

Wolters Kluwer Legal & Regulatory Solutions

Investor Seminar 10 June 2014



When you have to be right

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.

This presentation includes adjusted operating profit figures. Adjusted operating profit is defined as operating profit before amortization and impairment of publishing rights and impairment of goodwill and adjusted for non-benchmark items. For details of non-benchmark items, please refer to our annual report available on our website. Revenues and adjusted operating profit for 2012 have been restated for IAS 19 revised and IFRS 11.

Today's speakers



Agenda



Nancy McKinstry CEO Wolters Kluwer





Wolters Kluwer global divisions

Largest division: 40% of revenues and 39% of adjusted operating profit





Allocating capital to leading, high growth positions Our leading, high growth positions in total grew 7% organically



1) Includes the Finance, Risk & Compliance and Audit, Risk & Compliance units within the F&CS division



Delivering solutions and insights

Improving our customers' productivity and outcomes



Driving efficiencies

Creating global scale and savings in our operations

Restructuring costs included in adjusted operating profit margin





Legal & Regulatory division 70% of divisional revenue from Legal & Regulatory Solutions Legal & Regulatory Division FY2013 Revenues by Segment €1,447 million Corporate Legal **Corporate Legal Services** Legal & Regulatory Solutions **Services** Revenues: €435 million Revenues: €1,012 million 30% Organic Growth: +5% Organic Growth: -3% Legal & Regulatory **Solutions** 70% Adjusted Operating Profit: €313 million Adjusted Operating Margin: 21.6% Capex: €48 million Ultimo FTEs: 7,263



Legal & Regulatory performance

Divisional revenue trend improving as rate of decline in Europe abates; margins impacted by restructuring costs



Legal & Regulatory transformation

Capital allocation towards Corporate Legal Services and digital solutions is driving divisional transformation





Agenda



Stacey Caywood CEO Legal & Regulatory Solutions





Wolters Kluwer Legal & Regulatory Solutions

Leading legal and business compliance worldwide



- No. 1 in Continental Europe and strong specialty provider in the U.S.
- Serving 600,000+ legal professionals in law firms, corporations, government and universities
- Revenues of €1,012 million, with 54% from digital solutions and services
- Strategic portfolio transformation underway
- Investing in faster-growing areas, including digital content and software solutions; business-of-law; corporate counsel and compliance segments
- Continuing to drive operational scale and efficiencies

Geographic presence

Well-positioned across Europe; major position in the U.S.





Key strengths

Comprehensive, expert solutions with local focus and global scale

Trusted Expertise	 Serving professionals for over 100 years with proprietary information, interpretation and analysis created by internal experts and prestigious external authors Law firms, governments and businesses rely daily on our deep expertise
Customer Insight	 More than 500 internal experts creating proprietary content and insights, the majority with legal degrees Longstanding and strong customer relationships Close engagement with customers in product innovation and continuous improvement
Innovative Offerings	 54% of revenue from digital solutions and services All new product development focused on growth segments: Software and workflow tools
Scale and Leadership	 North American and Continental European coverage with network of more than 65 field offices plus distributor channels Ongoing division-wide efforts to drive efficiency with proven results Ability to leverage technology investment

Delivering value in new ways

Leveraging expertise, optimizing new technologies, reaching customers worldwide





Leveraging expertise to drive results Putting insight into action

Solutions to manage regulatory risk and stay in compliance

Legal workflow, practice management, and business development solutions



Leading, specialized expertise in content, insight, and action

Business of Law Practice of Law

Regulatory Compliance



Leading solutions

Delivering increased value to customers



Highly accessible

Expert content delivered in all formats, mainly on subscription basis



Serving a range of professionals

Products tailored to different jurisdictions and workflow needs



A global leader

Leading player in a €15 billion global market; No. 1 in Continental Europe



Source: Wolters Kluwer estimates based on Outsell and public sources. Includes Corporate Legal Services



Our competitive landscape

Market leader in most European countries; strong specialty provider in U.S.



