Wolters Kluwer

Auditor Independence Policy

Wolters Kluwer

POLICY DETAILS

Name of policy	**Auditor Independence Policy**
Short description	This Policy provides a framework for decision-making on the pre-approval of concurrence of services provided by the External Auditor to ensure its independence.
Owner	Internal Audit
Contact details	HQ_companysecretary@wolterskluwer.com
To whom is this Policy binding	Wolters Kluwer N.V. and all subsidiaries in which Wolters Kluwer N.V. holds a direct or indirect controlling interest
Approval level	Audit Committee (AC)

POLICY VERSION CONTROL

Version number	*Last review*	*Last amendments*	*Changes at last amendment*	*Approved by*
2	July 2019	July 2019	Policy updated to align with Regulation on Auditor Independence in Assurance Engagements (*Verordening inzake de Onafhankelijkheid van accountants bij assurance-opdrachten, ViO*)	Audit Committee 29 July 2019
2	Sept 2020	July 2019	n.a	VP, Internal Audit
2	Oct 2021	July 2019	n.a	VP, Internal Audit
2.1	March 14, 2022	March 14, 2022	Changed the word “Chairman” to “Chair”	VP, Internal Audit
2.2	April, 2023	April, 2023	Updated section 2 with reference to the International Independence Standards (International Code of Ethics for Professional Accountants) by the International Ethics Standards Board for Accountants (IESBA), and changes to the structure. Minor textual updates to section 5. Updated section 6 with revised provisions on non-audit services (IESBA) and the approval process.	Audit Committee 2 May 2023
2.2	Nov. 1 2024	April 2023	n.a.	VP, Internal Audit
2.3	Oct.. 2026	October 2026	Updated to reflect current Dutch and international auditor independence requirements, including revised references, partner rotation, reference to sustainability reporting; and added safeguards for publications, surveys and thought-leadership activities. Minor other terminology and technical updates.	Audit Committee 2 Nov. 2026

Wolters Kluwer

Contents

1. Introduction 4
2. General principles 4
3. Auditor appointment 5
4. The Audit Committee 6
   4.1 Role and responsibility of the Audit Committee 6
   4.2 Audit Committee pre-approval of services by the External Auditor 6
5. The External Auditor 7
   5.1 Responsibility of the External Auditor 7
   5.2 Rotation of Ultimate Responsible Audit Partner and Key Assurance Partner 8
6. Services provided by the External Auditor 8
   6.1 Audit services 8
   6.2 Audit-related services 9
   6.3 Non-audit services 10
7. Miscellaneous 13
   7.1 Hiring arrangements 13
   7.2 Disclosure of fees 13
   7.3 Other matters and exceptions 13

1. Introduction

For the External Auditor of Wolters Kluwer N.V. to perform its task, the External Auditor must at all times be independent from Wolters Kluwer. This Policy provides a framework for decision-making on the pre-approval of concurrence of all types of services provided by the External Auditor.

This Policy is applicable to Wolters Kluwer N.V. and all subsidiaries in which Wolters Kluwer N.V. holds a direct or indirect controlling interest (jointly referred to as "Wolters Kluwer"). Services by the External Auditor to entities in which Wolters Kluwer has significant influence, but has no control, will not be subject to this Policy and will be reviewed separately (see also sub-section 7.3).

Reference in this Policy to the External Auditor means the External Auditor Firm including all its organizational departments, divisions, partners, subsidiaries, and associated entities wherever located.

This Policy is subject to approval of and may be amended by the Audit Committee. The CFO of Wolters Kluwer N.V. and/or the Global Head of Internal Audit are authorized to make non-material (technical) adjustments to the Policy.

2. General principles

Both Wolters Kluwer and the External auditor perform an assessment of all professional services (audit-related and non-audit services), as well as business, financial and other relationships that could reasonably be thought to bear on the External Auditor's ability to establish and maintain independence. This assessment should be carried out in accordance with:

1. the Dutch "Wet toezicht Accountantsorganisaties" (Wta, Audit Firms Supervision Act);
2. the Dutch independence rules (ViO);
3. the independence rules applicable in the EU (Regulation No 537/2014 and Directive 2014/56), and
4. the IESBA independence rules that apply globally.

