

CONVOCAATION NOTICE

for the hybrid Annual General Meeting of Shareholders of Wolters Kluwer N.V.

to be held on **Wednesday, May 10, 2023**, at **10:00 CET** at the Corporate Office of Wolters Kluwer, Zuidpoelsingel 2, 2408 ZE in Alphen aan den Rijn, the Netherlands. 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.

All Shareholders can attend the meeting in person or via the internet and can vote and raise questions live during the meeting at www.abnamro.com/evoting or may vote in advance by granting a written proxy to the notary.

In short, the following agenda items are scheduled for this Annual General Meeting:

- 1. Opening**
- 2. 2022 Annual Report**
 - a. Report of the Executive Board for 2022
 - b. Report of the Supervisory Board for 2022
 - c. Advisory vote on the remuneration report as included in the 2022 Annual Report *
- 3. 2022 Financial Statements and dividend**
 - a. Proposal to adopt the Financial Statements for 2022 as included in the 2022 Annual Report *
 - b. Explanation of dividend policy
 - c. Proposal to distribute a total dividend of €1.81 per ordinary share, resulting in a final dividend of €1.18 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 reappoint Mr. Chris Vogelzang as member of the Supervisory Board ***
- 6. 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 *
- 7. Proposal to authorize the Executive Board to acquire shares in the company ***
- 8. Proposal to cancel shares ***
- 9. Proposal to appoint the external auditor for the financial years 2025 – 2028 ***

10. Any other business

11. Closing

** Items put on the agenda for voting. The other items are on the agenda for discussion only.*

The Chair may decide at the beginning of the meeting that voting on all items on the agenda during the meeting will be open and will be closed after agenda item 9. The voting results will then be announced shortly before the end of the meeting.

MEETING DOCUMENTS

The agenda and explanatory notes, the 2022 Annual Report and the remuneration report for 2022 are available on the company's website (www.wolterskluwer.com/agm). The aforementioned documents are also available at the offices of Wolters Kluwer N.V. (Zuidpoelsingel 2, 2408 ZE Alphen aan den Rijn, the Netherlands).

These documents can be collected free of charge at the aforementioned address. It is also possible to ask for these documents in writing or by telephone at Wolters Kluwer N.V., Corporate Communications department, P.O. Box 1030, 2400 BA Alphen aan den Rijn, the Netherlands (telephone: +31 (0)172 641 421, or by e-mail: info@wolterskluwer.com), or at ABN AMRO Bank N.V. (by e-mail via: ava@nl.abnamro.com).

PARTICIPATION INSTRUCTIONS

Record Date

Persons entitled to vote and to attend the Annual General Meeting (the **meeting**) are those who, on **Wednesday, April 12, 2023 at 17:30 CET (Record Date)**, after all additions and deductions at that date have been processed, have those rights and are registered as such in one of the registers designated by the Executive Board and who have also been registered for the meeting in the manner described below.

PROCEDURE FOR HOLDERS OF DEPOSIT SHARES:

Registration

The register and sub-registers designated for holders of deposit shares are the records of the intermediaries as referred to in the Securities Transactions Act (*Wet giraal effectenverkeer*), which lists the holders of ordinary deposit shares on the Record Date.

Application

Holders of deposit shares will have access to the meeting if they have applied as from Thursday, April 13, 2023 and no later than on **Wednesday, May 3, 2023 at 17:30 CET** via www.abnamro.com/evoting or via the intermediary in whose records they are listed as holders of ordinary deposit shares, with ABN AMRO Bank N.V. (**ABN AMRO**). In all circumstances, the intermediaries will need to issue an electronic statement to ABN AMRO via www.abnamro.com/intermediary, no later than **Thursday, May 4, 2023 at 14:00 CET**, which includes the number of deposit shares held and registered for registration by the relevant shareholder on the Record Date. In addition, the intermediaries are requested to include the full address

details of the relevant ultimate beneficial holders, as well as their valid email address, securities account and (for remote access) mobile phone number which are required for authentication purposes in order to be able to verify the shareholding on the Record Date in an efficient manner and to provide remote access to the meeting. The receipt (of registration) to be supplied by ABN AMRO via the relevant intermediary will contain log-in details for attending the meeting remotely and for voting remotely, or will contain the proof for admission in-person as set out below.

Admission to the meeting in-person

Holders of deposit shares who have timely applied for attending the meeting will receive a proof of registration by e-mail or mail. The proof of registration will serve as proof of admission to the meeting. In case you may develop COVID-19 symptoms, we kindly ask you to stay at home and do a self-test. If the test result is positive, self-isolate at home.

