

## 2013 **Full-Year Results**

February 19, 2014 | Amsterdam

#### **Nancy McKinstry**

Chief Executive Officer and Chairman

**Kevin Entricken** 

Chief Financial Officer



When you have to be right

## Forward-looking Statements

This presentation contains forward-looking statements. These statements may be identified by words such as "expect", "should", "could", "shall", and similar expressions. Wolters Kluwer cautions that such forward-looking statements are qualified by certain risks and uncertainties, that could cause actual results and events to differ materially from what is contemplated by the forward-looking statements. Factors which could cause actual results to differ from these forward-looking statements may include, without limitation, general economic conditions, conditions in the markets in which Wolters Kluwer is engaged, behavior of customers, suppliers and competitors, technological developments, the implementation and execution of new ICT systems or outsourcing, legal, tax, and regulatory rules affecting Wolters Kluwer's businesses, as well as risks related to mergers, acquisitions and divestments. In addition, financial risks, such as currency movements, interest rate fluctuations, liquidity and credit risks could influence future results. The foregoing list of factors should not be construed as exhaustive. Wolters Kluwer disclaims any intention or obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Unless otherwise stated, this presentation is based on continuing operations. Comparative information is presented accordingly. 2012 results are restated for IAS 19R 'Employee benefits' and early adoption of IFRS 11 'Joint arrangements'. Growth rates are cited in constant currencies unless otherwise noted.

## Agenda

- Introduction
- Financial Review
- Strategic and Operating Review
- 2014 Outlook
- Appendix

### Introduction

- In 2013, our leading, high growth positions and digital products drove positive organic growth for the group
- Our 2013 results were in line with the guidance we set at the start of the year
  - Health performed better than expected, offsetting the challenge faced by F&CS
  - Ordinary free cash flow was better than expected, over €500 million
  - Net-debt-to-EBITDA ratio improved to 2.2x
- In 2014, we plan further action to sharpen our focus on our leading, high growth positions and to drive forward with our strategy
  - Increased restructuring, particularly in Legal & Regulatory Europe
  - Investments in growth initiatives, including new products and globalization



## Good progress on strategic goals

Expanding Leading, High Growth Positions

- Leading, high growth positions growing +7% organically
- Acquisition of Health Language and Prosoft to extend leading positions

Deliver Solutions
And Insights

- Investing 8-10% of revenues in new and enhanced products
- Digital products and services now
   77% of total revenues, up +4%

**Drive Efficiencies** 

- Significant progress on optimizing
   IT infrastructure and real estate
- Editorial and service process redesign underway

## Agenda

- Introduction
- Financial Review
- Strategic and Operating Review
- 2014 Outlook
- Appendix

## Full-year 2013 results

## Results in line with guidance

(€ million, unless otherwise stated)	2013	2012	Δ	Δ CC	ΔOG
Revenues	3,565	3,597	-1%	+2%	+1%
Ordinary EBITA	765	774	-1%	+2%	+1%
Ordinary EBITA margin	21.5%	21.5%			
Diluted ordinary EPS	€1.56	€1.56	0%	+3%	
Ordinary free cash flow	503	507	-1%	+3%	
Net-debt-to-EBITDA ratio	2.2x	2.4x			
Return on Invested Capital	8.7%	8.7%			

Δ-% Change; ΔCC-% Change constant currencies (EUR/USD 1.29); ΔOG-% Organic growth. 2012 restated for IAS 19R and IFRS 11



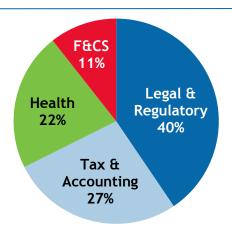
## Revenues by division

#### Strong organic growth at Health; challenges faced by F&CS

(€ million)	2013	2012	Δ	Δ CC	ΔOG
Legal & Regulatory	1,447	1,485	-3%	-1%	-1%
Tax & Accounting	965	981	-2%	+1%	+1%
Health	775	745	+4%	+8%	+6%
Financial & Compliance Services	378	386	-2%	+1%	-4%
Total Revenues	3,565	3,597	-1%	+2%	+1%

