Wolters Kluwer

Short Report

of the virtual Annual General Meeting of Shareholders of Wolters Kluwer N.V., held on Thursday, April 22, 2021, at 3.00 PM CET. Formally the meeting was held at the Corporate Office of Wolters Kluwer in Alphen aan den Rijn, the Netherlands.

Chairman: Mr. F.J.G.M. Cremers

Secretary: Mr. M.C. Thompson

In accordance with the Temporary Act COVID-19 Justice and Safety shareholders were only able to attend the meeting virtually and, if desired, they could vote real-time, or prior to the meeting by granting a written proxy to the civil-law notary.

According to the attendance records, 2,774 shareholders are present or represented, who could jointly cast 206,753,335 votes, representing 79.08 % of the issued and outstanding share capital.

Mr. Cremers, chairman of the Supervisory Board, is present at the Wolters Kluwer Corporate Office in Alphen aan den Rijn, the Netherlands. Furthermore, Ms. McKinstry and Mr. Entricken on behalf of the Executive Board, and Messrs. Bodson, De Kreij, Vogelzang, and Mses. Horan, Vandebroek and Ziegler on behalf of the Supervisory Board, are present, all by participating remotely via the live video webcast.

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1. OPENING

The Chairman opens the meeting and welcomes shareholders and interested parties who follow the meeting remotely by logging on to the live video webcast to the Annual General Meeting of Shareholders of Wolters Kluwer N.V.

The Chairman notes that due to the public health measures and travel restrictions, it has been decided that the Chairman is the only member of the Supervisory Board physically present, while the other members of the Supervisory Board and Executive Board are participating remotely. The Chairman further notes that the external auditor, Mr. Bas Savert, is attending the meeting remotely, while the civil law notary Ms. Joyce Leemrijse is physically present in Alphen aan den Rijn.

The Chairman explains that the questions that were submitted prior to the meeting will be read out loud by the Chairman on behalf of the shareholder and will be answered live during the meeting. The Chairman further explains that shareholders wishing to ask a follow-up question in relation to the items on the agenda can do so via the chat function on the ABN AMRO e-voting platform. Follow-up questions will be addressed during the meeting and will also be recorded in the meeting minutes.

The Chairman asks for the understanding of those attending on conducting the meeting in English. As the statutory provisions and the provisions of the Articles of Association in relation to convening the meeting have been complied with, the present meeting can pass legally valid resolutions.

Wolters Kluwer

2. 2020 ANNUAL REPORT

2a. Report of the Executive Board for 2020
2b. Report of the Supervisory Board for 2020
2c. Advisory vote on the remuneration report as included in the 2020 Annual Report

3. 2020 FINANCIAL STATEMENTS AND DIVIDEND

3a. Proposal to adopt the Financial Statements for 2020 as included in the 2020 Annual Report

Agenda items 2 and 3a are addressed jointly.
Ms. McKinstry, CEO and Chairman of the Executive Board, gives an introduction on agenda items 2a, 2b and 3a. The presentation can be found on the Investor Relations section of the corporate website.

Subsequently, Ms. Horan, Chairman of the Selection and Remuneration Committee dealing with remuneration matters, gives an introduction on agenda item 2c, the advisory vote on the remuneration report as included in the 2020 Annual Report, while focusing on the performance and resulting payout for the financial year 2020.

The external auditor, Mr. Savert, gives an explanation of the activities of Deloitte in relation to the audit over 2020. Mr. Savert explains that this was his first year as responsible audit partner for Wolters Kluwer, after the previous partner reached the maximum 5-year term under European and Dutch legislation. Mr. Savert further explains that as a consequence of this rotation he spent additional time working on the transition and ensuring that the necessary steps were taken to transfer knowledge. Mr. Savert notes that it is important to mention that many of the other team members remained unchanged. Mr. Savert explains that during the year Deloitte had frequent contact with management and with the Audit Committee. The audit plan, the management letter and the full year report were discussed with the Audit Committee. Mr. Savert further explains that the audit approach was largely consistent with prior years although now focused on specific developments, such as COVID-19. Mr. Savert indicates that the group materiality remained unchanged, is based on profitability, and set at €50 million. The materiality threshold applied for the components did not exceed €19.2 million.

Mr. Savert illustrates that the audit scope of consolidated group companies was designed to reach sufficient audit coverage and has resulted in a coverage of 81% of the revenues and 90% of the total assets. For the remaining components the group audit team performed analytical and other review procedures at group level. Mr. Savert explains the key audit matters, which cover matters like fraud and compliance risks and to which in 2020 purchase price allocation was added. The effect of COVID-19 was considered in assessing management estimates and possible implications on internal control were considered. The audit itself was also impacted by COVID-19 by working remotely and by not being able to visit other countries.

