



Agenda

Annual General Meeting of Shareholders

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Agenda for the Annual General Meeting of Shareholders of Wolters Kluwer N.V., to be held on Thursday, April 20, 2017, at 11.00 AM CET in the Sofitel Legend The Grand Amsterdam, Oudezijds Voorburgwal 197, 1012 EX Amsterdam, the Netherlands

1 Opening

2 2016 Annual Report

- a Report of the Executive Board for 2016*
- b Report of the Supervisory Board for 2016*
- c Execution of the remuneration policy in 2016*

3 2016 Financial Statements and dividend

- a Proposal to adopt the Financial Statements for 2016 as included in the Annual Report for 2016 **
- b Explanation of dividend policy*
- c Proposal to distribute a total dividend of €0.79 per ordinary share, resulting in a final dividend of €0.60 per ordinary share **

4 Release of 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 for the exercise of their duties **
- b Proposal to release the members of the Supervisory Board for the exercise of their duties **

5 Composition Supervisory Board

- a Proposal to appoint Mr. Frans Cremers as member of the Supervisory Board **
- b Proposal to appoint Ms. Ann Ziegler as member of the Supervisory Board **

6 Proposal to re-appoint Mr. Kevin Entricken as member of the Executive 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-emption rights **

8 Proposal to authorize the Executive Board to acquire shares in the company *

9 Proposal to cancel shares *

10 Any other business

11 Closing

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

Explanatory notes to the agenda

2 2016 Annual Report

This agenda item includes three non-voting items: the report of the Executive Board for 2016, the report of the Supervisory Board for 2016 and the execution of the company's remuneration policy in 2016. With respect to these items, reference is made to the 2016 Annual Report.

3 2016 Financial Statements and dividend

These agenda items include the proposal to adopt the financial statements for 2016 as included in the Annual Report for 2016, an explanation of the company's dividend policy (as a non-voting item), and the proposal to adopt a total dividend of €0.79 per share in cash over the full financial year 2016.

The company has a progressive dividend policy under which the company aims to increase the dividend per share each year. The annual increase is dependent on the financial performance, market conditions, and the need for financial flexibility. In line with the progressive dividend policy, the Executive Board proposes to the General Meeting of Shareholders to adopt a total dividend of €0.79 per ordinary share in cash to be paid for the full financial year 2016, which represents an increase of 5% over the prior year. In line with the semi-annual dividend frequency that has been implemented since 2015, an interim dividend amounting to €0.19 per ordinary share was paid in cash in September 2016 with due observance of article 29 (6) of the Articles of Association. Therefore, the final dividend payable in May 2017, will amount to €0.60 per ordinary share.

4 Release of 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, as stipulated in article 28 of the Articles of Association, 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

Mr. Peter Wakkie and Mr. Len Forman will both retire from the Supervisory Board after the Annual General Meeting of Shareholders in 2017. Mr. Wakkie and Mr. Forman were both first appointed in 2005 and re-appointed in 2009 and 2013. Hence, Mr. Wakkie and Mr. Forman will reach the maximum period of three four-year terms on the Board. In connection with the retirement of Mr. Wakkie and Mr. Forman, the Supervisory Board is pleased to propose the appointment of Mr. Frans Cremers and Ms. Ann Ziegler as new members of the Supervisory Board, for a period of four years, up to and including the day on which the first General Meeting of Shareholders in 2021 will be held. Upon his appointment as Supervisory Board member by the General Meeting of Shareholders, Mr. Cremers will succeed Mr. Wakkie as Chairman of the Supervisory Board.

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

The Supervisory Board, in line with article 21 (4) of the Articles of Association, nominates Mr. Frans Cremers to be appointed as member of the Supervisory Board, in view of his extensive international management experience and in-depth knowledge of the information services sector. Mr. Cremers was born in 1952 and has Dutch nationality. Mr. Cremers is currently Chairman of the Supervisory Board of SBM Offshore and member of the Supervisory Board of Royal Vopak. Mr. Cremers was member of the Executive Board and CFO of VNU, a former Dutch listed publishing company, from 1997 until 2004 and held various positions at Royal Dutch Shell from 1975 to 1996. After leaving VNU he has served as a member of various supervisory boards. A more extensive curriculum vitae of Mr. Cremers can be found on www.wolterskluwer.com/agm.

Mr. Cremers holds no shares in the company. The number of supervisory board memberships that Mr. Cremers holds, falls within the limitations set forth in the Dutch Civil Code and he is committed to dedicating sufficient time to preparing and attending the Wolters Kluwer Supervisory Board meetings. Mr. Cremers is independent from the company within the meaning of the Dutch Corporate Governance Code.