Wolters Kluwer

Market trends

Market shifts create opportunities for growth

U.S. economy recovering; European economy still mixed

Law firms under pressure globally; seeking ways to improve productivity

Corporations doing more in-house; pursuing efficiencies in legal spend

Governments reducing budgets

Increasing regulations supporting demand for compliance and risk mitigation tools

New technologies driving change



Legal & Regulatory Solutions strategy

Focused on growth segments, while driving scale and efficiencies



• Focus on growth areas:

- Extend leading position in law firms
- Expand position in corporate legal and compliance
- Divest, harvest, and prune non-core assets
- Target bolt-on acquisitions to advance growth
- Launch innovative solutions: Deliver greater value to key customer segments through integrated workflow solutions and mobility
- Align cost structure: Continue restructuring programs to right-size cost base and to fund growth and margin objectives



Expand: Rebalancing portfolio

Strategic bolt-on acquisitions and non-core divestments



Revenue divested: approx. €130 million Revenue pruned: approx. €5-7 million per annum



Deliver: Optimizing technology

When you have to be right

Leveraging product concepts, capabilities, and platforms

Digital platforms deployed in multiple countries



Drive: Driving efficiencies

Creating global scale and savings in our operations

			Request a demo	$\begin{array}{c} \downarrow \\ \downarrow $
Sourcing	Technology	Real Estate	Sales Channel & Go to Market	Process & Organization
 Enhance global procurement Consolidate European print Standardize print specifications Leverage global scale and standardization with vendors 	 Extend global scale and capability Platforms (research, specialty compliance) Offerings (e.g., business of law) Infrastructure and back office 	 Participate in corporate real estate and warehouse capacity programs 	 Optimize channel and go to market Channel mix Use of e- commerce SEO and SEM capabilities and Social Media Customer insight to optimize product offering 	 Further automate, standardize and off-shore editorial and production processes Restructure underperforming assets

Financial performance

Rate of revenue decline in Europe abates, supported by digital products



Wolters Kluwer When you have to be right

Legal & Regulatory Solutions - Summary A global leader transforming for growth

Focused on Legal and Regulatory professionals

Large addressable market with opportunities for growth

Leading positions and highly recognized brands

Global reach and opportunity

Portfolio transformation underway

Leveraging expertise in new value-added offerings



Agenda



Giulietta Lemmi CEO Italy, Legal & Regulatory Solutions





Legal & Regulatory Solutions - Italy

Innovative market leader, transforming in the midst of economic crisis



- No. 1 player in Italy with a comprehensive product offering
 - Highest brand awareness
 - Innovative products and go-to-market strategy
 - Largest structured distribution network in Italy
- Rapid transformation over past few years
 - Digital content and software from 54% in 2009 to 63% in 2013
- Transformation program continues, with current focus on
 - Shifting towards legal software and other growth segments
 - Reshaping the cost base through automation and offshoring



Leader in all professional segments

Highest market penetration thanks to a broad product portfolio

Our Customers

- Over 50,000 law firms, including all of the top ten firms in the market
- Over 45,000 tax firms
- More than 5,000 municipalities across Italy
- All main government institutions:
 - The Congress

Wolters Kluwer

When you have to be right

- The Prime Minister's office



Some Facts

- Circa 500 employees serving all professional segments across Italy
- Offices in Milan, Turin and Rome
- Leading online information provider in the market
- #1 in Legal, Tax and Accounting with strong, well respected product brands
- Broad product portfolio: digital software, services

Our Solutions

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ore: CEDAM Autor: Cristiano Busco, Data di pubblicazione: Autori: Anton a di pubblicazione: Elena Giovannoni, Angelo moggio 2014 Editore: IPSC	Edizone: VII
pro 2014 Riccabeni Data di publi Editore: IPSOA maggio 2014	Edizone: VII





Shift from traditional to digital solutions *The "best of breed" digital offerings in the market*



- Distinctive and extensive offering for lawyers and tax advisors
- Today all our content is available in digital form, and continues to be enriched and extended to mobile offerings
- Multi-target, accurate and constantly up-to-date online databanks
- Industry-leading legal software solutions, leveraging Wolters Kluwer's Kleos platform
- Growing number of professional services, including e-learning and digital marketing