Δ-% Change; ΔCC-% Change constant currencies (EUR/USD 1.29); ΔOG-% Organic growth. 2012 restated for IAS 19R and IFRS 11





## Organic Growth by Geographic Market

- North America +2%
- Europe -2%
- Asia Pacific & ROW +5%

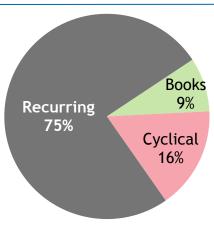
## Revenues by type

## Faster growth in recurring revenue offset by transactional trends

(€ million)	2013	2012	Δ	Δ СС	ΔOG
Digital & service subscription	1,951	1,885	+4%	+6%	+4%
Print subscription	399	443	-10%	-8%	-7%
Other non-cyclical	338	342	-1%	+2%	+2%
Recurring revenues	2,688	2,670	+1%	+3%	+2%
Books	304	329	-8%	-5%	-5%
CLS transactional	187	180	+4%	+9%	+8%
FS transactional	67	72	<b>-7</b> %	-5%	<b>-7</b> %
Other cyclical	319	346	-8%	-8%	-7%
Total revenues	3,565	3,597	-1%	+2%	+1%

Δ-% Change; ΔCC-% Change constant currencies (EUR/USD 1.29); ΔOG-% Organic growth. 2012 restated for IAS 19R and IFRS 11

#### 2013 Revenues



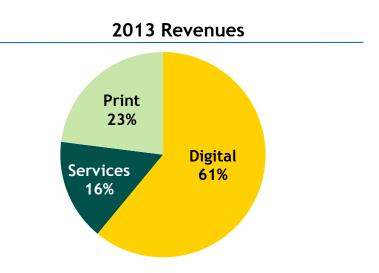


## Revenues by media format

Growth in digital more than offsets decline in print

_(€ million)	2013	2012	Δ	Δ CC	ΔOG
Digital	2,180	2,101	+4%	+7%	+5%
Services	561	567	-1%	+1%	0%
Print	824	929	-11%	-9%	-8%
Total revenues	3,565	3,597	-1%	+2%	+1%

Δ-% Change; ΔCC-% Change constant currencies (EUR/USD 1.29); ΔOG-% Organic growth. 2012 restated for IAS 19R and IFRS 11



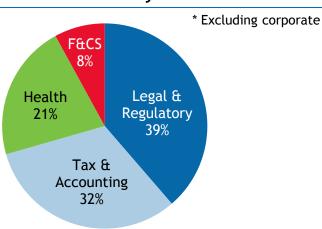
## **Ordinary EBITA**

### Margin increase in Health and T&A offsets decline in L&R and F&CS

(€ million)	2013	2012	Δ	Δ CC	ΔOG	Margin 2013	Margin 2012
Legal & Regulatory	313	327	-4%	-1%	-2%	21.6%	22.0%
Tax & Accounting	259	259	0%	+3%	+4%	26.8%	26.4%
Health	175	163	+7%	+11%	+7%	22.6%	21.9%
Financial & Compliance	64	73	-11%	-9%	-12%	17.1%	18.9%
Corporate	(46)	(48)	-4%	-4%	-4%		
Ordinary EBITA	765	774	-1%	+2%	+1%	21.5%	21.5%

Δ-% Change; ΔCC-% Change constant currencies (EUR/USD 1.29); ΔOG-% Organic growth. 2012 restated for IAS 19R and IFRS 11







