

## Annual General Meeting of Shareholders

Agenda for the Annual General Meeting of Shareholders of Wolters Kluwer nv, to be held on Wednesday, April 23, 2014, at 11.00 a.m. in the Sofitel Legend The Grand Hotel, Oudezijds Voorburgwal 197, 1012 EX Amsterdam, the Netherlands

- 1 Opening
- 2 2013 Annual Report
  - a Report of the Executive Board for 2013
  - b Report of the Supervisory Board for 2013
  - c Execution of the remuneration policy in 2013
- 3 2013 Financial statements and dividend
  - a Proposal to adopt the financial statements for 2013 as included in the annual report for 2013\*
  - b Proposal to distribute a dividend of €0.70 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 Proposal to appoint Ms. R. Qureshi 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-emptive rights\*
- 7 Proposal to authorize the Executive Board to acquire own shares\*
- 8 Proposal to appoint the external auditor\*
- 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

### 2 2013 Annual Report

#### c *Execution of the remuneration policy in 2013*

This item has been put on the agenda for discussion, following new Dutch legislation (2:135 paragraph 5a of the Dutch Civil Code).

### 3 2013 Financial statements and dividend

These agenda items include the proposal to adopt the financial statements for 2013 as included in the annual report for 2013, and to increase the dividend to €0.70 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 Proposal to appoint Ms. R. Qureshi as member of the Supervisory Board

After being a member of the Supervisory Board for a period of eight years, Mr. S.B. James will resign as a member of the Supervisory Board at the end of the Annual General Meeting of Shareholders. To fill the vacancy that will arise due to the resignation of Mr. James, the Supervisory Board, based on article 21(4) of the Articles of Association, makes a recommendation to appoint Ms. Rima Qureshi as member of the Supervisory Board, in view of her broad international management experience including deep operating experience in transforming technology based companies. Ms. Qureshi was born on January 4, 1965, and has Canadian nationality. Ms. Qureshi is Senior Vice President, Strategic Projects and Chairman of Region Northern Europe, Russia & Central Asia of Ericsson Group, and Member (non-executive) of the Board of Directors of MasterCard Inc. A more extensive C.V. of Ms. Qureshi can be found on the website of the company, [www.wolterskluwer.com](http://www.wolterskluwer.com). Ms. Qureshi holds no shares in the company. The number of supervisory board memberships that Ms. Qureshi holds, falls within the prevailing standard of the Dutch Corporate Governance Code.

### 6 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 24, 2013, 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 24, 2014, 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.

#### 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 23, 2014, 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 23, 2014, to be increased by a further 10% of the issued capital on April 23, 2014, in case the issuance is effectuated in connection with, or on the occasion of, a merger or acquisition.

#### 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 23, 2014, 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 6a, up to a maximum of 10% of the issued capital on April 23, 2014, to be increased by a further 10% of the issued capital on April 23, 2014, in case the issuance is effectuated in connection with, or on the occasion of, a merger or acquisition. 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.

### 7 Proposal to authorize the Executive Board to acquire own shares

The General Meeting of Shareholders, by virtue of the resolution adopted on April 24, 2013, has authorized the Executive Board for a period of

18 months to acquire own shares. This authorization will therefore end on October 24, 2014. It is proposed to authorize the Executive Board for a period of 18 months, starting April 23, 2014, 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 23, 2014, 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 the approval of the Supervisory Board. The proposed authorization will replace the authorization granted to the Executive Board on April 24, 2013.

**8 Proposal to appoint the external auditor**

Proposal to instruct Deloitte Accountants B.V., member of Deloitte Touche Tohmatsu Limited to examine the financial statements and annual report drawn up by the Executive Board and report thereon to the Supervisory Board and the Executive Board and make a statement on the subject, as stipulated in Article 27(3) of the Articles of Association, for the financial reporting years 2015 up to and including 2018. The Supervisory Board reserves the right to submit the appointment of the external auditor to the General Meeting of Shareholders before the lapse of the four-year period if this is deemed necessary by the Supervisory Board. The proposal to appoint a new auditor follows the new Dutch law according to which the company is required to rotate its external audit firm every eight years. The proposal to appoint Deloitte is based on the positive outcome of an extensive selection procedure organized by the company. Wolters Kluwer's current audit firm, KPMG Accountants N.V., will remain responsible for the statutory audit of the 2014 financial reporting year.