees in Dutch law and in tax law, both from Leiden University and she has published articles in the areas of mergers and acquisitions and corporate governance.

Ms. Kersten holds no shares in the company. The number of supervisory board memberships that Ms. Kersten holds, falls within the limitations set forth in article 2:142a of the Dutch Civil Code. Ms. Kersten is independent from the company within the meaning of Best Practice Provision 2.1.8 of the Dutch Corporate Governance Code.

For further information about Ms. Kersten, please be referred to her bio on www.wolterskluwer.com/agm.

6 Proposal to amend the remuneration of the members of the Supervisory Board

Based on a regular review by the Supervisory Board of the Supervisory Board remuneration, which was amended most recently in 2020, it is proposed to increase the Supervisory Board remuneration, with effect from January 1, 2022. The Supervisory Board took into consideration the responsibilities of Supervisory Board members, remuneration levels at other two-tier board Dutch listed (AEX) companies, and selected European companies, as well as the international composition of the Supervisory Board. The increase is in line with the Supervisory Board remuneration policy which was adopted by the General Meeting of Shareholders in 2020. Based on this review, the Supervisory Board therefore proposes to the General Meeting of Shareholders to increase the Supervisory Board remuneration as follows:

	Annual fee 2022 <i>(proposed)</i>	Annual fee 2020 and 2021 <i>(for reference)</i>
Chair	€130,000	€112,000
Vice-Chair	€95,000	€83,500
Members	€75,000	€70,000
Chair Audit Committee	€25,000	€22,500
Members Audit Committee	€18,000	€16,500
Chair Selection and Remuneration Committee	€20,000**	€17,500*
Members Selection and Remuneration Committee	€14,000	€11,500
Travel allowance for intercontinental travel	€5,000 per meeting	€5,000 per meeting

* due to the co-chair arrangement, each Co-Chair receives €14,500.

** due to the co-chair arrangement, each Co-Chair will receive €17,000.

Annual General Meeting of Shareholders – Agenda continued

7 Proposal to extend the authority of the Executive Board

In accordance with articles 4 and 5 of the Articles of Association, the General Meeting of Shareholders, by virtue of the resolution adopted on April 21, 2021, has extended the period during which the Executive Board is authorized to issue shares and to limit or exclude the pre-emption rights when issuing ordinary shares by 18 months. This authorization will therefore end on October 22, 2022, if it is not extended. The duration of the extension of this authorization is allowed by law for a maximum of five years. However, as in previous years, it is proposed that the authorization be extended to a date 18 months from the date of this Annual General Meeting of Shareholders.

a Proposal to extend the authority of the Executive Board to issue shares and/or grant rights to subscribe for shares

Proposal to extend the Executive Board's authority until a date 18 months following April 21, 2022, 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 share capital on April 21, 2022.

b Proposal to extend the authority of the Executive Board to restrict or exclude statutory pre-emption rights

Proposal to extend the Executive Board's authority until a date 18 months following April 21, 2022, 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 7a, up to a maximum of 10% of the issued share capital on April 21, 2022. The authority of the Executive Board to restrict or exclude statutory pre-emption rights is related to the fact that due to some foreign legal systems, shareholders outside of the Netherlands are not eligible in some cases to exercise statutory pre-emption rights. In the event of an issuance of shares, the Executive Board may decide in conformity with market practice to grant existing shareholders non-statutory pre-emption rights.

8 Proposal to authorize the Executive Board to acquire shares in the company

The General Meeting of Shareholders, by virtue of the resolution adopted on April 22, 2021, has authorized the Executive Board for a period of 18 months to acquire shares in the company. This authorization will therefore end on October 22, 2022. It is proposed to authorize the Executive Board for a period of 18 months, starting April 21, 2022, 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 share capital on April 21, 2022; in the case of ordinary shares at a price between the nominal stock value of the shares and 110% of the closing price of the ordinary shares on the stock exchange of Euronext Amsterdam on the day preceding the day of purchase as reported in the Official Price List of Euronext Amsterdam, and in the case of preference shares at their nominal value. The authority of the Executive Board to acquire shares in the company may be withdrawn by the General Meeting of Shareholders with the approval of the Supervisory Board. The proposed authorization will replace the authorization granted to the Executive Board on April 22, 2021.

9 Proposal to cancel shares

It is proposed to the General Meeting of Shareholders to cancel for capital reduction purposes any or all ordinary shares in the share capital of the company held, or to be acquired by the company under the authorization referred to under agenda item 8, resulting in a reduction of the company's issued ordinary shares. The cancellation may be executed in one or more tranches. The number of ordinary shares that will be cancelled (whether or not in a tranche) shall be determined by the Executive Board, with a maximum of 10% of the issued share capital on April 21, 2022. Pursuant to the relevant statutory provisions, cancellation may not be effected earlier than two months after a resolution of the Executive Board to determine the number of ordinary shares to be cancelled is adopted and publicly announced; this will apply for each tranche. The cancellation will further be executed in conformity with the relevant regulations as stipulated in the law and the company's Articles of Association. The purpose of the cancellation is to reduce the number of own shares which shall not be used to cover obligations arising from share-based incentive plans or other obligations.

Annual General Meeting of Shareholders – Agenda continued

10 Proposal to re-appoint the external auditor for a term of two years

The General Meeting of Shareholders, by virtue of the resolutions adopted on April 23, 2014 and on April 19, 2018, has instructed Deloitte Accountants B.V., member of Deloitte Touche Tohmatsu Limited to examine the financial statements and annual report drawn up by the Executive Board and report thereon to the Supervisory Board and the Executive Board and make a statement on the subject, as stipulated in Article 27(3) of the Articles of Association, for the financial reporting years 2015 up to and including 2022.

Following the recommendation of the Audit Committee, supported by the Executive Board, the Supervisory Board proposes to re-appoint Deloitte Accountants B.V. as the external auditor for a term of two years, for the financial reporting years 2023 and 2024. As such, the engagement of Deloitte Accountants B.V. shall not exceed the maximum duration of 10 years. The Supervisory Board reserves the right to submit the appointment of the external auditor to the General Meeting of Shareholders before the lapse of the two-year period if this is deemed necessary by the Supervisory Board.