The Chairman explains that he would like to answer the questions that have been provided by shareholders in advance of the meeting first and then take up follow-up questions submitted in the meeting on the report of the Executive Board, the report of the Supervisory Board, the remuneration report, and the 2020 Financial Statements. The Chairman further explains that seventeen questions in total have been received, of which fifteen questions are related to the agenda items that are now being discussed. The Chairman notes that ten questions have been received from Mr. Eric van den Hudding on behalf of the VEB, two questions from Eumedion (received from Ms. Andrea van den Heuvel representing Achmea Investment Management, and also on behalf of Robeco and APG Asset Management), and three questions by VBDO (received from Ms. Liesbeth Hanekroot). The Chairman explains that he will read out the questions and will allocate the questions to the relevant people for answering.

The Chairman proceeds with the questions submitted by the VEB. In its first question, the VEB addresses Wolters Kluwer's higher-value products, referring to its medical decision-making tools and tax and accounting software, which carry healthy adjusted operating margins. The VEB inquires if there currently are any potential disruptors Wolters Kluwer is aware of that are attracted to these high margins.

Ms. McKinstry explains that Wolters Kluwer's overall adjusted operating profit margin in 2020 was 24.4%, and the expert solutions, when they are at scale, generally do have higher margins than the overall group average. Ms. McKinstry further explains that it is an attractive market, and it is a big part of why Wolters Kluwer's strategy is focused on growing expert solutions. Ms. McKinstry adds that regarding disruptors there have always been attempts to disrupt the business either through new technologies or start-ups. The way that Wolters Kluwer has maintained its competitive edge is through continuous innovation and, in fact, by trying to disrupt itself.

The Chairman continues and reads out the VEB's next question. The VEB mentions that the Legal & Regulatory (LR) division has been a multi-year drag on Wolters Kluwer's performance as it has the lowest organic growth rate and operating margin. The VEB would like to know what the current adjusted operating margin of the digital activities is within the LR division.

Ms. McKinstry firstly notes that it is important to answer this question in the context of the performance of the LR division over the longer term. Ms. McKinstry explains that the LR division improved its organic growth rate quite substantially, it had been declining 5-6% organically, yet in 2019 it grew 3%. In 2020, the LR division was clearly impacted by the pandemic, in part because it still has approximately 25% of its revenues coming from print and print was a hard hit in the pandemic. Ms. McKinstry notes that the digital legal information solutions revenues grew 5% organically in 2020 so as Wolters Kluwer continues to shift the portfolio within the LR division towards digital products and services that will support higher levels of organic growth and that will also impact the margins. Ms. McKinstry explains that the LR divisional margin was roughly 11% last year. This margin includes restructuring costs and quite a lot of investment in product development, sales and marketing. Ms. McKinstry concluded that the mix shift towards digital is a favorable one in terms of growth and margin for LR.

The VEB's third question is read out by the Chairman. The VEB explains that during last year's annual general meeting Wolters Kluwer explained that it did not expect that LR's adjusted operating margin would be as high as the other divisions due to the fragmented nature of legal information markets in Europe. The VEB would like to know if Wolters Kluwer could give an estimate of the level of potential margin improvement in the next few years.

Ms. McKinstry explains that the European legal information market is fragmented due to national jurisdictions and different languages. For many years Wolters Kluwer has been working not only to get the transformation of digital to take hold within the LR division but also rightsize the cost base. Ms. McKinstry further explains that as the portfolio within LR becomes more digital Wolters Kluwer fully expects that the margins will improve. Ms. McKinstry adds that the company expects the margins reaching in the high teens will be achievable over time.

The Chairman reads out the VEB's next question. The VEB addresses the leverage ratio, which lies substantially below 2.5 times EBITDA, and which has been a recurring theme at previous annual general meetings for several years. The VEB inquires what actions management foresees to reach the leverage target over time.

Mr. Entricken answers that Wolters Kluwer's net-debt-to-EBITDA leverage ratio was 1.7 times at the end of 2020. As Wolters Kluwer moved into the uncertainty of a global pandemic, Wolters Kluwer was pleased to have such a strong balance sheet as the company navigated through this situation. Mr. Entricken explains that the target net-debt-to-EBITDA of 2.5 times is not necessarily a target that Wolters Kluwer is looking to achieve on the short term, but it is a signal to the market of the degree of leverage that the company is comfortable operating with. Mr. Entricken notes that most of the Wolters Kluwer business is recurring in nature and that Wolters Kluwer has a high conversion of cash throughout the business. Mr. Entricken adds that it is worth mentioning that the strength of the balance sheet does allow Wolters Kluwer to invest in the business organically, to make acquisitions, to improve the company's dividend payment, and to continue with the share buyback program to shareholders.

The Chairman continues and reads out the VEB's fifth question. The VEB addresses the returns of the LR division which trail larger competitors like RELX and Thomson Reuters. The VEB would like to know if there are possibilities to improve the market position by making larger acquisitions given the available financial headroom.