A digital and recurring business Significant shift towards digital solutions





Our competitive landscape

No. 1 in Italian legal and tax information solutions





Market trends

Italian economic backdrop has magnified sector trends seen elsewhere

Global Trends

U.S. economy recovering; European economy still mixed

Law firms under pressure globally; seeking ways to improve productivity

Corporations doing more in-house; seeking efficiencies on legal spend

Governments reducing budgets

Increasing regulations driving demand for compliance and risk mitigation tools

New technologies driving change

Local Trends in Italy

- Economic uncertainty
 - 2014 GDP forecast 0.4% (OECD)
- Law firm billings down
 - Forcing firms to resize
 - Number of firms down -12% (2013 vs. 2008)
- Legal and fiscal reforms expected
 - Regulation in different sectors
 - Tax system review
- Government continues to seek efficiencies in supplier contracts
- Growing request of compliance services led also by the regulation in several industries
- The new mandatory rule on e-justice accelerates the penetration of legal software


Strategy in Italy

Focused on growth segments to transform the business



- Invest to expand our positions in growth segments, including
 - Legal software (Practice of Law), leveraging the new e-justice system mandated in Italy
 - Marketing services for legal professionals
 - Regulatory compliance software
- Prune and harvest loose-leafs, journals and books
- Develop a "hub" through which customers can access multiple solutions that support the legal workflow
- Use online "freemium" model to build on the "preferred web destination for professionals"
- Transform go-to-market towards digital and boost e-commerce penetration
- Further leverage global technology platforms
- Continue to automate or off-shore editorial and other processes



Expand: Preferred web destination for professionals

4 million visitors per month and 750,000 registered users

Altalex: Legal Freemium Portal



Consumer Portal



Expand: Business of law

Digital professional marketing services for emerging needs



Play Video >>



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Deliver: Software as a "hub"

L&R Italy digital offering to support the professional workflow



Kleos as the hub for services, content and tools along the whole Wolters Kluwer offering

- Legal agenda
- Outlook integration
- Legal procedures management
- Bridge between content and tools

- E-justice
- Mobility
- Legal acts drafting
- Knowledge management
- Collaboration

- Core research
- How-to content
- "Quotidiano Giuridico"
- Digital journals
- Digital libraries and commentaries

Drive: Driving efficiencies

Reducing editorial and production costs through process re-engineering and automation



Process Re-engineering

- "Digital first" as the baseline for production process to reduce lead time and time to market
- Complete overhaul of the "author to product" flow to drive efficiency across the organization



Increased Automation

- Primary source and jurisprudence enrichment to manage in real time the transformation "from data to information"
- Customized Wolters Kluwer Natural Language Processing Semantic service in the cloud to support sophisticated text-mining for highly contextualized information



Italy - Summary The digital answer for the professional

Focusing on high growth areas:

- Drive product innovation to deliver new and enhanced value to key customer segments
- Leverage our web leadership
- Provide actionable and reliable content
- Extend leadership in software

Support growth and drive profitability through operational excellence



Agenda





Agenda



President and CEO Legal & Regulatory Solutions, North America





Legal & Regulatory Solutions - United States

Transforming for growth in today's dynamic legal and compliance markets



- Specialized provider of information and workflow solutions for legal and regulatory professionals in law firms, corporations, federal government, and healthcare administration
- Leading positions in securities law, tax law, IP law, antitrust law, legal education, healthcare regulatory compliance & reimbursements and related current awareness
- Responding to market need for efficiencies in workflow by transforming our expertise into digital solutions and services
- Expanding focus on corporate legal needs in new client-centric legal services model
- Shifting towards digital products, now 51%* of revenues and growing

* Excluding Legal Education textbooks



Well-established in key practice areas

Recognized leader in high-value legal secondary source and compliance

Our Customers

- Broad segment of law firms including 100% of AmLaw 250
- Major corporations, including 95% of Fortune 100. Serving corporate counsel, HR, payroll, and compliance
- Law School academics and students including 100% of top 100 U.S. law schools
- Large hospital and healthcare networks, including top 50 U.S. hospitals
- Federal and state government

