

Main elements of the contract with Mr. Entricken in relation to his proposed reappointment by the 2021 AGM in line with the Dutch Corporate Governance Code

The remuneration of Mr. Entricken is based on the Wolters Kluwer Remuneration Policy for the Executive Board, as explained in the Remuneration Report, on pages 76-95 of the 2020 Annual Report, and consists of the following elements:

- Base Salary 2021: USD 821,000.
- Variable remuneration elements:
 - Short-Term Incentive Plan (STIP): at target 95% of base salary. Maximum payout of 145% of base salary. This maximum payout will only be payable if the actual performance for all individual measures exceeds 110% of target. There will be no payout for individual measures with results below 90% of target.

The STIP bonus for performance in 2021 will be based on the achievement of targets with respect to revenue performance (34%), adjusted net profit (28%), adjusted free cash flow (28%), and a set of six non-financial targets (10%).

- Long-Term Incentive Plan (LTIP): In 2021, Mr. Entricken will receive a conditional award of performance shares at 200% of his base salary. Actual payout depends on performance over a three-year period and can vary from 0-150% of the conditionally awarded number of performance shares.

Assuming adoption of the proposed Remuneration Policy for the Executive Board, the performance criteria will be Relative Total Shareholder Return for 50% of the value of the conditional rights on shares, Diluted Adjusted Earnings per Share (30%), and Return on Invested Capital (20%). In the event the proposed Remuneration Policy is not adopted, the performance criteria will continue to be Relative Total Shareholder Return and Diluted Earnings per Share (both for 50% of the value of the conditional rights on shares).

For a detailed explanation of the STIP and LTIP, and for the STIP payout over the previous year and LTIP payout over the previous three-year performance period, see the Remuneration Report, on pages 76-95 of the 2020 Annual Report.

- Severance Payment: One time base salary (in accordance with the Dutch Corporate Governance Code).
- Change of Control: In case of a change of control, Mr. Entricken will receive 100% of the number of conditional rights on shares awarded to him with respect to pending Long-Term Incentive Plans for which the performance period has not yet ended. In addition, he will receive a cash compensation equal to one-year base salary if his agreement would end following a change of control.



- Participation in health and wellness programs, the defined contribution retirement savings plan, and the deferred compensation plan of Wolters Kluwer United States.
- Customary expatriate arrangements, including travel allowance, housing allowance, tax equalization, non-university education expense reimbursement, and coverage for repatriation costs.