Ms. McKinstry answers that the two competitors that are mentioned by the VEB are the largest players in the U.S. and have substantial scale in the U.S. Wolters Kluwer is a complementary niche player and has a relatively small business in the U.S. Ms. McKinstry further answers that Wolters Kluwer is the leading player in Europe which has been Wolters Kluwer's focus in terms of transforming the business digitally. Ms. McKinstry adds that Wolters Kluwer does not intend to make any large acquisitions that would strengthen the company's position in the U.S. legal market to try and compete differently with RELX and Thomson Reuters. Ms. McKinstry further adds that Wolters Kluwer's strategy is focused on driving strong digital growth which Wolters Kluwer has been doing in the LR portfolio by investing in software and in the Environmental, Health and Safety (EHS) business, and over time this will improve the overall portfolio of LR.

The Chairman reads out the VEB's next question. The VEB mentions that in previous years Wolters Kluwer has structurally delivered financial results above the upper-bandwidth of the full-year outlook, specifically adjusted free cash flow. The visibility of revenue is high given the large portion of recurring income. The VEB inquires whether Wolters Kluwer is too conservative in its full-year outlook.

Mr. Entricken answers that Wolters Kluwer typically gives guidance each year for the year ahead around adjusted operating profit margin, adjusted free cash flow, return on invested capital (ROIC), and adjusted earnings per share (EPS) at constant currencies. Mr. Entricken further answers that Wolters Kluwer typically gives a range for these guidance areas and over the past ten years Wolters Kluwer has delivered in line with these guidance ranges, sometimes near the low end and sometimes near the upper end, but generally in line with the guidance ranges. Mr. Entricken adds that 2020 was an unusual year, Wolters Kluwer suspended guidance due to the uncertainty around the pandemic. Despite COVID-19 Wolters Kluwer reinstated guidance for 2021 as the company feels it is prudent to give guidance to the market based on the recovery that Wolters Kluwer sees happening. Mr. Entricken further expresses that Wolters Kluwer will give updates regarding its guidance throughout the year. At the early stage of this year Wolters Kluwer believes the guidance it has given is prudent and expects to deliver on this guidance.

The VEB's seventh question is read out by the Chairman and addresses the positively impacted adjusted free cash flow by the inflow of working capital resulting from COVID-19. The VEB inquires how much headwind Wolters Kluwer expects from the working capital unwind this year.

Mr. Entricken answers that last year has been an extraordinary year and Ms. McKinstry explained the impact the pandemic had on the company's global revenue growth rates in her opening comments. Mr. Entricken explains that amidst all the uncertainty Wolters Kluwer paid a lot of attention to managing its working capital. Wolters Kluwer does not expect significant headwind on working capital in 2021. Mr. Entricken notes that in February 2021 Wolters Kluwer has given guidance on cash flow and the cash conversion ratio, expecting this to be between 95% and 100% in 2021 which is a small difference from the guidance given in the past.

The Chairman reads out the VEB's next question. In relation to the Short-Term Incentive Plan (STIP) of Wolters Kluwer, the VEB mentions that the at-target level of the adjusted free cash flow target is equal to the realized result for 2019 and at the lower end of the bandwidth of the full-year outlook for 2020. The VEB would like to know why Wolters Kluwer believes the at-target level was ambitious enough.

Ms. Horan explains that the adjusted free cash flow STIP target for 2020, as disclosed in the remuneration report for 2020, was €806 million in *reporting currencies.* When the company sets the STIP targets and when it gives guidance these are set in *constant currencies.* Ms. Horan further explains that as more than 60% of Wolters Kluwer's revenue is generated in North America and therefore in U.S. Dollars, exchange rate fluctuations have a material impact which is one of the reasons why a difference can be seen between the constant currency target and the reporting currency final result. Ms. Horan continues and explains that the other impact that Wolters Kluwer considers in relation to the target setting is that the company takes into account any significant one-off cash flow items that might have happened in the previous year and it normalizes for that. Ms. Horan adds that when taking into account both the impacts of currency and one-time items the target reflects an underlying increase in adjusted free cash flow of about 6%. Ms. Horan further adds that given Wolters Kluwer's goal to drive top line revenue by 4% and drive incremental margin improvement, delivering a 5-6% growth in free cash flow is an ambitious target and very appropriate for the company. As a final remark Ms. Horan mentions that the pandemic caused Wolters Kluwer to divert from its financial plan and to suspend its guidance for 2020, the revenue growth did slow but the quick response on costs, the effect of temporary savings, and diligent working capital management led the company to exceed the free cash flow target in 2020.

The Chairman continues and reads out the VEB's ~~nineth~~ ninth question. The VEB states that by using adjusted figures, Wolters Kluwer's executive compensation, for both the STIP and Long-Term Incentive Plan (LTIP), is no longer affected by M&A decisions. The VEB wonders whether the Supervisory Board is prepared to promise that it will make use of its discretion to lower payments in the event of material goodwill impairments.

Ms. Horan answers and firstly would like to reassure the VEB that M&A decisions do effect executive compensation. When Wolters Kluwer sets its strategic targets, the company looks, amongst others, at the anticipated business plan and the increase in revenue. Ms. Horan explains that a change from basic to adjusted EPS does indeed take out the effect of, for example, material goodwill impairment from the result. However, the Selection and Remuneration Committee does consider impairments on acquisitions as part of its annual review process when judging the overall performance and will continue to do so in the future and may use its discretion when appropriate.