This Policy requires the External Auditor to be independent both in fact as well as in appearance in accordance with the Dutch Regulation on Auditor Independence in Assurance Engagements (*Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten, hereafter "ViO"*) as issued by the Nederlandse Beroepsorganisatie van Accountants (NBA), effective December 24, 2025.

European auditor independence rules are effective as from June 17, 2016, and formed the basis for amendment of the ViO. The European regulatory framework comprises two components: a Directive and a Regulation. The Directive (2014/56) stipulates requirements for all statutory audits in the EU. The Regulation (537/2014) includes additional requirements for statutory audits of Public Interest Entities (PIEs). This Regulation applies to entities that meet the definition of EU Public Interest Entity (EU PIE) and its controlled undertaking (and if applicable parent undertaking). Wolters Kluwer N.V. is an EU PIE.

Additional consideration should be given to the International Independence Standards that form a part of the International Code of Ethics for Professional Accountants as issued by the International Ethics Standards Board for Accountants (IESBA). These standards apply globally.

The External Auditor of Wolters Kluwer N.V. will provide Audit Services (see sub-section 6.1) to Wolters Kluwer as outlined in this Policy. The External Auditor will only provide other services to Wolters Kluwer in those cases where these services do not conflict with the auditor's independence. The independence of the External Auditor will be impaired when the External Auditor provides services which:

- Create conflicting interests between the External Auditor and Wolters Kluwer,
- Result in the External Auditor functioning in the role of management (performing management responsibilities),
- Place the External Auditor in the position of auditing its own work (self-review threat),
- Place the External Auditor in the position of being an advocate for Wolters Kluwer.

Depending on the type of services and thresholds, before the External Auditor may be engaged and the External Auditor accepts engagements, pre-approval as required by this Policy must have been provided by:

- the CFO of Wolters Kluwer N.V., or
- the Global Head of Internal Audit, and/or
- the Audit Committee.

The Audit Committee must be informed of each service provided pursuant to the pre-approval policies and procedures.

3. Auditor appointment

The External Auditor shall be appointed by the General Meeting of Shareholders. The Supervisory Board nominates a candidate for this appointment to the General Meeting of Shareholders and may recommend replacement of the External Auditor. Mandatory rotation of the External Auditor firm will take place after ten years in accordance with Dutch legislation. Engagement letters between Wolters Kluwer N.V. and the External Auditor will contain an assignment for one year only.

The Supervisory Board will give the External Auditor a general idea of the outcome of the assessment relating to their functioning. The Audit Committee shall report annually to the Supervisory Board on the functioning of, and the developments in, the relationship with the External Auditor. The Audit Committee shall advise the Supervisory Board regarding the nomination with respect to the External Auditor's appointment or reappointment or dismissal and shall prepare the selection of the External Auditor. The Audit Committee gives due consideration to the Executive Board's observations. The Supervisory Board shall take this into account when deciding its nomination to the General Meeting of Shareholders for the appointment of an External Auditor.

The main conclusions of the Supervisory Board regarding the External Auditor's nomination and the outcomes of the External Auditor selection process shall be communicated to the General Meeting of Shareholders. If the Supervisory Board does not accept the Audit Committee's advice concerning the External Auditor's appointment, the reasons for this decision must be stated in the proposal to the General Meeting of Shareholders.

The Supervisory Board resolves, on a proposal submitted by the Audit Committee, on the External Auditor's engagement to audit the financial statements. By way of implementation of the decision of the General Meeting of Shareholders, or as the case may be of the Supervisory Board or Executive Board, to appoint the External Auditor, the Supervisory Board and/or the Executive Board with the approval of the Supervisory Board, will on behalf of Wolters Kluwer N.V. enter into an agreement to that effect with the External Auditor. This agreement covers an engagement period of one year.

4. The Audit Committee

4.1 Role and responsibility of the Audit Committee

The Audit Committee is responsible for ensuring effective oversight of the independence of the External Auditor. Therefore, the Audit Committee is involved in the decision-making process on the selection and (re-)appointment of the External Auditor, as well as the compensation for the audit and audit-related services. Furthermore, the Audit Committee may be required to pre-approve certain other services to be provided by the External Auditor in line with this Policy.