Granting of proxy

Holders of deposit shares, who wish to grant a written proxy to a third party, or to Ms. J.J.C.A. (Joyce) Leemrijse, civil law notary in Amsterdam, the Netherlands, and/or her substitute and/or each (candidate) civil law notary of Allen & Overy LLP, Amsterdam office (the **Notary**), to attend the meeting on their behalf, may do so in the manner described below, provided that they have applied for the meeting in time in the manner described above.

Electronic proxy with voting instruction to the Notary

Holders of deposit shares may grant an electronic proxy including a voting instruction to the Notary via www.abnamro.com/evoting until **Wednesday, May 3, 2023 at 17:30 CET** at the latest. Alternatively a form for granting a written proxy (to the Notary) is available on the website of Wolters Kluwer (www.wolterskluwer.com/agm) or can be asked for at ABN AMRO (by e-mail: ava@nl.abnamro.com). The completed proxy forms must be sent to ABN AMRO by e-mail (ava@nl.abnamro.com) and must be in the possession of ABN AMRO at the latest on **Wednesday, May 3, 2023 at 17:30 CET**.

PROCEDURE FOR REGISTERED SHAREHOLDERS:

Registration

The register designated for registered shareholders is the shareholders' register of Wolters Kluwer N.V., kept by the company, which as at the Record Date lists the registered shareholders.

Application and granting of proxy

The company will send the registered shareholders an application form with explanatory notes by mail. The written application has to be in the possession of the company at the latest on **Wednesday, May 3, 2023 at 17:30 CET**. It is also possible to register via www.abnamro.com/evoting whereby "Registrar" must be selected as the intermediary. ABN AMRO will provide the registered shareholders with a receipt (of registration) which will contain log-in details for attending the meeting remotely and for voting remotely or will contain proof for admission in-person. Registered shareholders, who wish to authorize the Notary (or a third party) to attend the meeting on their behalf, can do so via www.abnamro.com/evoting and by selecting "Registrar" as intermediary, or by means of the application form.

REMOTE ATTENDING AND VOTING

All shareholders can attend and vote at the meeting on all items put on the agenda for voting via the internet, therefore online and remote with their smartphone, tablet or personal computer, unless the shareholder's intermediary does not accommodate online attending and voting. Upon registration to vote remotely, a shareholder will receive an email with a link to login to the Wolters Kluwer online voting platform via www.abnamro.com/evoting. After successful login and confirmation of the login via a two-factor authentication (by SMS verification), the shareholder is automatically logged into the meeting. Further instructions may be provided via www.abnamro.com/evoting and/or the Wolter Kluwer online voting platform, and can be found in our manual, available on our website: www.wolterskluwer.com/agm.

You will be able to log in for remote admission to the meeting on May 10, 2023 via www.abnamro.com/evoting as of 09:00 CET until the commencement of the meeting at 10:00 CET. You must log in and complete the admission procedure for the meeting before 10:00 CET. After this time registration is no longer possible. Shareholders who log in after 10:00 CET will only have access to the meeting via the webcast (see below) and will neither be able to ask questions nor to vote.

The company's policy regarding the hybrid meeting can be found at www.wolterskluwer.com/agm. As described in the policy remote voting entails risks. Shareholders who wish to avoid such risks, should choose to give a voting instruction to the Notary, or attend the meeting in-person.

Wolters Kluwer is an international company and its corporate language is English. The Annual General Meeting will therefore be conducted in English. A live translation into Dutch will not be offered.

ATTENDING THE MEETING IN PERSON

Registration for admission in person to the meeting will take place from 09:30 CET until the commencement of the meeting at 10:00 CET. After this time registration is no longer possible. Persons entitled to attend the meeting in person may be asked for identification prior to being admitted by means of a valid identity document, such as a passport or driver's license.

WRITTEN QUESTIONS

From today until **Monday, May 8, 2023, 10.00 CET** at the latest, shareholders may submit written questions in relation to the items on the agenda in advance via email to: 2023AGM@wolterskluwer.com. Shareholders must include their name and their shareholder certificate number, which can be obtained from their bank, in their email. The company intends to answer these questions (possibly combined) during the meeting. It will also be possible for shareholders attending the meeting in-person or remotely to ask questions in English in relation to the items on the agenda. Shareholders attending remotely can do so by electronic means, i.e. an audio connection, via the Wolters Kluwer online voting platform. It is up to the discretion of the Chair of the meeting to resolve upon the order of the meeting.

WEBCAST

Shareholders who wish to follow the meeting via a live video webcast can do so via www.wolterskluwer.com/investors. The webcast will be open on May 10, 2023 from 09:45 until the end of the meeting.

Alphen aan den Rijn, March 8, 2023

Executive Board

Wolters Kluwer N.V.

CONTACT INFORMATION

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