

## Short Report

of the General Meeting of Shareholders of Wolters Kluwer N.V., held on Thursday, April 20, 2017 at 11.00 a.m. in Amsterdam, The Netherlands.

Chairman: Mr. P.N. Wakkie

Secretary: Mr. M.C. Thompson

According to the attendance record, 2,495 shareholders are present or represented, who could jointly cast 201,975,500 votes, representing 70.25% of the issued share capital.

Furthermore, Ms. McKinstry and Mr. Entricken are present on behalf of the Executive Board and Messrs. Wakkie, Angelici, Forman, Hooft Graafland, Noteboom, and Meses. Horan and Russo are present on behalf of the Supervisory Board.

The meeting is also attended by a number of guests.

---

### 1. OPENING

The Chairman opens the meeting and welcomes those present, including the external auditor and the notary.

The Chairman observes that all stipulations of the Articles of Association in relation to convening the meeting have been complied with, as a notice has been published on the corporate website of the company on March 8, 2017, which has been made public by means of a press release. Shareholders recorded in the shareholder's register have been called by letter to attend the meeting. As the requirements of the Articles of Association have been fulfilled, the present meeting can pass legally valid resolutions.

### 2. 2016 ANNUAL REPORT

- a. **Report of the Executive Board for 2016**
- b. **Report of the Supervisory Board for 2016**
- c. **Execution of the remuneration policy in 2016**

### 3. 2016 FINANCIAL STATEMENTS AND DIVIDEND

- a. **Proposal to adopt the Financial Statements for 2016 as included in the Annual Report for 2016**
- b. **Explanation of dividend policy**
- c. **Proposal to distribute a total dividend of €0.79 per ordinary share, resulting in a final dividend of €0.60 per ordinary share**

Agenda points 2 and 3 are addressed jointly.

Ms. McKinstry, CEO and Chairman of the Executive Board, gives an introduction. The summary of this introduction is distributed at the meeting.

Subsequently, Mr. Forman, Chairman of the Selection and Remuneration Committee, gives a short introduction with regard to agenda item 2c, execution of the remuneration policy in 2016.

The Chairman states that the VEB has sent a letter with questions to the large Dutch accounting firms, ahead of the annual shareholders meetings. In connection with this letter, the external auditor, Mr. Dielissen, wishes to give an explanation on the activities of Deloitte in relation to the audit over 2016.

Mr. Dielissen explains that Deloitte Netherlands has centrally managed the audit and the foreign Deloitte branches audited the significant components abroad. These significant components are located in Europe (15), in America (9) and South America (1). With regard to the audit activities of the foreign Deloitte branches, Deloitte has been extensively involved with the control, execution and reporting of the audit tasks. This included among other tasks, the sending of the audit instructions, regular conference calls, attending the closing meetings to discuss the audit findings and the file reviews. Mr. Dielissen illustrates that the scope has resulted in a coverage of 77% of the revenues, 98% of profit before tax and 85% of the balance sheet total. For the remaining components the group audit team performed a combination of analytical procedures and specific control activities. Then, Mr. Dielissen indicates that the materiality was EUR 40 million. This is higher than the materiality in 2015 as a consequence of the increased profitability of Wolters Kluwer and the fact that 2015 was the first year Deloitte acted as auditor of Wolters Kluwer. The components have been audited with lower materiality levels which did not exceed EUR 20 million. The materiality has been determined based on 6% of profit before tax. Deloitte allocated an amount of EUR 2 million to report the observed audit differences to the management and the Audit Committee. Referring to pages 151-153 of the 2016 Annual Report, Mr. Dielissen mentions that in 2016 the key audit matters included internal audits, revenue recognition, significant acquisitions, impairment of goodwill and publishing rights and the tax positions. During the year Deloitte regularly met with the Executive Board and the Audit Committee and reported 4 times a year to both the Executive Board and the Audit Committee and has issued an audit opinion and a management letter. On corporate governance, Mr. Dielissen explains that the “comply or explain” rules have been explained in the 2016 Annual Report and are compatible with the Financial Statements. Further, Deloitte performed detailed reconciliations between the financial information in the 2016 Annual Report and the explanations in the Financial Statements, the detailed audit procedures and the internal management reports.

