

Wolters Kluwer
AGM 23 April 2020

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|--|--------------------|---------------|
| Issued share capital: | 273,016,153 | |
| Issued share capital and entitled to vote: | 266,301,031 | |
| Present at the AGM: | 197,131,482 | 74.03% |

| # | Agenda item | For | % | Against | % | Withheld | Votes total | % of ISC voted | No votes | Result |
|----|--|-------------|---------|------------|--------|-----------|-------------|----------------|----------|----------|
| 2c | Advisory vote on the remuneration report as included in the 2019 Annual Report | 100,791,455 | 53.03% | 89,267,294 | 46.97% | 7,072,733 | 197,131,482 | 74.03% | 0 | Adopted |
| 3a | Proposal to adopt the Financial Statements for 2019 as included in the 2019 Annual Report | 196,917,312 | 100.00% | 0 | - | 214,170 | 197,131,482 | 74.03% | 0 | Adopted |
| 3c | Proposal to distribute a total dividend of €1.18 per ordinary share, resulting in a final dividend of €0.79 per ordinary share | 196,221,306 | 99.56% | 870,121 | 0.44% | 40,055 | 197,131,482 | 74.03% | 0 | Adopted |
| 4a | Proposal to release the members of the Executive Board from liability for the exercise of their duties | 193,788,373 | 99.22% | 1,527,055 | 0.78% | 1,816,054 | 197,131,482 | 74.03% | 0 | Adopted |
| 4b | Proposal to release the members of the Supervisory Board from liability for the exercise of their duties | 193,788,373 | 99.22% | 1,527,055 | 0.78% | 1,816,054 | 197,131,482 | 74.03% | 0 | Adopted |
| 5a | Proposal to reappoint Ms. Jeanette Horan as member of the Supervisory Board | 180,982,061 | 92.38% | 14,919,826 | 7.62% | 1,229,595 | 197,131,482 | 74.03% | 0 | Adopted |
| 5b | Proposal to appoint Mr. Jack de Kreij as member of the Supervisory Board | 187,497,015 | 95.93% | 7,957,073 | 4.07% | 1,677,394 | 197,131,482 | 74.03% | 0 | Adopted |
| 5c | Proposal to appoint Ms. Sophie Vandebroek as member of the Supervisory Board | 195,290,564 | 99.69% | 611,685 | 0.31% | 1,229,233 | 197,131,482 | 74.03% | 0 | Adopted |
| 6 | Proposal to adopt the remuneration policy for the members of the Executive Board | 99,103,280 | 52.13% | 91,020,973 | 47.87% | 7,007,229 | 197,131,482 | 74.03% | 0 | Rejected |
| 7a | Proposal to adopt the remuneration policy for the members of the Supervisory Board | 195,344,578 | 99.11% | 1,746,849 | 0.89% | 40,055 | 197,131,482 | 74.03% | 0 | Adopted |
| 7b | Proposal to amend the remuneration of the members of the Supervisory Board | 195,823,078 | 99.36% | 1,268,349 | 0.64% | 40,055 | 197,131,482 | 74.03% | 0 | Adopted |
| 8a | Proposal to extend the authority of the Executive Board to issue shares and/or grant rights to subscribe for shares | 193,442,177 | 98.14% | 3,671,538 | 1.86% | 17,767 | 197,131,482 | 74.03% | 0 | Adopted |
| 8b | Proposal to extend the authority of the Executive Board to restrict or exclude statutory pre-emption rights | 192,540,662 | 97.68% | 4,573,053 | 2.32% | 17,767 | 197,131,482 | 74.03% | 0 | Adopted |
| 9 | Proposal to authorize the Executive Board to acquire shares in the company | 193,027,001 | 98.01% | 3,925,479 | 1.99% | 179,002 | 197,131,482 | 74.03% | 0 | Adopted |
| 10 | Proposal to cancel shares | 196,876,680 | 99.88% | 237,035 | 0.12% | 17,767 | 197,131,482 | 74.03% | 0 | Adopted |