Some Facts

- Founded in 1913 under the CCH name
- 700 employees
- 3,500 external authors
- Offices in multiple U.S. cities including New York and Chicago; Intl offices in London and Alphen
- Recognized leader in highly valued secondary source and compliance content, accessible through a variety of channels and devices
- Coverage across all 50 states and 200+ global jurisdictions

Our Solutions

 Recognized product brands include CCH, Aspen, Kluwer Law International, ComplyTrack, MediRegs

Intelli Connect®





Expertise tailored to legal professionals

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Intelligent workflow solutions, actionable insights, current awareness, practice tools and services

Health Reform Knowledge Center

Kluwer Arbitration



(contact customer help center

General Counsel Navigator



Daily Reporting Suite





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Evolving portfolio

Significant shift towards digital and recurring revenue



Serving growing and strategic practice areas

Demonstrated expertise and market recognition in highly valued and growing areas of legal services



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When you have to be right

Our competitive landscape

Strength in specialized practice areas: securities, tax, IP, antitrust

Segment	Wolters Kluwer	Thomson Reuters	Reed Elsevier	Bloomberg BNA	Others
Analytical Content in Targeted Practice Areas (securities, tax, IP, antitrust)					
Practice Specific Workflow Tools in Wolters Kluwer targeted practice areas		C			
Targeted Current Awareness					
Legal Education Textbooks		0		0	
Primary Source					
Within Wolters Kluwer Addressable Market: Low Key: content coverage/ expertise Key: coverage/ expertise Low Low Coverage/ expertise Key: coverage/ Cov					



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Market trends

While market conditions continue to challenge, emerging opportunities align with U.S. values

Global Trends

U.S. economy recovering; European economy still mixed

Law firms under pressure globally; seeking ways to improve productivity

Corporations doing more in-house; seeking efficiencies on legal spend

Governments reducing budgets

Increasing regulations driving demand for compliance and risk mitigation tools

New technologies driving change

Local Trends in United States

- Number of licensed attorneys continues to grow;
 1.26 million in 2013
- 88 law firm mergers and acquisitions in 2013, up 47% and a record high
- Corporate counsel in-house spending grew 19% from 2011 to 2013 while law firm billings were essentially flat for same period
- First year law student enrollments down 11% in Fall 2012, and down 24% from Fall 2010
- 2014 LSAT takers up 1.1% over prior year first increase since June 2010
- Lawyers using cloud-based services jumped from 21% in 2012 to 31% in 2014
- Affordable Care Act has approx. 400K words and has generated over 11.5m words in related regulations to date

Strategy in the United States

Focused on key segments to leverage strong market position



- Grow position in law firms, corporate legal, regulatory compliance by serving key segments
- Transform product portfolios to create compelling, targeted practice specific solutions
- Continue to deliver practical insights that drive value in not just the practice but also the business of law
- Further develop workflow and knowledge tools to focus on intrafirm/firm-client collaboration in Securities, Tax, & IP
- Leverage existing platforms for new offerings to drive speed to market and cost savings
- Continue to drive efficiencies via outsourcing, operational enhancements, streamlining back office



Expand: Portfolio rebalancing

Select divestments and targeted investment

Select Divestments

- 2010: Summers Press single product offering focused on HR professionals
- 2013: Best Case single product offering focused on bankruptcy filings for small law firms

Investments Focused on Growth Segments

- Focusing resources on growth segments: law firm, corporate counsel, corporate and healthcare compliance
 - Specialized marketing functions
 - Specialized domain experts
 - Realignment and expansion of sales teams
- All new product development supports segments above
- Continuous process to shift cost base from non-growth segments to growth



Deliver: Specialized offerings, Securities example

Market events create opportunity for greater value



Legal Research (Primary and Secondary)

Securities Act Handbook (Redbook) Since 1933 Virtually the entire library of U.S. securities laws and regulations in a single-source format

ResearchRBsource - Since January 2012ProductivityElectronic and mobile securities resource

Current Awareness **Securities Reg Daily -** *Since December 2012* Actionable timely insight on industry issues

Workflow Solutions

RBsourceFilings - *August 2014* Comprehensive approach to SEC filings in an integrated solution



RBsource demo

An all-in-one online securities law resource

Introducing RBsource, the all-in-one online securities law resource, powered by The Securities Redbook.