The Chairman gives those present the opportunity to ask questions and offer comments on the Report of the Executive Board, the Report of the Supervisory Board, including the remuneration policy, and the Financial Statements for 2016.

Ms. Hanekroot (representing VBDO) congratulates the company with its inclusion in various sustainability indices. Ms. Hanekroot asks whether Wolters Kluwer plans to undertake activities to mitigate possible negative impacts of the use of its products and services on the environment. For example electronic devices, paper, or energy consumption. Subsequently, Ms. Hanekroot refers to the Book Chain project, an

initiative supported and endorsed by Pearson, Cambridge University Press and RELX Group, providing knowledge and tools on the handling of paper and chemical waste. In this context, Ms. Hanekroot asks whether the company makes use of these tools. Finally, Ms. Hanekroot references the six Sustainable Development Goals (SDGs) indicated as important for the company by Wolters Kluwer and asks how the company is progressing with these goals.

Ms. McKinstry replies that the most critical element in the company's sustainability efforts is to drive digital product growth, which is in line with its business strategy, but also greatly reduces paper consumption. Only 15% of the revenues come from print. 74% of the printed products use certified paper. The company is also moving its products to the cloud, which enhances the utilization of computing capacity and therefore reduces the amount of electricity. Both the focus on digital products and on cloud computing are very much supporting the company's efforts to improve impact on the environment. On the Book Chain initiative, Ms. McKinstry informs that the company is not actively involved since the focus has been to reduce paper consumption. The company will explore whether the tools that the initiative offers might help the company in some regard. In relation to the Sustainable Development Goals, Ms. McKinstry stresses that the company selected the six goals that can have the biggest impact and are close to the core activities of Wolters Kluwer, including health, education, and gender diversity. The company is making good progress on each of those goals.

In relation to digital products, Ms. Hanekroot (representing VBDO) enquires what kind of impact they would have, such as higher requirements for the user, or the need for the user to acquire new technological products to use Wolters Kluwer products, and the related use of energy.

Ms. McKinstry replies that the company's goal is to have its products work with any device the customer may have, smartphones, laptops, or desktops, so customers would not be required to buy new devices. Also, the move into the cloud gives substantial benefits in terms of using capacity of computing power, which should reduce the overall usage of energy on the part of customers. On the SDGs, the company will look into what was mentioned by Ms. Hanekroot, and in next year's Sustainability Report the company expects to give more clarity on some other targets.

Mr. Yetsenga (representing Achmea Investment Management, and also speaking on behalf of Menzis, Robeco and APG) has two questions. First, he refers to the statement in the Annual Report on continuing to strengthen the security and instant response plans through 2017. In this regard, Mr. Yetsenga asks what the company is planning to do and what kind of impact a cybersecurity and data privacy breach might have on customers and possibly on the company's share price. Mr. Yetsenga also enquires about the remuneration policy, which was put to the vote in its entirety lastly at the AGM in 2004, and an amendment to the remuneration policy lastly at the AGM in 2011. He suggests to put the remuneration policy to the vote in next year's AGM. In that context Mr. Yetsenga asks how the remuneration policy would be reviewed in connection with the return on capital employed, the return on invested capital and the total shareholder return.

On the question about security, Ms. McKinstry emphasizes that the company executes ongoing initiatives to strengthen its efforts to reduce cyber risks. Some examples of these initiatives are application security, end user devices that employees use and ongoing training of employees. Further, the company performs a series of audits throughout its operations on the issue of cyber security. In addition, the company is preparing its compliance with the new European data protection requirements coming into force next year.

Mr. Forman explains that any changes to the remuneration policy would be submitted to the AGM.