## Ordinary net income and EPS

Diluted ordinary EPS up +3% in constant currencies

(€ million, unless otherwise stated)	2013	2012	Δ	Δ CC
Revenues	3,565	3,597	-1%	+2%
Ordinary EBITA	765	774	-1%	+2%
Ordinary EBITA margin	21.5%	21.5%		
Ordinary net financing costs1)	(117)	(121)		
Equity-accounted investees	(1)	0		
Ordinary income before tax	647	653	-1%	+2%
Tax on ordinary income	(178)	(182)		
Effective benchmark tax rate	27.6%	27.7%		
Non-controlling interests	(2)	(2)		
Ordinary net income	467	469	-1%	+2%
Diluted weighted average shares (million)	299.5	300.7		
Diluted ordinary EPS	€1.56	€1.56	0%	+3%

Δ-% Change; ΔCC-% Change constant currencies (EUR/USD 1.29). 2012 restated for IAS 19R and IFRS 11



<sup>1)</sup> Includes €5 million settlement received but excludes a €12 million gain on disposal and excludes the employee benefits financing charge of €5 million (2012: €5 million) and an €18 million write-down of investments available-for-sale

## IFRS profit and diluted EPS

Net profit benefits from disposal gains and lower discontinued loss

(€ million, unless otherwise stated)	2013	2012	Δ
Ordinary EBITA	765	774	-1%
Amortization of acquired intangibles	(185)	(192)	
Results on divestments of operations	47	4	
Acquisition integration costs and other	(8)	(18)	
Operating profit	619	568	+9%
Financing results <sup>1)</sup>	(128)	(126)	
Share of profit of equity-accounted investees, net of tax	(1)	0	
Profit before tax	490	442	+11%
Income tax expense	(137)	(109)	
Effective tax rate	28.0%	24.7%	
Profit after tax	353	333	+6%
Loss on discontinued operations, net of tax	(7)	(22)	
Profit for the year	346	311	+11%
Non-controlling interests	(1)	1	
Net profit to the owners of the Company	345	312	+11%
Diluted EPS	€1.15	€1.04	+11%

 $<sup>\</sup>Delta$ -% Change. 2012 restated for IAS 19R and IFRS 11

<sup>1)</sup> Financing results includes €5 million settlement received, a €12 million gain on disposal, the employee benefits financing charge of €5 million (2012: €5 million) and an €18 million write-down of investments available-for-sale



## Ordinary free cash flow

### Cash conversion back to normal levels; lower tax payments

(€ million, unless otherwise stated)	2013	2012	Δ	Δ CC
Ordinary EBITA	765	774	-1%	+2%
Depreciation and amortization of other intangibles	132	120		
Capital expenditure	(148)	(144)		
Autonomous movements in working capital	(22)	16		
Ordinary cash flow from operations	727	766	-5%	-2%
Cash conversion ratio	95%	99%		
Paid financing costs	(115)	(120)		
Paid corporate income tax, adjusted for Springboard	(103)	(122)		
Appropriation of provisions for restructuring, excluding Springboard	(19)	(19)		
Other <sup>1)</sup>	13	2		
Ordinary free cash flow	503	507	-1%	+3%

 $<sup>\</sup>Delta$ -% Change;  $\Delta$ CC-% Change constant currencies (EUR/USD 1.29). 2012 restated for IAS 19R and IFRS 11



<sup>1)</sup> Other includes share based payments, dividends received and other

## Movement in net debt

## Net debt reduced by approximately €100 million

(€ million, unless otherwise stated)	2013 FY	2012 FY
Net debt at January 1	(2,086)	(2,168)
Ordinary free cash flow	503	507
Springboard restructuring, net of tax	(10)	(24)
Acquisition spending, including costs, net of cash	(198)	(115)
Divestiture - cash proceeds, including costs, net of tax	60	5
Dividend payments	(204)	(92)
Repurchased shares	(27)	(133)
Discontinued operations, net of cash disposed of	(13)	(22)
Change in the fair value of derivatives	(16)	(37)
Foreign exchange and other	3	(7)
Net debt at December 31	(1,988)	(2,086)
Net-debt-to-EBITDA ratio	2.2x	2.4x