The Audit Committee will review and monitor the External Auditor's independence as required by the Terms of Reference of the Audit Committee and documents its position in this matter. It will address any changes to this Policy or situation as needed.

The Audit Committee will evaluate the audit quality control measures in respect of the external audit of Wolters Kluwer, document its position, and address any changes if deemed necessary. The Audit Committee will evaluate the appropriateness of the annual audit budget in relation to the perceived audit risk, market conditions, and the results of recent audits.

The Audit Committee shall report annually, and earlier if required, to the Supervisory Board on the functioning of and its dealings with the External Auditor.

4.2 Audit Committee pre-approval of services by the External Auditor

The Audit Committee is responsible for preparing policies and procedures related to the pre-approval of all audit, audit-related, and non-audit services provided by the External Auditor to Wolters Kluwer. Pre-approval policies and procedures must be detailed as to the particular service and be designated to safeguard the continued independence of the External Auditor. The Audit Committee must be informed of each service provided pursuant to the pre-approval policies and procedures.

Engagements to render any audit, audit-related, or non-audit service to Wolters Kluwer must be entered into pursuant to the pre-approval policies and procedures described in this Policy.

Section 6 of this Policy contains a description of classes of services that can be provided by the firm of which the External Auditor is part. Depending on the type of service, Audit Committee pre-approval may be required.

For practical reasons, the Audit Committee delegates its authority to the CFO of Wolters Kluwer N.V. or to the Global Head of Internal Audit to pre-approve services below a threshold (see table below). For engagements that exceed the thresholds mentioned below, the Chair of the Audit Committee must provide approval. The process can be summarized as follows:

Class of service	Pre-approval required	Pre-approval authority delegated to CFO or Global Head of Internal Audit
Audit service	Yes	Not applicable
Audit service (out-of-scope)	No	Engagements < EUR 250.000
Audit-related service	Yes	Engagements < EUR 250.000
Non-audit service	Yes	Not applicable

Pre-approvals issued by the CFO of Wolters Kluwer N.V. or Global Head of Internal Audit on behalf of the Audit Committee must be reported to the Audit Committee in the next Audit Committee meeting. For each Audit Committee meeting, the External Auditor will provide the Audit Committee with a schedule of pre-approved services, and the Chair of the Audit Committee will review and sign off on a schedule of pre-approved services for the previous period.

5. The External Auditor

5.1 Responsibility of the External Auditor

The External Auditor will maintain a quality control system that provides reasonable assurance that its independence will not be impaired. The External Auditor will report periodically, at least annually, to the Audit Committee on all aspects concerning independence, including possible conflicts with this Policy, if any. The External Auditor will annually confirm its independence in writing. Furthermore, the External Auditor will annually report to the Audit Committee on the External Auditor's system of audit quality controls in general, the outcomes of external quality reviews of the External Auditor's firm and the Wolters Kluwer lead partner in particular, and on the audit quality control measures for the audit of Wolters Kluwer in particular.

The External Auditor will ensure that its firm will be registered with the Dutch Authority for the Financial Markets (AFM) in due time. Any changes in this registration will be reported immediately in writing to the Audit Committee.

5.2 Rotation of Ultimate Responsible Audit Partner and Key Assurance Partner

Wolters Kluwer requires the External Auditor to adhere to a rotation policy that is widely accepted and provides an appropriate balance between continuity (effectiveness and efficiency, audit quality and audit costs), risk management, independence, and credibility. This implies a rotation of key audit partners in accordance with applicable domestic and international rules. More specifically, rotation of the lead partner (Ultimate Responsible Audit Partner) of the Wolters Kluwer N.V. audit is required after a maximum period of five years from their appointment date into this position. The lead partner may not rotate to a different position within the Wolters Kluwer audit team within a period of five years. Other Key Assurance partners, either at Wolters Kluwer group level or partners signing off audit opinions of significant Wolters Kluwer entities are required to rotate from their position after a maximum period of seven years. None of these Key Assurance Partners may rotate to a different position within the Wolters Kluwer audit team within a period of three years.