Mr. Vreeken (representing We Connect You, Public Affairs & Investor Relations) compliments the company with its performance. Then he enquires what protective constructions the company has in place to protect against a take-over by private equity and what arrangements the company has with the Dutch government in this respect. Mr. Vreeken suggests that Wolters Kluwer offers its programs to school children and students in order to develop technically qualified people in the Netherlands. Further, Mr. Vreeken refers to the bronze qualification in sustainability and asks when the company will move to silver, and finally gold. He also asks if the company will offer electric bikes to its personnel. Mr. Vreeken enquires what Wolters Kluwer does in terms of offering a good remuneration to its employees in the Netherlands. Finally, Mr. Vreeken suggests that Wolters Kluwer can become a specialist in cybercrime and terrorism by offering training to students and working together with the army and the police.

With regard to the defence measures, the Chairman explains that Wolters Kluwer has a foundation for preference shares which is in line with constructions which have been tested in courts. The discussion of the Dutch government is related to sectors which may impact national safety and security and are therefore not relevant for Wolters Kluwer.

On the training of technology people, Ms. McKinstry explains that the company has a technology center at its headquarters and that the number of Dutch nationals employed in technology rises every year. Many employees ride their bikes to work, but there is no specific initiative on a worldwide basis to offer electrical bikes, as the company's sustainability efforts are linked to its strategy and the focus is on the six Sustainable Development Goals. On the employee income, Ms. McKinstry explains that there is an annual increase of the employee salaries in the Netherlands.

Mr. Verwer (representing the VEB) has five questions on the Annual Report. He has understood that the Legal & Regulatory division is lagging behind in the transition to digital, and asks how the company compares itself to its competitors in this respect. Further, he enquires what growth possibilities the company sees outside of Europe. Third, Mr. Verwer asks how the company looks at the current favourable margin of 70 basis points and whether the company expects to maintain this growth for the long term. With regard to the return on invested capital targets the minimum is 9%, which Mr. Verwer does not find ambitious. He asks whether the company is prepared to increase this target. Lastly, Mr. Verwer points out that the return on invested capital is not part of the short or long term incentive program, and he is of the opinion that it should become part of the company's remuneration policy.

Ms. McKinstry answers with respect to the question on the Legal & Regulatory division, that the possibilities of digital transformation are more constrained than for example in the Tax and Accounting division. This is also the case for competitors in the legal and regulatory markets. The company is happy to see the Legal & Regulatory business coming out of its decline. The focus is on investments in digital products. Digital products grew 6% organic last year. The biggest challenge is to further reduce the percentage of print products related revenue. Almost 40% of the Legal & Regulatory revenues still comes from print products. This percentage is declining at a fairly rapid rate. So, the focus is on continuing the transformation in the Legal & Regulatory division. On the growth possibilities outside of Europe, Ms. McKinstry illustrates that North America is a very important market that is growing faster than the European market. Further, there is good growth in Asia, particularly in India and China. Also the growth in Brazil is starting to come back. The company continues to make investments in those emerging economies.

On the question about margins, Mr. Entricken confirms that the margin improved in 2016 partly due to lower restructuring expenses as compared to the year before and partly due to improving revenues and the move to more digital products. For 2017 the company expects the margins to further improve. Mr. Entricken explains that margin improvement is largely related to the move to digital products. These products tend to have higher retention rates and therefore better margins overall. On the return on invested capital target, Mr. Entricken stresses that it is a very important metric for the management team. It is part of the company's objectives in relation to long term value growth of the company.

Mr. Forman adds that being a non-industrial company, most of the capital is in acquisitions or investments in products and people and that is reflected in the current targets. The company did look at return on invested capital as a potential addition as target. But basic EPS was a better measure. The return on invested capital is part of the discussion in Board meetings in terms of performance criteria.

Mr. Anink compliments the company for the margins and the good quality products offered to its customers. Then Mr. Anink expresses his appreciation that the company has decided to divest the transport services business. Further, Mr. Anink has noted that a Supervisory Board meeting took place in New York, and he has the impression that the emphasis is more and more on the American continent. In that context he asks where the Supervisory Board will hold its meeting this year.