The VEB's tenth question is read out by the Chairman. The VEB mentions that in Wolters Kluwer's 2020 Annual Report (note 18) it is stated that the perpetual growth rate used for the goodwill calculation is consistent with the long-term average market growth rate. The weighted average long-term growth rate was significantly reduced in comparison to previous years. The VEB inquires whether Deloitte can give some background on this deviation.

The Chairman mentions that this is a technical question to be answered by the CFO, Mr. Entricken.

Mr. Entricken answers that the long-term average growth rates did indeed decline compared to the prior year. Mr. Entricken explains that the growth rates disclosed in the 2020 Annual Report are used in the context of the annual impairment test. The perpetual growth rate is linked and capped to long-term inflation outlooks. Mr. Entricken further explains that in 2020, the risk-free interest rates were sometimes lower than the inflation outlooks as the risk-free interest rates declined further in 2020, especially in the U.S. Mr. Entricken adds that in note 18 on page 140 of the 2020 Annual Report it can be seen that the risk-free rate in the U.S. declined from 2.5% in 2019 to 1.4% in 2020.

The Chairman proceeds with the two questions received from Eumedion (received from Ms. Van den Heuvel, representing Achmea Investment Management, and also on behalf of Robeco and APG Asset Management).

The Chairman mentions that the first question of Ms. Van den Heuvel addresses the topic of executive compensation. Ms. Van den Heuvel mentions that executive compensation can be seen as a material topic for Wolters Kluwer according to the

2020 materiality assessment. Ms. Van den Heuvel asks if Wolters Kluwer can elaborate on the analysis that brought this element in the materiality matrix.

Ms. McKinstry answers and would like to clarify that the results of the materiality analysis show that executive compensation was not ranked as a topic of high importance by stakeholders. This topic was ranked in the middle by the stakeholder groups. Ms. McKinstry adds that in the Wolters Kluwer materiality survey the most important topics for stakeholders were employee engagement and continuing to be able to attract and retain talent, and the second topic was cybersecurity and data privacy.

The Chairman reads out the second question of Ms. Van den Heuvel. Ms. Van den Heuvel is of the opinion that it is a loss that shareholders cannot address the virtual meeting and have no possibility to ask questions verbally. Ms. Van den Heuvel would like to know if Wolters Kluwer can commit that for any future virtual meeting shareholders will be given the opportunity to address the virtual meeting and ask questions verbally.

The Chairman thanks Ms. Van den Heuvel for her comment and answers that this year for the first time, shareholders can vote live and ask questions via chat, which was not the case last year. The Chairman explains that Wolters Kluwer uses the Computershare online platform, the ABN AMRO e-voting application, and the Company Webcast live streaming platform. The Chairman further explains that this general meeting will be evaluated, and Wolters Kluwer will also follow with interest the experiences at other corporates, who offer potentially in-person interaction.

The Chairman proceeds with the questions submitted by VBDO. VBDO addresses Wolters Kluwer's 2021 – 2023 ENGAGE sustainability strategy and indicates that it is very interested to read more in the next annual report. VBDO mentions it is eager to follow Wolters Kluwer's progress in determining and achieving goals related to the ENGAGE strategy and poses three questions on this strategy. Firstly, VBDO would like to know if Wolters Kluwer could commit to setting separate targets for all six areas, report on the baseline situation in 2021 and on progress made in the following years. Secondly, as one of the ENGAGE sustainability strategy areas focuses on having a smaller environmental footprint, VBDO inquires if Wolters Kluwer could commit to include short-, medium- and long-term targets contributing to net-zero carbon emissions. Thirdly, VBDO asks if Wolters Kluwer could commit to make a further step and fully implement the recommendations as issued by the Task Force on Climate-related Financial Disclosures (TCFD) in its reporting mechanisms.

Ms. McKinstry answers that in 2020, Wolters Kluwer held extensive conversations with shareholders on how to expand the Environmental, Social and Governance (ESG) measures used by Wolters Kluwer for Executive Board remuneration. This has been narrowed down to six measures which are discussed in the remuneration report for 2020 and the remuneration policy. Ms. McKinstry explains that the targets for these six ESG measures have been set for the year 2021 and Wolters Kluwer will report on these targets, retrospectively, in the 2021 Annual Report, alongside the actual achievements against the benchmark. Ms. McKinstry further explains that these measures are closely aligned to what Wolters Kluwer believes are the most material ESG topics for Wolters Kluwer. The new ENGAGE sustainability strategy encompasses the ESG targets used for remuneration but is much broader as it also includes goals such as community involvement and product impact and innovation. Ms. McKinstry adds that Wolters Kluwer will review and consider additional goals and targets for the six focus areas as part of this strategy in the coming year. At this development stage no insights can be provided in the targets. With regard to VBDO's second question on Wolters Kluwer's carbon footprint Ms. McKinstry remarks that Wolters Kluwer is very committed in continuing to reduce the company's environmental impact. While Wolters Kluwer is a very environmentally friendly company and is making progress, it cannot yet commit to a net-zero status. Ms. McKinstry adds that Wolters Kluwer continues to discuss its environmental impact and will come back as the company makes progress overall within the ENGAGE strategy. As for VBDO's third question Ms. McKinstry answers that Wolters Kluwer is currently evaluating the TCFD recommendations and is monitoring the developments around IFRS requirements as well. Ms. McKinstry explains that Wolters Kluwer cannot give any commitment at this time but will continue to assess and will come back as soon as the company understands how the two report on these types of measures.