Deliver: Current Awareness Dailies Suite

Breaking legal news in nine key practice areas



- Keeps professionals up to date with developments in their area of practice
- Helps law firms identify new business opportunities (business of law)

Drive: Continued optimization

Significant reduction while launching new products



Structural Realignment

- Shifted resources from non-core businesses to businesses with greater growth potential
- Shifted certain operations to Wolters Kluwer shared teams (e.g., back office applications and infrastructure; finance; technology platform support)



Process Standardization

- Continuous process reengineering and automation in Editorial & Production
- Offshoring selected production processes

Reduced total headcount by 19% in 2013, mainly in content production, managerial overhead, and resources supporting lower growth businesses



United States - Summary

Well-positioned to meet the demands of an evolving marketplace

U.S. legal and regulatory market shows growing demand for transformative services in areas of Wolters Kluwer expertise

Focused investment on high growth segments where we have market leadership and can readily expand opportunities

Recognized domain expertise now extended to software and workflow solutions in critical areas of law

Leverage global platforms and continued operational enhancements for efficient and effective growth



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Frank Vrancken Peeters CEO Netherlands, Legal & Regulatory Solutions





Legal & Regulatory Solutions - Netherlands

Market leader, nearing the end of a restructuring phase



- Market leader in legal, regulatory, tax and accounting in a fundamentally healthy professional service market
- Nearing the end of a transformation program - focused portfolio, investing in customer experience and achieving operational excellence
- Migration from print to online well underway. Focus is now on delivering tools and software to improve customer efficiency



Market Leader in Legal, Tax and Accounting

Strong heritage, full service offering and broad customer base

Our Customers	Some Facts	Our Solutions	
<image/> <image/> <image/> <image/> <image/> <image/> <image/> <image/>	 Founded in 1836 Circa 600 employees working with 3,500 authors serving 16,000 lawyers, 20,000 accountants and 12,000 tax advisors Offices in Alphen aan den Rijn and Deventer Largest online publisher in the Netherlands Market leader in Legal, Tax and Accounting Full product range: books, journals, online databases, tools, software, services 	<image/> <section-header><section-header></section-header></section-header>	

Wolters Kluwer

When you have to be right

Leading in Author Relations

Investing to attract and retain the very best authors

	Shop Informatieoplossingen Klantenservice Auteur@Kluwer Ove	r Kluwer
Auteurs en Kluwer	Auteur worden Voor auteurs Onze uitgevers	<u>م</u>
5		
	Ramón Wernsen MFP, CFP Eigenaar en consultant Financial Planning 4 All Financieel planner Persist Global Wealth Management / Financial Planning *Als je niet aan planning doet, bereik je nooit je doelen, wensen en dromen"	 > drs. Yvette de Beer > drs. Tim de Bondt > mr. Jan van den Broek > ing. Jos Dolstra > mr. Heleen Elbert
ossingen voor financieel dien	rur voor banken en verzekeraars en hij biedt met de ICT-tak van Persist stverleners. 'Ik noem mijzelf ook wel financieel regisseur. Dat betekent dat financiële vraagstukken van mijn klanten bewaak.'	 mr. Fatih Ibili mr. Frits van der Kamp CFP mr. Gerben Kor mr. Solke Munneke Marjol Nikkels
	niet aan planning doet, bereik je nooit je doelen, wensen en dromen. 'Dit ze brochure die we aan klanten geven. Deze brochure noemen wij 'het a te denken over hun wensen, doelen en dromen voor nu en later. Als je	 > prof. mr. Willemien den Ouden > dr. Kees Verhaar > Ramón Wernsen MFP, CFP
omboek'. Het helpt klanten na	altijd leven in de waan van de dag.'	> Jan Wietsma

Wolters Kluwer

When you have to be right

AUTHORS' FIRST CHOICE

Would you recommend working with Kluwer? (Net Promoter Score 2014)