The Chairman confirms that it has been announced that the Transport Services unit is going to be sold. On the balance between continents and Supervisory Board meetings, the Chairman informs that this year the Supervisory Board working visit will take place in Italy, to visit the newly acquired Tagetik business.

There are no further questions.

The Chairman proposes that the report of the Executive Board for 2016 and the report of the Supervisory Board for 2016, including the remuneration policy, as described in the Annual Report, be taken as read, and that item 3a, proposal to adopt the Financial Statements for 2016 as included in the Annual Report for 2016, be put to the vote.

There are 201,684,899 votes in favor of the proposal and 215,643 votes against the proposal. There are 74,746 abstentions.

The Chairman establishes that the Financial Statements for 2016 have been adopted.

The Chairman raises item 3c to be put to the vote. It is proposed to distribute a total dividend of €0.79 per ordinary share, resulting in a final dividend of €0.60 per ordinary share. This is in line with the existing progressive dividend policy.

Mr. Verwer has a question on the dividend policy. He points out that the net debt to EBITDA-ratio is 1.7 while the company's target was 2.5. Mr. Verwer enquires whether the company considers more share-buybacks or maybe even a bonus dividend.

Mr. Entricken confirms that the 1.7 is below target. Mr. Entricken stresses that he is comfortable with the 1.7 ratio and that it gives the company flexibility to improve the dividend as done over the past years, as well as to return money to shareholders via the share-buyback program. The company is in the midst of the three-years term six hundred million share-buyback program. In 2016 the company purchased shares for two hundred million Euro. In 2017, up to now approximately eighty million Euro in shares has been purchased. Mr. Entricken further explains that the company has probably returned approximately 60% of its free cash flow to the shareholders in the form of dividend or share-buybacks. The Executive Board is constantly looking to balance between investing in the business and dividend or share-buybacks. Mr. Entricken believes that the company is striking the right balance with the improved dividend and the share-buyback program.

Mr. Verwer asks if Mr. Entricken can be more specific on how fast the company wants to move towards the 2.5.

Mr. Entricken answers that as Chief Financial Officer, he is more comfortable being below the ratio than above the ratio. So the company will continue to strike that right balance. The company considers the 2.5 ratio a comfortable level because of the recurring nature of the business, the predictability of the cash flows and the high cash conversions that the company enjoys.

There are no further questions. The Chairman puts agenda item 3c to the vote.

There are 201,900,909 votes in favor of the proposal and 356 votes against the proposal. There are 74,133 abstentions.

The Chairman establishes that the proposal to distribute a total dividend of €0.79 per ordinary share has been adopted by the meeting.

#### **4. PROPOSAL TO RELEASE THE MEMBERS OF THE EXECUTIVE BOARD AND THE SUPERVISORY BOARD FROM LIABILITY FOR THE EXERCISE OF THEIR RESPECTIVE DUTIES**

#### **4a. Proposal to release the members of the Executive Board from liability for the exercise of their duties**

The Chairman raises the subject of the release from liability of members of the Executive Board.

There are no questions. The Chairman puts agenda item 4a to the vote.

There are 199,127,196 votes in favor of the proposal and 842,346 votes against the proposal. There are 2,005,746 abstentions.

The Chairman establishes that the proposal has been adopted and that the meeting has released the members of the Executive Board from liability for their duties.

#### **4b. Proposal to release the members of the Supervisory Board from liability for the exercise of their duties**

The Chairman raises the subject of the release of members of the Supervisory Board from liability.

There are no questions. The Chairman puts agenda item 4b to the vote.

There are 199,123,834 votes in favor of the proposal and 842,708 votes against the proposal. There are 2,008,746 abstentions.

The Chairman concludes that the proposal has been adopted and that the meeting has released the members of the Supervisory Board from liability for their duties.