The Chairman reads out VBDO's next question. VBDO values the relevant KPIs set by Wolters Kluwer regarding its risk management in the supply chain but still sees improvement areas in Wolters Kluwer's reporting process, such as by providing insight in Wolters Kluwer's supply chain and the risks and vulnerable groups therein. Also, in the context of upcoming EU regulation on due diligence in supply chains. VBDO mentions that it sees potential risks in the supply chain of minerals needed for hardware used in cloud services. VBDO wonders whether Wolters Kluwer engages with its suppliers of cloud services on human rights impacts deeper down the supply chain. VBDO would also like to know if Wolters Kluwer could commit to reporting quantitatively and qualitatively on how it engages with negatively evaluated suppliers and the number and percentage of contracts terminated.

Ms. McKinstry answers that suppliers that are managed through the central supplier database receive a due diligence questionnaire based on an initial risk assessment. As part of the company's due diligence Wolters Kluwer requests suppliers to commit to its human rights and environmental standards as set out in the Wolters Kluwer Supplier Code of Conduct. Ms. McKinstry adds that Wolters Kluwer's cloud-based suppliers are also included in the due diligence screening and have signed the Wolters Kluwer Supplier Code of Conduct or committed to their own similar standards. Ms. McKinstry further adds that the contractual relationship with any supplier that doesn't comply with the due diligence questionnaire or clearly doesn't comply with Wolters Kluwer's policies would be terminated. With regard to VBDO's question on human rights Ms. McKinstry answers that as most of Wolters Kluwer's products are built in the countries in which the company operates human rights is not a major concern. Ms. McKinstry however emphasizes that human rights is certainly a topic that Wolters Kluwer takes very seriously and if a supplier fails to meet the company's standards, the company takes actions as appropriate.

VBDO's next question is read out by the Chairman. VBDO congratulates Wolters Kluwer with, first, being named on the Forbes list of America's Best Employers for Diversity and America's Best Employers for Women in 2020, and the Financial Times list of European Diversity. VBDO observes that Wolters Kluwer has an ambition to cultivate a diverse and inclusive culture. So far Wolters Kluwer has not implemented mechanisms to translate its diversity ambition into actual deeds. VBDO inquires when Wolters Kluwer expects to have translated its diversity ambition into an implementation plan and into tangible results to be able to start reporting on the outcomes (e.g., inclusivity scores).

Ms. McKinstry answers that the gender diversity representation in the company's workforce is strong as can be seen from the data that Wolters Kluwer discloses, but Wolters Kluwer still sees opportunity to improve the overall diversity. Ms. McKinstry adds that as committed in the Executive Board STIP goals for 2021, Wolters Kluwer has recently established a global Diversity, Equity & Inclusion (DE&I) Committee and is enhancing its strategy to expand diversity within the organization. Wolters Kluwer plans to share the results of that strategy in next year's annual report and will then further evaluate disclosing other kinds of targets (e.g., around ethnicity statistics in the U.S.). Ms. McKinstry further adds that diversity is a very important topic at Wolters Kluwer and one on which the company continues to be focused.

The Chairman concludes that fifteen questions which were submitted prior to the meeting were handled. The Chairman announces that he will now handle four follow-up questions that have been raised live during the meeting in the order that these questions came in.

The Chairman reads out the first follow-up question from the VEB. The VEB mentions that both Wolters Kluwer and listed peer RELX are active in the legal market. The latter has an adjusted operating margin of 20% (with just 13% of revenue from print). The VEB inquires whether profitability hints can be taken from the differences in the margin and percentage of print between Wolters Kluwer and RELX, or whether the underlying differences are too large.

Ms. McKinstry mentions that where the printed books products are the least profitable parts, expert solutions at scale are the most profitable at Wolters Kluwer. The other products that Wolters Kluwer is offering fall within that range. Ms. McKinstry adds that the margin within the LR business reflects the fact that it still has about 25% revenue coming from print, the fact that the company has been restructuring to rightsize the cost base over several years, and there are some one-time adjustments in those numbers. Ms. McKinstry further adds that the company fully believes that, as it progresses on both organic growth and on the mix shift from print to digital, improvements in margins will be seen. Ms. McKinstry notes that Wolters Kluwer does have an element of fragmentation in Europe which creates additional cost, but the company believes that the high teens are achievable for the LR business over the medium term.