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

The Supervisory Board, in line with article 21 (4) of the Articles of Association, nominates Ms. Ann Ziegler for appointment as member of the Supervisory Board, in view of her extensive financial management experience and in-depth knowledge of technology solutions. Ms. Ziegler was born in 1958 and has American nationality.

Since 2008, Ms. Ziegler has been Senior Vice President, Chief Financial Officer and Executive Committee member of CDW Corporation, an international provider of technology solutions for business, government, education and healthcare organizations. Previously she held multiple roles in finance and corporate development at Sara Lee Corporation where she started in 1993. Ms. Ziegler has served as member (non-executive) of the board of directors in public companies for the past 18 years, providing her experience in audit, nominating and governance committees. Currently, she is a member (non-executive) of the Board of Directors of Groupon and Hanesbrands. A more extensive curriculum vitae of Ms. Ziegler can be found on www.wolterskluwer.com/agm.

Ms. Ziegler holds no shares in the company. The number of supervisory board memberships that Ms. Ziegler holds, falls within the limitations set forth in the Dutch Civil Code and she is committed to dedicating sufficient time to preparing and attending the Wolters Kluwer Supervisory Board meetings. Ms. Ziegler is independent from the company within the meaning of the Dutch Corporate Governance Code.

6 Proposal to re-appoint Mr. Kevin Entricken as member of the Executive Board

Mr. Entricken's first four-year term as a member of the Executive Board expires after the Annual General Meeting of Shareholders in 2017. The Supervisory Board, based on article 15 (3) of the Articles of Association, makes a recommendation to re-appoint Mr. Entricken as a member of the Executive Board, for a period of four years, up to and including the day on which the first General Meeting of Shareholders in 2021 will be held, in view of his knowledge of and experience in financial and economic aspects of international businesses, and the way he currently fulfils his role as member of the Executive Board and Chief Financial Officer of Wolters Kluwer N.V. Mr. Entricken was born in 1965 and has American nationality. Prior to his appointment as member of the Executive Board, Mr. Entricken has been Chief Financial Officer of the Wolters Kluwer Health division (2010-2013), Vice President Investor Relations (2007-2010) and Chief Financial Officer of Wolters Kluwer Law & Business (2003-2007). He has previously held various management and financial positions at Reed Elsevier, EMI Music and KPMG. A more extensive curriculum vitae of Mr. Entricken, as well as the main elements of his agreement, can be found on www.wolterskluwer.com/agm.

Mr. Entricken holds 30,836 shares in the company. Outside of Wolters Kluwer he does not hold any positions at legal entities as referred to in article 2:132a of the Dutch Civil Code, or at non-Dutch listed companies.

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 21, 2016, has extended the period during which the Executive Board is authorized to issue shares and to limit or exclude the pre-emption rights when issuing ordinary shares by 18 months. This authorization will therefore end on October 21, 2017, 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 20, 2017, 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 share capital on April 20, 2017.

b Proposal to extend the authority of the Executive Board to restrict or exclude statutory pre-emption rights
Proposal to extend the Executive Board's authority until a date 18 months following April 20, 2017, 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 7a, up to a maximum of 10% of the issued share capital on April 20, 2017. The authority of the Executive Board to restrict or exclude statutory pre-emption rights is related to the fact that due to some foreign legal systems, shareholders outside of the Netherlands are not eligible in some cases to exercise statutory pre-emption rights. In the event of an issuance of shares, the Executive Board may decide in conformity with market practice to grant existing shareholders non-statutory pre-emption rights.

8 Proposal to authorize the Executive Board to acquire shares in the company

The General Meeting of Shareholders, by virtue of the resolution adopted on April 21, 2016, has authorized the Executive Board for a period of 18 months to acquire own shares. This authorization will therefore end on October 21, 2017. It is proposed to authorize the Executive Board for a period of 18 months, starting April 20, 2017, 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 share capital on April 20, 2017; 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 shares in the company 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 21, 2016.

9 Proposal to cancel shares

It is proposed to the General Meeting of Shareholders to cancel for capital reduction purposes any or all ordinary shares in the share capital of the company held, or to be acquired by the company under the authorization referred to under agenda item 8, resulting in a reduction of the company's issued ordinary shares. The cancellation may be executed in one or more tranches. The number of ordinary shares that will be cancelled (whether or not in a tranche) shall be determined by the Executive Board, with a maximum of the 10% of the issued share capital that may be acquired pursuant to agenda item 8. Pursuant to the relevant statutory provisions, cancellation may not be effected earlier than two months after a resolution of the Executive Board to determine the number of ordinary shares to be cancelled is adopted and publicly announced; this will apply for each tranche. The cancellation will further be executed in conformity with the relevant regulations as stipulated in the law and the company's Articles of Association. The purpose of the cancellation is to reduce the number of own shares which shall not be used to cover obligations arising from share-based incentive plans or other obligations.