6. Services provided by the External Auditor

For this Policy, a distinction is made between audit services, audit-related services, and non-audit services.

Contingent fees are fees calculated on a predetermined basis relating to the outcome or result of a transaction or the result of the work performed. A contingent fee charged by the External Auditor in respect of an engagement may create self-interest and advocacy threats. Contingent fee arrangements (direct or indirect) for audit engagements are not allowed. In some circumstances for non-audit services, contingent fees are allowed under local rules and regulations. Contingent fee arrangements are subject to approval by the CFO of Wolters Kluwer N.V. (or by the Global Head of Internal Audit) to a maximum of EUR 50.000; for higher amounts, Audit Committee approval is required.

All annual engagements for **audit services** for Group audit and local statutory audits to be provided by the External Auditor require pre-approval by the Audit Committee. Any additional requirements for **Group audit-related out-of-scope activities and (changes to) statutory audits** will be submitted and delegated to the CFO of Wolters Kluwer N.V. or the Global Head of Internal Audit for approval up to an amount of EUR 250.000.

6.1 Audit services

Audit services are part of the annual engagement process for the Group audit. The External Auditor is appointed to perform audit services as listed below and does not need to go through a pre-approval process by the Audit Committee for each engagement under the Group audit engagement.

Audit services are:

- Issuing the audit opinion for Wolters Kluwer NV's consolidated financial statements.

- Issuing the audit opinion for Wolters Kluwer NV's company-only financial statements.
- Issuing the audit opinion on the statutory financial statements of Wolters Kluwer N.V.'s subsidiaries, where legally required and in scope of the External Auditor's engagement.

According to article 1 definitions ViO, an audit service entails a service:

a) that is provided for the purpose of external users or the Supervisory Board;
b) of which the activities to be performed are aimed at verifying information of which the responsible party gives account;
c) where the nature of the activities corresponds with the activities included in the Standards NV COS 000N – 3999; and
d) to which the Standards NV COS below or Standards that are alike in nature and size apply:
   1° Standards 000N – 999, Audits of Historical Financial Information;
   2° Standards 2000 – 2699, Reviews of Historical Financial Information;
   3° Standards 3000 – 3999, Assurance Engagements other than Audits or Reviews of Historical Financial Information; or
   4° Standard 4400, Engagements to Perform Agreed-Upon Procedures Regarding Financial Information.

As part of the annual engagement process, the scoping of the (statutory) audits has been approved. Any additional requirements for statutory audits will be submitted to the CFO of Wolters Kluwer N.V. or the Global Head of Internal Audit and will be assessed and approved at that level and no pre-approval by the Audit Committee is required for these engagements.

As part of the annual engagement process, the audit approach, materiality, key audit matters, and scoping of the Group audit and (local) statutory audits have been approved. Any additional requirements for Group audit-related out-of-scope activities and (changes to) statutory audits will be submitted to the CFO of Wolters Kluwer N.V. or the Global Head of Internal Audit for approval and no pre-approval by the Audit Committee is required for these engagements, unless these services are a significant change to the audit approach and/or are exceeding a value threshold (> EUR 250.000).

6.2 Audit-related services

Audit-related services are assurance and related services that are reasonably related to the performance of audit and assurance services, or other work traditionally provided to Wolters Kluwer by the External Auditor in its role as external auditor. These services typically result in a certification or specific opinion on an investigation (often so-called review and/or agreed-upon procedures engagements).

Audit-related services include:

- Opinions / audit reports on other information provided by the company upon request from a third party (e.g. a prospectus, comfort letters, royalty audits, or a report on employee benefit plans);
- Opening balance sheet audits of acquisitions;
- Closing balance sheet audits of disposals;
- Sustainability reviews and audits;

- Special purpose IT audits or IT auditors' review of set-up of IT systems;
- Issuing review opinions on interim financial statements or reports of factual findings (COS 4400 or an equivalent) on interim financial statements.