The follow-up questions from VBDO are read out by the Chairman. VBDO refers to the answer that Wolters Kluwer provided to VBDO's first question. VBDO mentions that Wolters Kluwer states that other subjects are ranked as higher material topics (*the Chairman notes that the materiality matrix can be found on page 19 of the 2020 Annual Report*). VBDO would like to know more about the analysis that resulted in the fact that executive compensation is seen as a material topic.

The Chairman answers that Wolters Kluwer has identified 25 topics that are linked to the interests of the company's stakeholders, among which is executive compensation as this is a topic that can be seen as a material topic in the Netherlands. The Chairman adds that in last year's annual general meeting Wolters Kluwer did not achieve a 75% majority in respect of the remuneration policy for the Executive Board and that is the reason why executive compensation is on the list of 25 topics that can be seen as a material topic.

The Chairman reads out the second follow-up question of VBDO. VBDO would like to know whether VBDO understands it correctly that Wolters Kluwer commits to setting the targets per area of the ENGAGE strategy, including a baseline situation.

Ms. McKinstry explains that Wolters Kluwer has set targets on six measures that make up the ESG targets that are incorporated into the executive compensation for STIP. In the next year's annual report Wolters Kluwer will disclose the results against the targets for 2021 but will also show the baseline. Hereafter Wolters Kluwer will continue to evaluate the six targets and may adjust those targets as the company fully implements the ENGAGE strategy.

The Chairman reads out the third follow-up question from VBDO. VBDO would like to know if Wolters Kluwer could inform on specific planning for completing the implementation of the TCFD recommendations.

Ms. McKinstry explains that Wolters Kluwer will be assessing the implementation of the TCFD recommendations in 2021 and will address this topic in the 2021 Annual Report. Wolters Kluwer will then be able to indicate what the company's plans are.

The Chairman reads out the final follow-up question from VBDO. VBDO inquires if Wolters Kluwer could provide insight in a timeframe for having implemented the ambitions in the area of DE&I.

Ms. McKinstry informs that some of Wolters Kluwer's goals were already well progressed on implementation. The company has set internal targets in the areas around diversity, others are multiyear programs. Ms. McKinstry explains that Wolters Kluwer has done a lot in the area of employee engagement and is making good progress already in 2021 to address the issues raised by employees. Ms. McKinstry adds that more importantly the company is making progress both with internal promotions and external hiring which gives Wolters Kluwer even a greater diversity.

The Chairman concludes that there are no further questions.

The Chairman proposes that the report of the Executive Board and the report of the Supervisory Board, be taken as read, and puts forward agenda item 2c, the remuneration report as included in the 2020 Annual Report, for an advisory vote.

There are 197,733,809 votes in favor of the proposal and 8,283,158 votes against the proposal. There are 731,864 abstentions.

The Chairman concludes that the 2020 remuneration report has been adopted and that the majority of the shareholders is of the opinion that the remuneration report provides an adequately clear and comprehensive overview of all remuneration awarded or due to individual members of the Executive Board and Supervisory Board in 2020.

The Chairman proposes to put forward agenda item 3a, the proposal to adopt the Financial Statements for 2020 as included in the 2020 Annual Report, for voting.

There are 206,562,715 votes in favor of the proposal and no votes against the proposal. There are 186,116 abstentions.

The Chairman concludes that the Financial Statements for 2020 have been adopted and, on behalf of the Supervisory Board, the Chairman expresses his appreciation towards the Executive Board and all the employees for all the management pursued and the work performed in 2020.

3b. Explanation of dividend policy

3c. Proposal to distribute a total dividend of €1.36 per ordinary share, resulting in a final dividend of €0.89 per ordinary share

The Chairman proceeds to items 3b, the explanation of the dividend policy, and 3c, the proposal to distribute a total dividend of €1.36 per ordinary share, resulting in a final dividend of €0.89 per ordinary share. The Chairman explains that the dividend proposal is in line with Wolters Kluwer's existing progressive dividend policy. The annual increase depends on factors such as financial performance, market conditions, and the need for financial flexibility. It is also part of the company's policy to pay an interim dividend after the first six months of each year. The Chairman further explains that as in previous years the Supervisory Board has carefully reviewed the financial situation of the company, particularly in light of the COVID-19 situation, and feels confident that the company can indeed pay out the dividend as planned without liquidity risks. The Chairman adds that upon approval of the dividend proposal for 2020, this will be the fifteenth consecutive year in which Wolters Kluwer will pay a higher dividend under its progressive dividend policy.

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

There are 205,612,273 votes in favor of the proposal and 1,127,294 votes against the proposal. There are 9,264 abstentions.

The Chairman establishes that the proposal to distribute a total dividend of €1.36 per ordinary share has been adopted by the meeting.

4. RELEASE OF 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 the members of the Executive Board.

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

There are 203,023,167 votes in favor of the proposal and 1,926,926 votes against the proposal. There are 1,798,738 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 the exercise of 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 from liability of the members of the Supervisory Board.

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

There are 203,022,868 votes in favor of the proposal and 1,926,926 votes against the proposal. There are 1,799,038 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 the exercise of their duties.