### **5. COMPOSITION SUPERVISORY BOARD**

The Chairman notes that both Mr. Wakkie and Mr. Forman will retire from the Supervisory Board at the end of the meeting, because they will reach the maximum period of three four-year terms on the Supervisory Board of Wolters Kluwer. The Chairman thanks Mr. Forman for his contribution to the Supervisory Board in the past 12 years.

The Chairman explains that the Supervisory Board makes a recommendation to appoint Mr. Frans Cremers and Ms. Ann Ziegler as members of the Supervisory Board. Upon his appointment, Mr. Cremers will succeed Mr. Wakkie as chairman.

#### **5a. Proposal to appoint Mr. Frans Cremers as member of the Supervisory Board**

The Chairman explains that Mr. Cremers has extensive international management experience and in-depth knowledge of the information services sector. In addition, Mr. Cremers has a lot of experience as supervisory board member of listed companies.

Mr. Cremers addresses the meeting by way of introduction.

Mr. Verwer (representing the VEB) enquires about the selection procedure and asks why the decision was made to appoint Mr. Cremers as chairman of the Supervisory Board.

The Chairman explains that the Supervisory Board first investigated whether any of the current member of the Board could take over the position of chairman. The internal conclusion was that there was no internal candidate to succeed Mr. Wakkie. The Supervisory Board then engaged an executive search firm who proposed fifteen candidates. Subsequently, the Board interviewed three candidates. Mr. Cremers was selected due to his background at VNU, his experience of being chairman of a supervisory board of another public listed company (SBM Offshore) and his availability.

Mr. Verwer (representing the VEB) mentions that the VEB knows Mr. Cremers from his board memberships at SBM Offshore, Fugro, Vopak and Imtech. Mr. Verwer emphasizes that the VEB does not question the integrity and skills of Mr. Cremers, but has a comment because of the fact that Mr. Cremers was member of the supervisory board of Imtech since August 2013 (and chairman from April 2015), which company went bankrupt in August 2015. Hence, the VEB does not support the appointment of Mr. Cremers.

There are no further questions. The Chairman puts agenda item 5a to the vote.

There are 200,363,186 votes in favor of the proposal and 1,342,432 votes against the proposal. There are 269,670 abstentions.

The Chairman establishes that the proposal has been adopted and that the meeting has appointed Mr. Frans Cremers as member of the Supervisory Board.

#### **5b. Proposal to appoint Ms. Ann Ziegler as member of the Supervisory Board**

The Chairman illustrates that Ms. Ziegler is Chief Financial Officer of CDW Corporation, an international provider of technology solutions for businesses, governments, and education and health care organizations. She has had multiple roles in finance and corporate development. In addition, Ms. Ziegler has been non-executive director of public companies in the past eight years.

Ms. Ziegler addresses the meeting by way of introduction.

Mr. Yetsenga (representing Achmea Investment Management and speaking on behalf of Mensis, Robeco and APG) enquires about the availability of Ms. Ziegler considering her two other non-executive roles and position of CFO.

The Chairman emphasizes that the Supervisory Board weighed this point in depth, by looking whether Ms. Ziegler will be able to participate in the meetings in the Netherlands, as well as any conference calls for example regarding acquisitions or divestments. Also considering Ms. Ziegler's quality and expertise, the Supervisory Board felt comfortable that she will be able to spend sufficient time on the Board and participate in almost all of the meetings.

There are no further questions. The Chairman puts agenda item 5b to the vote.



There are 191,130,318 votes in favor of the proposal and 10,770,937 votes against the proposal. There are 74,033 abstentions.

The Chairman establishes that the proposal has been adopted and that the meeting has appointed Ms. Ziegler as member of the Supervisory Board.

## **6 PROPOSAL TO RE-APPOINT MR. KEVIN ENTRICKEN AS MEMBER OF THE EXECUTIVE BOARD**

The Chairman explains that Mr. Entricken was first appointed four years ago for a term of four years. Hence it is proposed to re-appoint him. The Supervisory Board is of the opinion that Mr. Entricken has performed very well as CFO over the last four years. He is highly competent and has got a lot of M&A experience.