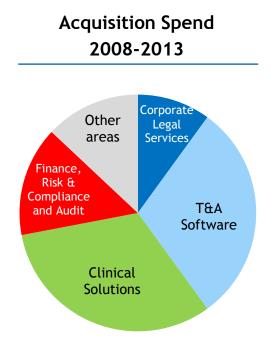
2012 restated for IAS 19R and IFRS 11



## Acquisitions and divestitures

#### Acquisitions support strategy and meet financial criteria

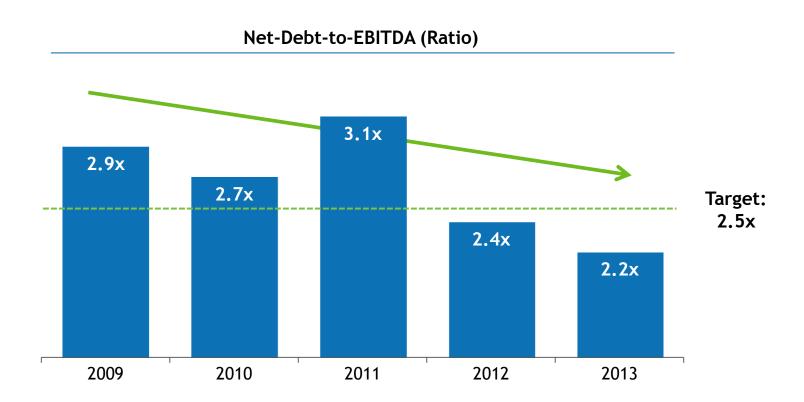
- Over 85% of our acquisition spend of past 6 years was applied to our leading, high growth positions
  - Nearly two thirds invested in Clinical Solutions and Tax & Accounting software
- Acquisitions 2008-2011:
  - The majority of investment achieves a return of 8% or more by year 3
  - Over 55% of investment has ROI of 8% or more by year 2
- Acquisitions 2012-2013:
  - Acclipse, FinArch, Health Language, Prosoft and other smaller acquisitions
  - On track to cover WACC within 3-5 years
- Divestitures of non-core assets continue
  - In 2013, we sold 7 businesses with annual revenues of €30 million





## Leverage

## Net-debt-to-EBITDA ratio improved to 2.2x



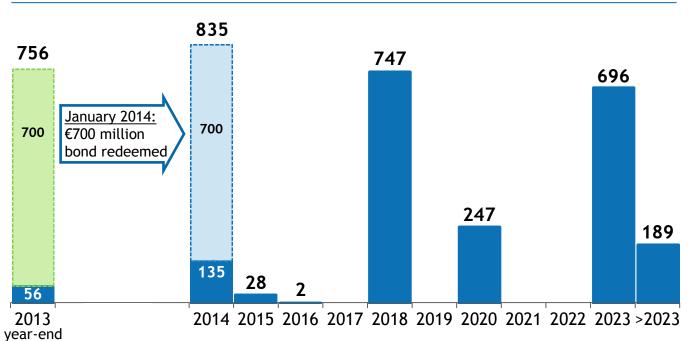
2012 restated for IAS 19R and IFRS 11



## Debt maturity profile

€700 million (2.875%) Eurobond issued in 2013 to secure 2014 bond maturity





Cash & cash equivalents + derivatives receivable

## **Balance Sheet**

## Solid financial position

(€ million)	Dec. 31, 2013	Dec. 31, 2012
Goodwill and intangible assets	4,592	4,651
Equity-accounted investees and financial assets	58	110
Other non-current assets	212	216
Non-current assets	4,862	4,977
Cash	755	328
Other current assets	1,247	1,251
Deferred income	(1,214)	(1,233)
Short-term borrowings and bank overdrafts	(817)	(492)
Other current liabilities	(883)	(930)
Working capital	(912)	(1,076)
Capital employed	3,950	3,901
Total equity	1,584	1,558
Long-term debt	1,909	1,918
Other non-current liabilities	457	425
Total financing	3,950	3,901