Our competitive landscape

No. 1 in Legal, Tax and Accounting information solutions





Local developments in line with global trends

Structural change providing new business opportunities to add value

Global Trends

U.S. economy recovering; European economy still mixed

Law firms under pressure globally; seeking ways to improve productivity

Corporations doing more in-house; seeking efficiencies on legal spend

Governments reducing budgets

Increasing regulations driving demand for compliance and risk mitigation tools

New technologies driving change

Local Trends in The Netherlands

- International hub with a well-developed service industry. Anglo-Saxon style, test-bed for Continental Europe
- Despite challenging economic conditions, professional services industry has been relatively stable, with growth in specialized firms
- Large firms and corporations are digitalminded and very open to exploring new technologies, services and business models
- Government is actively promoting information access, raising the bar for our information solutions

Strategy in the Netherlands

A strong focus on three key themes



Portfolio Management:

- Reduce non-core activities and focus on legal, tax and accounting
- Invest in technology driven solutions with global potential

Customer Experience:

- Tailor to segment needs
- Expand offering across customer workflow
- Focus on return on investment for customers

OPEX actions:

 In-country and global initiatives to support investments in innovations and improve financial performance



Expand: Portfolio management to bring focus

Non-core businesses have been divested. Acquisitions in high growth segments complement our digital portfolio



Expand: Increasingly digital

Significant transformation towards digital and recurring revenues





Deliver: Innovation focus

Three dimensions: market expansion, adding value to core information offering, improving efficiency (ROI) of legal services



Source: Annual Report Dutch Bar Association 2013, SBA Factsheet Netherlands 2013 - European Commission



Deliver: Kluwer Navigator

To address core information needs: "When you have to be right"

Navigator is on Wolters Kluwer's global platform, Global Atlas





Deliver: Kluwer Navigator

Investments to improve user experience and grow usage

Professionals spend 8 hours per week searching and reading information

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1995	1998	2012	2014

Net Promoter Score (NPS)



Wolters Kluwer

When you have to be right

- NPS Delta Wolters Kluwer vs. competition From 2012 to 2013: 22% usage growth
 - 13,500 visits, 20,000 searches and 55,000 DocViews per day

Navigator Facts

 Navigator contains 3.8 million documents with 1,000 new documents added per day

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Deliver: SmartDox

Example of our innovation focus - clear ROI for our customers

SmartDox Screenshot





SmartDox Value Proposition

- Customers seek time and efficiency gains for tasks with limited value add like contract drafting
- SmartDox serves large/midsized law practices and corporate legal departments
- A decision tree leads users through the drafting process
- Launched in 2013 and already a number of key customers have signed up (3 of top 10 firms)



Drive: Excellence in editorial & production

Media independent, standardized content creation processes

Traditional content creation

Full service model







- 10 different production processes
- No standardization
- Complex tooling for editors
- Labor intensive
- Prone to errors
- Poorly meta-dated content

CREATOR







- Creator is a MSWordlike editor, easy to use for authors and editors
- Operational activities can be offshored
- Our role changed into monitoring and controlling



Drive: Excellence in editorial & production

Business benefits in cost, time-to-market and content enrichment



Netherlands - Summary

Transformation delivering major financial and organizational impact

Impact of Transformation Program 2009 - 2014

Almost 70% revenue in digital solutions and services

80% recurring revenue

More than 90% of portfolio is focused on legal, tax & accounting

Significant improvements in organic revenue trend and adjusted operating profit margin

50% reduction in FTEs with now 40% staffed in "digital" roles (online, sales, business development) versus 20% in 2009



Agenda





Summary Legal & Regulatory Solutions

- Transforming Legal & Regulatory division
 - Allocating capital to Corporate Legal Services and digital solutions
 - Investing in growth segments of Legal & Regulatory Solutions while managing print decline
- Clear market leader in Continental Europe; strong specialty player in U.S.
 Gaining share in Europe in challenging economic environment
- Competitive advantage created by deep domain expertise based on proprietary analytical content in both Europe and U.S., combined with technology, deep customer insight, and ability to leverage scale
- Continuing to drive efficiencies and leverage investment across borders





Q&A

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Thank you

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