5. COMPOSITION SUPERVISORY BOARD

The Chairman informs that his first four-year term and the first four-year term of Ms. Ann Ziegler as members of the Supervisory Board expire at the end of this meeting. The Chairman explains that he and Ms. Ziegler are both available for reappointment. Mr. Cremers is available for an additional term of one year, while Ms. Ziegler will be available for an additional term of four years.

The Chairman notes that in advance of the meeting a question relating to this agenda item has been submitted by Ms. Van den Heuvel. The Chairman reads out the question of Ms. Van den Heuvel. Ms. Van den Heuvel would like to know whether Mr. Vogelzang will resign from the company's Supervisory Board given the announcement of Danske Bank and the investigations into his role at his former employer ABN AMRO.

The Chairman answers that neither the announcement made by Danske Bank, nor the investigation of Dutch authorities into ABN AMRO, change the role of Mr. Vogelzang on the Wolters Kluwer Supervisory Board. The Chairman adds that Mr. Vogelzang is an excellent Supervisory Board member, and the Supervisory Board will follow the developments but at this point there is no reason to make changes to his membership. The Chairman stresses that Mr. Vogelzang was mentioned as a suspect, but that he has not been charged, let alone convicted.

5a. Proposal to reappoint Mr. Frans Cremers as member of the Supervisory Board

The Chairman hands over to the vice-Chairman of the Supervisory Board, Ms. Ann Ziegler, to raise agenda item 5a. Ms. Ziegler raises agenda item 5a, the reappointment of Mr. Cremers as member of the Supervisory Board, with effect from April 22, 2021 for an additional period of one year, ending after the Annual General Meeting of Shareholders to be held in 2022.

There are no questions. Ms. Ziegler puts agenda item 5a to the vote.

There are 203,859,689 votes in favor of the proposal and 2,497,644 votes against the proposal. There are 391,499 abstentions.

The civil law notary establishes that the proposal has been adopted and that the meeting has reappointed Mr. Frans Cremers as member of the Supervisory Board with effect from April 22, 2021.

5b. Proposal to reappoint Ms. Ann Ziegler as member of the Supervisory Board

The Chairman raises agenda item 5b, the reappointment of Ms. Ann Ziegler as member of the Supervisory Board, with effect from April 22, 2021 for a second period of four years, ending after the Annual General Meeting of Shareholders to be held in 2025.

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

There are 202,428,917 votes in favor of the proposal and 1,677,501 votes against the proposal. There are 2,642,413 abstentions.

The Chairman establishes that the proposal has been adopted and that the meeting has reappointed Ms. Ann Ziegler as member of the Supervisory Board with effect from April 22, 2021.

6. PROPOSAL TO REAPPOINT MR. KEVIN ENTRICKEN AS MEMBER OF THE EXECUTIVE BOARD

The Chairman raises agenda item 6, the reappointment of Mr. Kevin Entricken as member of the Executive Board, with effect from April 22, 2021 for a third period of four years, ending after the Annual General Meeting of Shareholders to be held in 2025.

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

There are 204,079,114 votes in favor of the proposal and 27,304 votes against the proposal. There are 2,642,413 abstentions.

The Chairman establishes that the proposal has been adopted and that the meeting has reappointed Mr. Kevin Entricken as member of the Executive Board with effect from April 22, 2021.

7. PROPOSAL TO ADOPT THE REMUNERATION POLICY FOR THE MEMBERS OF THE EXECUTIVE BOARD

Ms. Horan addresses the meeting for an explanation on the proposed remuneration policy for the members of the Executive Board. The explanatory slide is included in the presentation that can be found on the Investor Relations section of the corporate website.

The Chairman notes that the VEB submitted a statement in advance of the meeting. The Chairman reads out the statement of the VEB in which the VEB mentions that the amended remuneration policy is an improvement. The VEB is of the opinion that the transparency of the remuneration report, the reduction of the maximum conditional LTIP award, the increase of European companies in the pay peer group, and the introduction of ROIC as an LTIP measure are positive developments. Despite the proposed changes, the VEB believes that the remuneration at Wolters Kluwer is too high given the size of the company. The VEB doubts if the targets for performance-based payments are ambitious enough. Therefore, the VEB will abstain from voting on this agenda item 7.

The Chairman asks Ms. Horan whether she would like to comment on the statement. Ms. Horan thanks the VEB for their statement and for the VEB's recognition of the positive, shareholder-friendly changes proposed in the Wolters Kluwer remuneration policy. Ms. Horan explains that with regard to CEO pay quantum Wolters Kluwer benchmarks to the median range of pay for the company's peer group, which peer group has been adjusted, and is now 60% European and 40% North American. Ms. Horan further explains that the current target pay of the CEO aligns to the median range of this peer group. The CEO base salary for 2021 will not increase and the LTIP target will be reduced. Ms. Horan remarks that the actual CEO remuneration, which can be found in the remuneration report, reflects the substantial increase in the share price over the three-year performance period. Wolters Kluwer has outperformed the AEX index every year since 2017. The significantly high quantum is being driven by the increases in the share price and all of Wolters Kluwer's stakeholders benefit equally from this appreciation of the share price. With regard to target setting Ms. Horan explains that the Supervisory Board follows a deliberate process which starts with the strategic aspirations of the company. Also, market conditions, competitive landscape, as well as the past performance of the company are considered. The results in recent years compared to the company's peers and the AEX is an affirmation of the process and the stretch in the targets that are being set. The continuing use of the same process ensures that the company appropriately incentivizes management to reach high and achieve these goals.