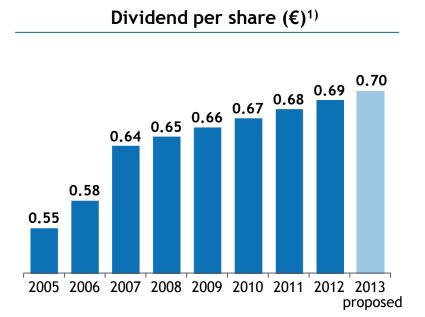
2012 restated for IAS 19R and IFRS 11



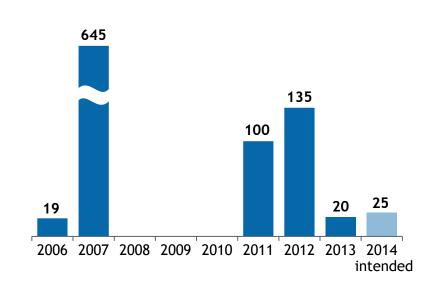
## Returns to shareholders

Proposed dividend increase to €0.70 for 2013 to be paid in cash

- Progressive dividend policy: eighth consecutive year of increase
- Anti-dilution policy: share buy-back of up to €25 million in 2014







1) Dividend declared for the year indicated



## **Summary**

- Revenues up +1% organically
- Ordinary EBITA of €765 million; up +2% in constant currencies; margin stable at 21.5%
- Ordinary diluted EPS €1.56, up +3% in constant currencies
- Ordinary free cash flow of €503 million, up +3% in constant currencies
- Net-debt-to-EBITDA ratio improved to 2.2x, better than target

## Agenda

- Introduction
- Financial Review
- Strategic and Operating Review
- 2014 Outlook
- Appendix

## Legal & Regulatory

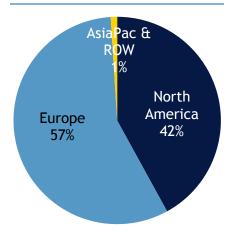
## Revenue decline abates; margin impacted

€ million	2013	2012	Δ	Δ CC	ΔOG
Revenues	1,447	1,485	-3%	-1%	-1%
Ordinary EBITA	313	327	-4%	-1%	<b>-2</b> %
Margin	21.6%	22.0%			

#### L&R Segments



#### Revenue by Geography\*



\* FY 2013 revenues by geographic market

 $\Delta\text{-}\%$  Change;  $\Delta CC\text{-}\%$  Change constant currencies (EUR/USD 1.29);  $\Delta OG\text{-}\%$  Organic growth

#### **Corporate Legal Services**

- Revenue up +5% organically
- Transactional revenue +8% with mixed trends
- Trademark business, Corsearch, expanded with Avantiq and CitizenHawk
- Legal spend management platform,
   TyMetrix, launched new interface

#### Legal & Regulatory Europe

- Organic revenue decline -3%, abating from -6% in 2012.
- Driving efficiencies and investing in digital and legal workflow tools

#### Law & Business North America

 Impacted by lower law school enrollments; strong growth in digital information services

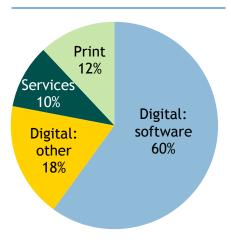


## Tax & Accounting

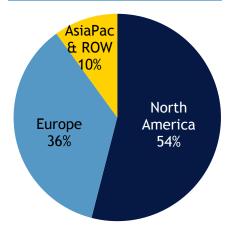
#### Results supported by growth in software globally

€ million	2013	2012	Δ	Δ CC	ΔOG
Revenues	965	981	-2%	+1%	+1%
Ordinary EBITA	259	259	0%	+3%	+4%
Margin	26.8%	26.4%			

#### **Media Formats**



#### Revenue by Geography\*



<sup>\*</sup> FY 2013 revenues by geographic market

#### **North America**

- Software revenues up +6%, partially offset by expected decline in bank products and publishing
- Cloud-based CCH Axcess well received and helping to drive software growth

