

WOLTERS KLUWER N.V.

SUPERVISORY BOARD REMUNERATION POLICY

POLICY DETAILS

Name of policy	Supervisory Board Remuneration Policy
Short description	This policy describes the remuneration structure for members of the Supervisory Board
Policy Owner	Corporate Legal Affairs
Contact details	HQ-companysecretary@wolterskluwer.com
To whom is this policy binding	Supervisory Board
Approval level	General Meeting of Shareholders

POLICY VERSION CONTROL

<i>Version number</i>	<i>Last review</i>	<i>Last amendments</i>	<i>Changes at last amendment</i>	<i>Approved by</i>
1.0	April 23, 2020	April 23, 2020	Newly established	General Meeting of Shareholders

Introduction

In accordance with the legislation implementing the amended European Shareholder Rights Directive (SRD) in the Netherlands, the Supervisory Board, based on a recommendation of the Selection and Remuneration Committee, has prepared the remuneration policy of the Supervisory Board for adoption by the 2020 Annual General Meeting of Shareholders (AGM). Adoption of the Supervisory Board remuneration policy is a new requirement under Dutch law implementing the SRD. Subject to adoption by the AGM, this policy, which will apply to the Supervisory Board members, will take (retro-active) effect from January 1, 2020. The AGM will determine the Supervisory Board compensation within the boundaries of this policy, based on separate proposals submitted to the AGM by the Supervisory Board.

Wolters Kluwer has a two-tier board structure. The role of the Supervisory Board is to supervise the policies of the Executive Board and the general affairs of the company and to advise the Executive Board, taking into account the relevant interests of the company's stakeholders, and with due regard for risk management and sustainability. The Supervisory Board is involved in developing the strategy of the company, aimed at long-term value creation. The members of the Supervisory Board are independent as stipulated in the Dutch Corporate Governance Code. The Supervisory Board aims at a diverse composition. Elements of diversity include nationality, gender, age, and expertise. The Supervisory Board profile and competence matrix further specify the expertise which should be represented on the Board. The Supervisory Board remuneration policy as outlined below, contributes to a strong, independent and diverse composition of the Supervisory Board. This is an important element of the governance structure of the company and as such directly contributes to the strategy and long-term interests of the company, aligned with its identity, mission and values.

Policy

Market competitive fee arrangements are provided to attract and retain high caliber individuals on the Supervisory Board with relevant skills and experience to guide the development and execution of the company strategy, drive long-term value creation, supervise the Executive Board, and ensure appropriate corporate governance. The remuneration reflects the responsibilities, experience, and international character of both the members and the company, as well as time spent.

For remuneration fee benchmarking purposes, market data for companies of comparable size, complexity, and international scope will be utilized. The group of companies will consist of companies in the Euronext Amsterdam (AEX) index with a two-tier board structure as the primary comparator group. In addition, a broader group of international companies listed in Europe and industry competitors from the Executive Board pay peer group may be used in determining appropriate fee levels.

Given the nature of the responsibilities of the Supervisory Board and the independent character, the remuneration is not tied to the performance of the company and therefore includes fixed compensation only.

The Supervisory Board members receive a basic fee in respect of their Board duties. Fees may vary for each member depending on the Board responsibilities and time commitment, including but not limited to Chairmanship and Vice-Chairmanship of the Supervisory Board, and Chairmanship and membership of the regular Board Committees (currently the Audit Committee and the Selection and Remuneration Committee).

In case of exceptional circumstances, including but not limited to a bid on the shares or parts of the company, ad-hoc committees may have to be established, for which the Chairman and members may receive a compensation which is based (pro-rated) on the fee for the Chairman and members of the Audit Committee. The annual fee for the ad-hoc committees will be capped at five times the annual fee of the Audit Committee.

The Supervisory Board members may be granted a compensation for international travel. This is considered an important element of compensation considering the international composition of the Supervisory Board, compensating the members for extra time spent and travel burden.

The Supervisory Board members may receive a fixed expense allowance as well as compensation for travel and other expenses incurred in the performance of their duties for the company, which may be reimbursed or paid for directly by the company.

The fees and any changes thereto will be submitted to the AGM for approval. Details of the fees are shown in the annual remuneration report along with individual remuneration.

Supervisory Board members are appointed by the AGM for a maximum of four years per term. The applicable rules and procedures with respect to appointments, reappointments, suspension, and dismissal are governed by Dutch law, the Articles of Association of the company, and the Supervisory Board By-Laws (as published on the website of the company). The Supervisory Board members have not signed service contracts.

In accordance with the Dutch Corporate Governance Code, the Selection and Remuneration Committee prepares the decisions regarding revisions to the remuneration policy and execution thereof. The Supervisory Board seeks advice from an independent external remuneration advisor. Resolutions are always taken in the full Supervisory Board. In accordance with Dutch law, the remuneration policy will be submitted for adoption to the AGM at least every four years, as well as in case of material amendments to the policy. The compensation for the Supervisory Board members will be determined by the AGM, based on a proposal submitted by the Supervisory Board in line with the remuneration policy. When developing this policy, the Supervisory Board considered the perspective and input from multiple stakeholders as well as public support.