All engagements for **audit-related services** to be provided by the External Auditor require pre-approval by the Audit Committee (or delegated to CFO of Wolters Kluwer N.V. or Global Head of Internal Audit up to an amount of EUR

6.3 Non-audit services

The External Auditor is not allowed to perform non-audit services for Wolters Kluwer and its controlled subsidiaries (in accordance with Dutch and international rules on auditor independence), except for limited services mentioned in 6.3.1 below. For engagements involving Dutch entities of Wolters Kluwer or the Dutch member firm of the External Auditor, a total prohibition of non-audit services applies. This total prohibition implies that in relation to the EU PIE and its related entities (parent undertakings and controlled undertakings) only services that meet the definition of audit services according to the Regulation on Auditor Independence in Assurance Engagements (article 16 ViO) are permitted. This essentially means:

- Non-audit services may not be provided to Wolters Kluwer N.V. by any member firm of the External Auditor;
- Non-audit services may not be provided to any Dutch controlled undertaking of Wolters Kluwer, by any member firm of the External Auditor;
- Non-audit services may not be provided to any controlled undertaking of Wolters Kluwer, by the Dutch member firms of the External Auditor.

In all instances, written pre-approval from the Audit Committee is required, together with the threats and safeguards analysis. Before the External Auditor can accept an engagement to provide a non-audit service, the Audit Committee needs to concur with:

- The External Auditor's conclusion that the provision of the service will not create a threat to independence, or that any identified threat is at an acceptable level or, if not, will be eliminated or reduced to an acceptable level; and
- The provision of that service.

6.3.1 Non-audit services – Allowed

Except for the situation of the total prohibition described above, the External Auditor is permitted to perform certain non-audit services after approval. As a general rule, these services are only permitted provided that the External Auditor is not actively engaged in making management decisions or that could result in a situation where the provision of the service may result in a self-review threat.

The provision of a tax advisory or tax planning service is prohibited if the service might create a self-review threat. There is, however, an assumption that the provision of a tax advisory or tax planning service will not create a self-review threat if the service:

- is supported by a tax authority or other precedent;
- is based on an established practice (being a practice that has been commonly

used and has not been challenged by the relevant tax authority); or
- has a basis in tax law that the External Auditor is confident is likely to prevail.

Therefore, such service would be considered permissible if all other threats created are at an acceptable level. See also 6.3.2.

All engagements for **non-audit services** to be provided by the External Auditor require pre-approval by the Audit Committee.

6.3.2 Non-audit services – Prohibited

The External Auditor is prohibited from providing to Wolters Kluwer the following categories of non-audit services at any point during the audit and professional engagement period:

- Provision of tax services relating to:
  - Payroll tax;
  - Customs duties;
- Advising on tax matters where a significant purpose is tax avoidance, and the treatment is not likely to prevail under tax law or regulation;
- Tax calculations for preparing accounting entries;
- Services that involve playing any part in the management or decision-making of the audited entity;
- Bookkeeping and preparing accounting records and financial statements, as well as preparing sustainability reporting;
- Payroll services;
- Designing and implementing internal control or risk management procedures related to the preparation and/or control of financial information or financial information technology systems;
- Legal services, with respect to:
  - Provision of general counsel;
  - Negotiating on behalf of the audit client;
  - Acting in an advocacy role in the resolution of litigation;
- Representing an audit client before a tribunal or court;
- Acting as an expert witness (exception for court-appointed and certain class action suits);
- Services related to the audit client's internal audit function;
- Services linked to the financing, capital structure and allocation, and investment strategy of the audit client, except providing assurance services in relation to the financial statements, such as the issuing of comfort letters in connection with prospectuses issued by the audit client;
- Promoting, dealing in, or underwriting shares in the audited entity. Advising on investing in the client's securities;
- Human resources services with respect to:
  - Management in a position to exert significant influence over the preparation of the accounting records or financial statements, which are the subject of the statutory audit, where such services involve:
    - Searching for or seeking out candidates for such positions, or
    - Undertaking reference checks of candidates for such positions;
  - Structuring the organization design;
  - Cost control;
- Recruiting services that relate to 1) recommending the person to be appointed,

or 2) advising on the terms of employment, remuneration or related benefits of a particular candidate, with respect to the following positions:
    - a director or officer of the entity, or
    - a member of senior management in a position to exert significant influence over the preparation of the client's accounting records or the financial statements on which the External Auditor will express an opinion;
- Providing any non-audit service that might create a self-review threat;
- Any other service that the Executive Board of Wolters Kluwer N.V. determines is not permissible.