#### **Europe**

- Organic growth positive as growth in software more than offsets decline in print and cyclical activities
- Twinfield achieves double-digit growth and invests in geographic expansion

#### Asia Pacific & ROW

- Revenues broadly stable as growth in software is largely offset by decline in print formats
- Prosoft revenues up in double-digits (pro forma)

 $\Delta\text{-}\%$  Change;  $\Delta CC\text{-}\%$  Change constant currencies (EUR/USD 1.29);  $\Delta OG\text{-}\%$  Organic growth

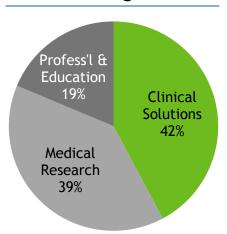


### Health

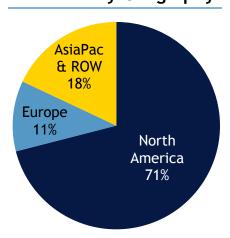
#### Organic growth accelerates to 6%; margin up 70 basis points

€ million	2013	2012	Δ	Δ CC	ΔOG
Revenues	775	745	+4%	+8%	+6%
Ordinary EBITA	175	163	+7%	+11%	+7%
Margin	22.6%	21.9%			

#### **Health Segments**



#### Revenue by Geography\*



\* FY 2013 revenues by geographic market

#### Cture of a surface of

- Sustains double-digit organic growth
- Strong performance across all product areas
- Health Language revenue up in doubledigits (pro forma)

#### **Medical Research**

Clinical Solutions

- Modest organic growth as growth at Ovid and online journals more than offsets print subscription decline
- Investing in content and functionality and expanding open access

#### **Professional & Education**

- Slightly positive organic growth following improvement in second half
- Book markets remain weak; gained share in U.S. nursing education
- Digital learning revenues up over 40%

 $\Delta\text{-}\%$  Change;  $\Delta\text{CC-}\%$  Change constant currencies (EUR/USD 1.29);  $\Delta\text{OG-}\%$  Organic growth

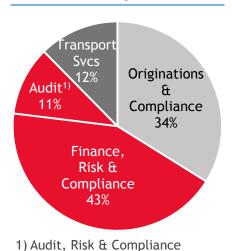


## Financial & Compliance Services

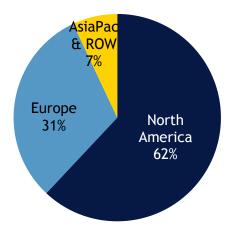
Results impacted by downturn in U.S. mortgage refinancing, regulatory delays and product migration

€ million	2013	2012	Δ	Δ CC	ΔOG
Revenues	378	386	-2%	+1%	-4%
Ordinary EBITA	64	73	-11%	-9%	-12%
Margin	17.1%	18.9%			

#### **F&CS Segments**



#### Revenue by Geography\*



\* FY 2013 revenues by geographic market

#### $\Delta$ -% Change; $\Delta$ CC-% Change constant currencies (EUR/USD 1.29); $\Delta$ OG-% Organic growth

#### Finance, Risk & Compliance

- Organic growth +3%; deceleration in Q4 due to delays in banking regulations
- Ranked global #4 in RiskTech100 by Chartis, high customer satisfaction

#### Audit, Risk & Compliance

- Audit software, TeamMate, up +9% organically
- Revenue attrition from Axentis migration as expected

#### Originations, Risk & Compliance

- Impacted by downturn in U.S. mortgage refinancing market
- FS transactional revenues down -7%

#### **Transport Services (Europe)**

 Market conditions remain challenging; significant restructuring and repositioning undertaken in 2013



