

# Annual General Meeting of Shareholders

## Agenda

Agenda for the Annual General Meeting of Shareholders of Wolters Kluwer nv,  
to be held on Wednesday, April 22, 2015, at 11.00 a.m. in the Sofitel Legend  
The Grand Hotel, Oudezijds Voorburgwal 197, 1012 EX Amsterdam, the Netherlands

- 1 Opening
- 2 2014 Annual Report
  - a *Report of the Executive Board for 2014*
  - b *Report of the Supervisory Board for 2014*
  - c *Execution of the remuneration policy in 2014*
- 3 2014 Financial statements and dividend
  - a *Proposal to adopt the financial statements for 2014, as included in the annual report for 2014\**
  - b *Proposal to distribute a dividend of €0.71 per ordinary share\**
- 4 Proposal to release 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 from liability for the exercise of their duties, as stipulated in Article 28 of the Articles of Association\**
  - b *Proposal to release the members of the Supervisory Board from liability for the exercise of their duties, as stipulated in Article 28 of the Articles of Association\**
- 5 Composition Supervisory Board
  - a *Proposal to reappoint Mr. B.F.J. Angelici as member of the Supervisory Board\**
  - b *Proposal to appoint Mr. B.J. Noteboom as member of the Supervisory Board\**
- 6 Proposal to determine the remuneration of the members of the Supervisory Board\*
- 7 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-emptive rights\**
- 8 Proposal to authorize the Executive Board to acquire own shares\*
- 9 Any other business
- 10 Closing

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

## Explanatory Notes to the Agenda

### 3 2014 Financial statements and dividend

These agenda items include the proposal to adopt the financial statements for 2014 as included in the annual report for 2014, and to increase the dividend to €0.71 per share in cash. This is in line with the existing progressive dividend policy.

### 4 Proposal to release the members of the Executive Board and the Supervisory Board from liability for the exercise of their respective duties

The proposals to release the members of the Executive Board and the members of the Supervisory Board from liability for the exercise of their respective duties are separate agenda items. It is proposed that the members of the Executive Board and the members of the Supervisory Board be released from liability for the exercise of their respective duties, insofar as the exercise of such duties is reflected in the financial statements or information otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the financial statements. The scope of a release from liability shall be subject to limitations by virtue of the law.

### 5 Composition Supervisory Board

#### a Proposal to reappoint Mr. B.F.J. Angelici as member of the Supervisory Board

Mr. B.F.J. Angelici is due to retire by rotation and is available for reappointment. Mr. Angelici was appointed as member of the Supervisory Board in 2007 and has been reappointed in 2011. Mr. Angelici is member of the Audit Committee. Based on Article 21(4) of the Articles of Association, the Supervisory Board, after careful consideration, makes a recommendation to reappoint Mr. Angelici as member of the Supervisory Board, in view of his broad international general management experience, his knowledge of the healthcare sector, and his contribution to the Supervisory Board. Mr. Angelici was born on April 20, 1947, and has French nationality. Mr. Angelici is Chairman of the Board of Directors (Non-Executive Director) of Vectura Group plc (United Kingdom), Member of the Board of Directors (Non-Executive Director) of Smiths Group plc (United Kingdom), Member of the Board of Directors (Non-Executive Director) of Novo Nordisk A/S (Denmark) and Member of the Global Advisory Board of Takeda Pharmaceuticals Ltd. (Japan). Mr. Angelici holds no shares in the company. The number of supervisory board memberships that Mr. Angelici holds, falls within the prevailing standards of Dutch law and the Dutch Corporate Governance Code.

#### b Proposal to appoint Mr. B.J. Noteboom as member of the Supervisory Board

Ms. Dalibard has decided to resign after the Annual General Meeting of Shareholders. Due to additional responsibilities at SNCF Voyageurs, Ms. Dalibard does no longer have sufficient time to combine her position at that company with the Supervisory Board membership at Wolters Kluwer. The Supervisory Board, based on article 21(4) of the Articles of Association, makes a recommendation to appoint Mr. B.J. Noteboom as member of the Supervisory Board, in view of his broad international general management experience. Mr. Noteboom was born on July 4, 1958, and has Dutch nationality. Mr. Noteboom is former CEO and Chairman of the Executive Board of Randstad Holding N.V. and member of the Supervisory Board of Koninklijke Ahold N.V. A more extensive C.V. of Mr. Noteboom can be found on the website of the company, [www.wolterskluwer.com](http://www.wolterskluwer.com). Mr. Noteboom holds 4,865 shares in the company. The number of supervisory board memberships that Mr. Noteboom holds, falls within the prevailing standards of Dutch law and the Dutch Corporate Governance Code.

### 6 Proposal to determine the remuneration of the members of the Supervisory Board

The annual remuneration of the members of the Supervisory Board was determined the last time in 2011. Taking into consideration the increased responsibilities of Supervisory Board members, market practice and the fact that the last increase took place four years ago, it is proposed to increase the compensation as follows:

- The compensation of the Chairman from €60,000 to €70,000
- The compensation of the Deputy Chairman from €55,000 to €60,000
- The compensation of the other members from €50,000 to €55,000

The compensation for memberships of the Audit Committee and Selection and Remuneration Committee will not be amended.

### 7 Proposal to extend the authority of the Executive Board

In accordance with Articles 4 and 5 of the Articles of Association, the General Meeting of Shareholders, by virtue of the resolution adopted on April 23, 2014, has extended the period during which the Executive Board is authorized to issue shares and to limit or exclude the pre-emptive rights when issuing ordinary shares by 18 months. This authorization will therefore end on October 23, 2015, if it is not extended. The duration of the extension of this authorization is

allowed by law for a maximum of five years. However, as in previous years, it is proposed that the authorization be extended to a date 18 months from the date of this General Meeting of Shareholders.

the approval of the Supervisory Board. The proposed authorization will replace the authorization granted to the Executive Board on April 23, 2014.

*a Proposal to extend the authority of the Executive Board to issue shares and/or grant rights to subscribe for shares*

Proposal to extend the Executive Board's authority until a date 18 months following April 22, 2015, 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 22, 2015.

*b Proposal to extend the authority of the Executive Board to restrict or exclude statutory pre-emptive rights*

Proposal to extend the Executive Board's authority until a date 18 months following April 22, 2015, 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 22, 2015. The authority of the Executive Board to restrict or exclude statutory pre-emptive rights is related to the fact that due to some foreign legal systems shareholders outside the Netherlands are not eligible in some cases to exercise statutory pre-emptive rights. In the event of an issue of shares, the Executive Board may decide in conformity with market practice to grant existing shareholders non-statutory pre-emptive rights.

**8 Proposal to authorize the Executive Board to acquire own shares**

The General Meeting of Shareholders, by virtue of the resolution adopted on April 23, 2014, has authorized the Executive Board for a period of 18 months to acquire own shares. This authorization will therefore end on October 23, 2015. It is proposed to authorize the Executive Board for a period of 18 months, starting April 22, 2015, 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 22, 2015, 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 authority of the Executive Board to acquire own shares may be withdrawn by the General Meeting of Shareholders with