There are no questions. The Chairman puts agenda item 6 to the vote.

There are 201,589,577 votes in favor of the proposal and 130,250 votes against the proposal. There are 255,462 abstentions.

The Chairman establishes that the proposal has been adopted and that the meeting has re-appointed Mr. Entricken as Member of the Executive Board.

## **7 PROPOSAL TO EXTEND THE AUTHORITY OF THE EXECUTIVE BOARD**

### **7a. To issue shares and/or grant rights to subscribe for shares**

The Chairman explains that it is proposed to extend the authority of the Executive Board for a period of 18 months starting April 20, 2017, 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 capital on April 20, 2017.

There are no questions. The Chairman puts agenda item 7a, the authorization to issue shares and/or grant rights to subscribe for shares, to the vote.

There are 199,711,342 votes in favor of the proposal and 2,187,964 votes against the proposal. There are 76,032 abstentions.

The Chairman establishes that the authority to issue shares and/or grant rights to subscribe for shares as requested in agenda item 7a has been granted as proposed.

### **7b. To restrict or exclude pre-emptive rights**

The Chairman explains that it is proposed to extend the authority of the Executive Board for a period of 18 months, starting April 20, 2017, subject to the approval of the Supervisory Board, to restrict or exclude the pre-emptive 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 capital on April 20, 2017.

There are no questions. The Chairman puts agenda item 7b, the restriction or exclusion of pre-emptive rights, to the vote.

There are 197,325,232 votes in favor of the proposal and 4,574,023 votes against the proposal. There are 76,032 abstentions.

The Chairman establishes that the authority to restrict or exclude the pre-emptive rights, as requested in agenda item 7b, has been granted as proposed.

## **8. PROPOSAL TO AUTHORIZE THE EXECUTIVE BOARD TO ACQUIRE SHARES IN THE COMPANY**

The Chairman explains that it is proposed to authorize the Executive Board for a period of 18 months, starting April 20, 2017, 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 capital on April 20, 2017, 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 proposed authorization will replace the authorization granted to the Executive Board last year.

There are no questions. The Chairman puts agenda item 8, proposal to authorize the Executive Board to acquire shares in the company, to the vote.

There are 200,239,428 votes in favor of the proposal and 1,446,168 votes against the proposal. There are 289,692 abstentions.

The Chairman establishes that the proposal to authorize the Executive Board to acquire shares in the company, as requested in agenda item 8, has been granted as proposed.

## **9. PROPOSAL TO CANCEL SHARES**

The Chairman explains that it is proposed to cancel ordinary shares in the share capital of the company which were acquired or will be acquired under the authorization which has been granted under agenda item 8. The purpose of this cancellation is to reduce the number of own shares which will not be used to cover obligations arising from share-based incentive plans or other obligations.

There are no questions. The Chairman puts agenda item 9, proposal to cancel shares, to the vote.

There are 201,664,029 votes in favor of the proposal and 234,900 votes against the proposal. There are 74,309 abstentions.

The Chairman establishes that the proposal to cancel shares, as requested in agenda item 9, has been granted as proposed.

## 10. ANY OTHER BUSINESS

Mr. Yetsenga asks whether the departing Chairman can share an anecdote from the past 12 years.

The Chairman tells about a working visit to the legal business in Italy, during which a law firm was visited, and how this visit was experienced by the Supervisory Board.

There are no further questions.

## 11. CLOSING

Mr. Hooft Gaafland expresses words of gratitude to Mr. Wakkie. He emphasizes that Mr. Wakkie has made a major contribution to the Supervisory Board in the past 12 years.

The Chairman thanks the members of the Supervisory Board and the members of the Executive Board for their cooperation in the past years. The Chairman thanks those present for their attendance and contributions and closes the meeting.

\*\*\*