## Progress on strategy

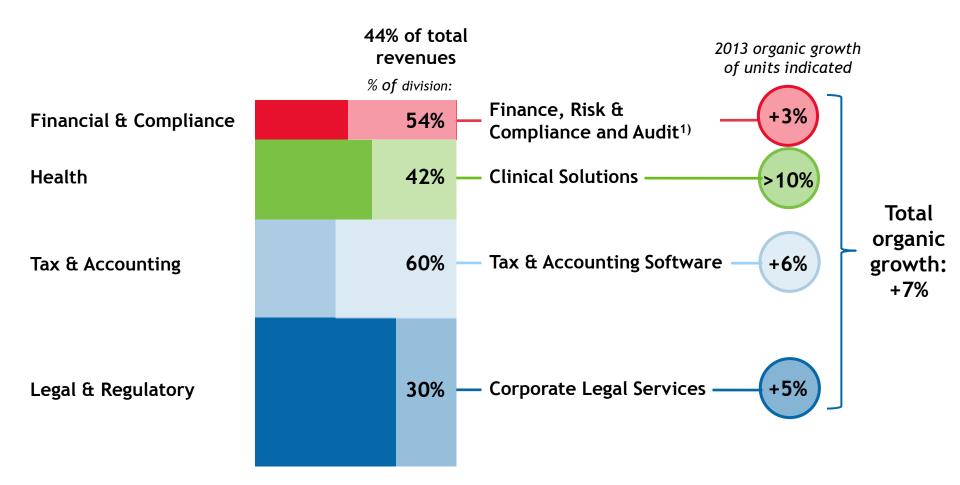
Our strategy aims to accelerate profitable growth

**Expand** our leading, high growth positions Deliver solutions and insights Drive efficiencies

- Focus the majority of our investments on high growth segments where we have achieved market leadership
- Invest in products and services to deliver the tailored solutions and insights our professional customers need to make critical decisions and increase their productivity
- Find more ways to drive efficiencies in areas such as sourcing, technology, real estate, organizational processes, and distribution channels

## 1. Expand our leading, high growth positions

Our leading, high growth positions in total grew 7% organically



<sup>1)</sup> Includes the Finance, Risk & Compliance and Audit, Risk & Compliance units within the F&CS division



## 2. Deliver solutions and insights

We launched several products that improve our customers' productivity and outcomes

#### **Increasingly Mobile**



Cloud-based tax & accounting software for CPA firms

## Drives Decisions and Outcomes



Enhanced enterprise governance, risk and compliance solution for banks

## Tailored to the Customer



General Counsel NAVIGATOR for small to mid-size corporate legal departments

## 3. Drive efficiencies

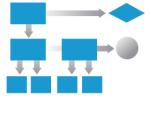
We are continuing to drive savings and creating global scale economies











#### Sourcing

#### **Technology**

#### **Real Estate**

## Sales Channel & Go to Market

## Process & Organization

2013

- Renegotiated paper, printing, warehousing and shipping contracts
- Optimized hosting and infrastructure services providers
- Consolidated office space (closed 10 offices in Europe and 10 in the U.S.)
- Replaced unprofitable direct mail with digital marketing in Health and T&A
- Redesigned CLS' Service-of-Process operation

2014

- Print consolidation
- Automating and reducing prepress costs
- Off shoring automated content enrichment
- Renegotiating lease contracts
- Improving space utilization and rationalize offices
- Re-allocating sales staff towards growth areas
- Optimizing editorial and production

## Agenda

- Introduction
- Financial Review
- Strategic and Operating Review
- 2014 Outlook
- Appendix

## **Divisional Outlook 2014**

Legal & Regulatory	<ul> <li>Corporate Legal Services to see good organic growth, with momentum in transactional revenues slowing</li> <li>Legal &amp; Regulatory (excluding CLS) to see organic revenue decline and margin contraction, partly due to restructuring</li> </ul>
Tax & Accounting	<ul> <li>Tax software to achieve good organic growth, partially offset by print and bank product declines</li> <li>Margin expected to contract due to restructuring</li> </ul>
Health	<ul> <li>Clinical Solutions to deliver strong organic growth</li> <li>Digital growth in publishing to continue while print journal and book markets expected to remain soft</li> <li>Margin to increase due to positive mix shift and efficiency measures</li> </ul>
Financial & Compliance Services	<ul> <li>Finance, Risk &amp; Compliance and Audit to see positive organic growth, but weighted towards the second half</li> <li>Originations volumes remain constrained by downturn in U.S. mortgage market</li> </ul>



## Guidance 2014

Performance indicators	FY2014 Guidance
Ordinary EBITA Margin	20.5%-21.5%
Ordinary free cash flow	≥ €475 million
Return on invested capital	≥ 8%
Diluted ordinary EPS	Low single-digit growth

Guidance for ordinary free cash flow and diluted ordinary EPS is in constant currencies (EUR/USD 1.33).