The Chairman reads out the question received from Ms. Van den Heuvel in advance of the meeting. Ms. Van den Heuvel welcomes the changes that have been made to the remuneration policy and the dialogue Wolters Kluwer has had with different stakeholders. Ms. Van den Heuvel mentions that a remaining point of feedback is in relation to the share price discount in relation to the grant of performance shares. Ms. Van den Heuvel remarks that Wolters Kluwer is one of the few companies in the AEX that uses a discount and inquires whether this will be reconsidered with the next update of the remuneration policy.

Ms. Horan explains that while Wolters Kluwer still uses fair value it is important to note that Wolters Kluwer normalizes for the impact of fair value when it benchmarks pay, so the fair value discount is neutralized in pay comparison analysis. Ms. Horan further explains that given all of the significant discussions that Wolters Kluwer has had on CEO pay quantum the company doesn't feel this is the appropriate time to move away from the fair value methodology as market practice would be to increase other elements of pay as an offset. Ms. Horan adds that at this point in time the company's best course of action is to stay with the current policy. Wolters Kluwer does not only benchmark the specifics of pay to make sure the company is aligned with industry norms and market practice, but the company also looks at what is happening in market practice both in the Netherlands, the rest of Europe, and globally. As a final remark Ms. Horan mentions that when the company will come back to its shareholders for the next revision of the remuneration policy in due course, various elements of the policy will be evaluated, including the fair value approach, and the prevailing market practice will be considered. The company will make any decisions at that point in time.

There are no further questions. The Chairman puts agenda item 7, the proposal to adopt the remuneration policy for the members of the Executive Board, to the vote.

There are 200,811,036 votes in favor of the proposal and 5,913,503 votes against the proposal. There are 24,293 abstentions.

The Chairman informs that in contrast to other European countries where a simple majority vote is required for adoption, in the Netherlands this voting item requires a 75% majority. As the percentage votes in favor amounts to 97.14%, the Chairman establishes that the meeting has adopted the remuneration policy for the members of the Executive Board as proposed.

8. PROPOSAL TO EXTEND THE AUTHORITY OF THE EXECUTIVE BOARD

8a. 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 22, 2021, 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, 2021.

There are no questions. The Chairman puts agenda item 8a, the authorization to issue shares and/or grant rights to subscribe for shares, to the vote.

There are 203,590,969 votes in favor of the proposal and 3,141,042 votes against the proposal. There are 9,820 abstentions.

The Chairman establishes that the authority of the Executive Board to issue shares and/or grant rights to subscribe for shares, as requested in agenda item 8a, has been granted as proposed.

8b. to restrict or exclude statutory pre-emption rights

The Chairman explains that it is proposed to extend the authority of the Executive Board for a period of 18 months, starting April 22, 2021, subject to the approval of the Supervisory Board, to restrict or exclude the pre-emption 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 8a, up to a maximum of 10% of the issued capital on April 22, 2021.

There are no questions. The Chairman puts agenda item 8b, the restriction or exclusion of pre-emption rights, to the vote.

There are 202,862,902 votes in favor of the proposal and 3,869,102 votes against the proposal. There are 9,827 abstentions.

The Chairman establishes that the authority of the Executive Board to restrict or exclude statutory pre-emption rights, as requested in agenda item 8b, has been granted as proposed.

9. 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 22, 2021, 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, 2021, 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, on April 23, 2020.

There are no questions. The Chairman puts agenda item 9, the proposal to authorize the Executive Board to acquire shares in the company, to the vote.

There are 205,356,844 votes in favor of the proposal and 1,181,488 votes against the proposal. There are 210,499 abstentions.

The Chairman establishes that the proposal to authorize the Executive Board to acquire shares in the company, as requested in agenda item 9, has been adopted as proposed.

10. 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 9, up to a maximum of 10% of the capital issued as of April 22, 2021, whereas the precise number of ordinary shares that will be cancelled shall be determined by the Executive Board. The Chairman further explains that in September 2020, the company completed a reduction in share capital by cancelling 5.5 million ordinary shares that were held in treasury.

There are no questions. The Chairman puts agenda item 10, the proposal to cancel shares, to the vote.

There are 206,730,527 votes in favor of the proposal and 1,484 votes against the proposal. There are 16,820 abstentions.

The Chairman establishes that the proposal to cancel shares, as requested in agenda item 10, has been adopted as proposed.

11. ANY OTHER BUSINESS

There are no other questions submitted prior to the meeting nor any other follow-up questions during the meeting.

12. CLOSING

The Chairman thanks all shareholders and interested parties who participated in this virtual meeting for their input and participation and closes the meeting.

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