The following non-audit services may be acceptable in certain jurisdictions, but, for the purpose of the Policy and consistency across Wolters Kluwer, are, in principle, not allowed:

- Tax compliance work;
- Tax advisory services including tax planning (except for services as mentioned in section 6.3.1), including:
    - Representation in (tax) courts;
    - Recommending aggressive tax position transactions;
    - Tax services to certain persons serving in financial oversight roles.
- Identification of public subsidies and tax incentives, unless support from the statutory auditor or audit firm in respect of such services is required by law;
- Support regarding tax inspections by tax authorities, unless support from the statutory auditor or audit firm in respect of such inspections is required by law;
- Calculation of direct and indirect tax and deferred tax;
- Valuation services, including valuations performed in connection with actuarial services or litigation support services.

7. Miscellaneous

7.1 Hiring arrangements

Wolters Kluwer and the External Auditor agree on a restricted hiring policy:

- Wolters Kluwer will not hire, in a financial reporting oversight role, partners or key senior professional staff members of the External Auditor involved in the Wolters Kluwer audit within the last year, or the last three years for (key assurance) partners, unless they have provided less than 10 hours of actual service. A financial reporting oversight role is a role in which a person is in a position to or does exercise influence over the contents of the financial statements or anyone who prepares them.
- The External Auditor will not hire senior management from Wolters Kluwer for involvement in the Wolters Kluwer audit within two years after termination of their employment with Wolters Kluwer.

7.2 Disclosure of fees

Wolters Kluwer N.V. will disclose the audit and non-audit fees incurred for professional services provided by the External Audit firm for the last two fiscal years in the Annual Report. In this disclosure, the total fee of the External Auditor will be broken down into the following categories:

- Statutory Audit fees
- Other assurance services
- Tax advisory services
- All other non-audit fees

Communication with the Audit Committee is required when the total fees received from Wolters Kluwer represent more than 15 percent of the total fees received by the External Auditor (fee dependency) in each of two consecutive financial years.

When the statutory auditor or the audit firm provides to the audited entity, its parent undertaking or its controlled undertakings, for a period of three or more consecutive financial years, non-audit services other than those referred to in Article 5(1) of the EU Regulation, the total fees for such services shall be limited to no more than 70 % of the average of the fees paid in the last three consecutive financial years for the statutory audit(s) of the audited entity and, where applicable, of its parent undertaking, of its controlled undertakings and of the consolidated financial statements of that group of undertakings.

7.3 Other matters and exceptions

7.3.1. General

For all other commercial contacts, such as marketing business relationships (for example Alliance Relationships, Teaming Relationships, Prime/Subcontractor Relationships, Vendor Relationships, or Reseller Relationships) between Wolters Kluwer and the External Auditor, pre-approval from the CFO of Wolters Kluwer N.V. or the Global Head of Internal Audit is required. In sensitive situations, the CFO of Wolters Kluwer N.V. and the Global Head of Internal Audit may consult the Audit Committee before approving these contacts. This will also be aligned and validated with the External Auditor.

7.3.2 Publications, surveys and thought-leadership activities

The External Auditor may participate in publications, surveys, webinars and other thought-leadership activities involving Wolters Kluwer only where such involvement does not create, and could not reasonably be perceived as creating, an advocacy, self-review or association threat to auditor independence. Promotional, marketing or endorsement activities are not permitted. Any proposed arrangement requires prior consultation with and approval from the External Auditor's Lead Audit Engagement Partner. Sensitive or borderline cases must also be assessed by Wolters Kluwer and the External Auditor's independence function.

7.3.3 Wolters Kluwer minority participations or joint ventures

For services by the External Auditor to entities in which Wolters Kluwer has significant influence, but no control, Wolters Kluwer management will request local management of these entities to pre-inform the CFO of Wolters Kluwer N.V. or the Global Head of Internal Audit before any engagement will be conducted. This will also be aligned and validated with the External Auditor.

7.3.4 Matters of doubt

In all matters of doubt, either the CFO of Wolters Kluwer N.V. or the Global Head of Internal Audit should be consulted.