#### Additional information

Ordinary net financing costs1)	Approximately €100 million
Benchmark effective tax rate	27.5%-28.0%
Cash conversion ratio <sup>1)</sup>	Approximately 95%

<sup>1)</sup> In constant currencies (EUR/USD 1.33).





## **Q&A**

#### **Nancy McKinstry**

Chief Executive Officer and Chairman

#### **Kevin Entricken**

Chief Financial Officer





## **Appendix**

**Nancy McKinstry** 

Chief Executive Officer and Chairman

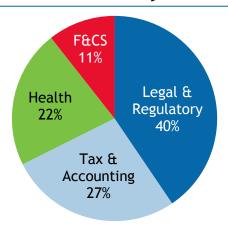
**Kevin Entricken** 

Chief Financial Officer

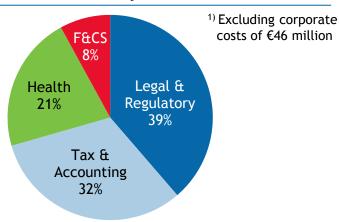


## Revenue and EBITA Breakdown

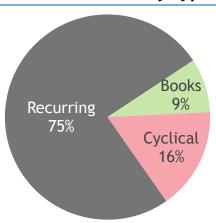
2013 Revenues by division



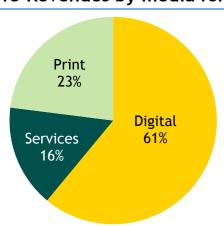
2013 Ordinary EBITA<sup>1)</sup>



2013 Revenues by type



2013 Revenues by media format



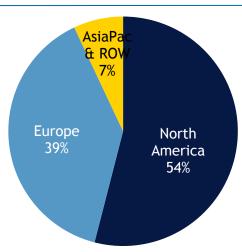


## Revenues by region

(€ million)	2013	2012	Δ	Δ CC	ΔOG
North America	1,913	1,932	-1%	+3%	+2%
Europe	1,385	1,437	-4%	-2%	-2%
AsiaPac & ROW	267	228	+17%	+15%	+5%
Total Revenues	3,565	3,597	-1%	+2%	+1%

Δ-% Change; ΔCC-% Change constant currencies (EUR/USD 1.29); ΔOG-% Organic growth. 2012 restated for IAS 19R and IFRS 11







# Reconciliation: Ordinary net financing costs to financing results

(€ million)	2013	2012
Ordinary net financing costs	(117)	(121)
Divestment related results on equity-accounted investees	12	-
Employee benefits financing component	(5)	(5)
Write-down of investments available-for-sale	(18)	-
Financing results	(128)	(126)



## **Currency**

	Average	e rates	Closing	rates	Revenue impact	EBITA impact
1 Euro	2013	2012	2013	2012	2013	2013
U.S. Dollar	1.33	1.29	1.38	1.32	(66)	(20)
British Pound	0.85	0.81	0.83	0.82	(7)	(1)
Australian Dollar	1.38	1.24	1.54	1.27	(6)	(2)
Canadian Dollar	1.37	1.29	1.47	1.31	(4)	(1)
Other					(12)	(2)
Total impact (€ mi	llion)			_	(95)	(26)

By division:		
Legal & Regulatory	(28)	(9)
Tax & Accounting	(29)	(9)
Health	(28)	(6)
Financial & Compliance Services	(10)	(2)
 Total	(95)	(26)

