

CONVOCAATION NOTICE

for the virtual Annual General Meeting of Shareholders of Wolters Kluwer N.V.

to be held on **Thursday, April 22, 2021**, at **3.00 PM CET**. Formally the meeting will be held at the Corporate Office of Wolters Kluwer, Zuidpoolsingel 2, 2408 ZE in Alphen aan den Rijn, the Netherlands.

In light of the COVID-19 pandemic and the associated continuing health risks and in accordance with the 'Temporary Act COVID-19 Justice and Safety', the Annual General Meeting will only be virtually accessible for shareholders. This means that shareholders will not be able to physically attend the meeting. Shareholders can attend the meeting via the internet and can vote live during the meeting at www.abnamro.com/evoting or in advance by granting a written proxy to the notary.

In short, the following agenda items are scheduled for this Annual General Meeting:

- 1. Opening**
- 2. 2020 Annual Report**
 - a. Report of the Executive Board for 2020
 - b. Report of the Supervisory Board for 2020
 - c. Advisory vote on the remuneration report as included in the 2020 Annual Report *
- 3. 2020 Financial Statements and dividend**
 - a. Proposal to adopt the Financial Statements for 2020 as included in the 2020 Annual Report*
 - b. Explanation of dividend policy
 - c. Proposal to distribute a total dividend of €1.36 per ordinary share, resulting in a final dividend of €0.89 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 reappoint Mr. Frans Cremers as member of the Supervisory Board *
 - b. Proposal to reappoint Ms. Ann Ziegler as member of the Supervisory Board *
- 6. Proposal to reappoint Mr. Kevin Entricken as member of the Executive Board ***
- 7. Proposal to adopt the remuneration policy for the members of the Executive Board ***
- 8. 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 *
- 9. Proposal to authorize the Executive Board to acquire shares in the company ***
- 10. Proposal to cancel shares ***
- 11. Any other business**
- 12. Closing**

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

MEETING DOCUMENTS

The agenda and explanatory notes, the 2020 Annual Report, the remuneration report for 2020 and the remuneration policy for the Executive Board are available on the company's website (www.wolterskluwer.com/agm). The aforementioned documents are also available at the offices of Wolters Kluwer N.V. (Zuidpoolsingel 2, 2408 ZE Alphen aan den Rijn, the Netherlands).

These documents can be collected free of charge at the aforementioned address. It is also possible to ask for these documents in writing or by telephone at Wolters Kluwer N.V., Corporate Communications department, P.O. Box 1030, 2400 BA Alphen aan den Rijn, the Netherlands (telephone: +31 (0)172 641 421, or by e-mail: info@wolterskluwer.com), or at ABN AMRO Bank N.V. (by e-mail via: ava@nl.abnamro.com).

PARTICIPATION INSTRUCTIONS

Record Date

Persons entitled to vote and to attend the Annual General Meeting (the **meeting**) are those who, on **Thursday, March 25, 2021 at 5.30 PM CET (Record Date)**, after all additions and deductions at that date have been processed, have those rights and are registered as such in one of the registers designated by the Executive Board and who have also been registered for the meeting in the manner described below.

PROCEDURE FOR HOLDERS OF DEPOSIT SHARES:

Registration

The register and sub-registers designated for holders of deposit shares are the records of the intermediaries as referred to in the Securities Transactions Act (*Wet giraal effectenverkeer*), which lists the holders of ordinary deposit shares on the Record Date.

Application

Holders of deposit shares will have access to the meeting if they have applied as from Friday, March 26, 2021 and no later than on **Thursday, April 15, 2021 at 5.30 PM CET** via www.abnamro.com/evoting or via the intermediary in whose records they are listed as holders of ordinary deposit shares, with ABN AMRO Bank N.V. (**ABN AMRO**). In all circumstances, the intermediaries will need to issue an electronic statement to ABN AMRO via www.abnamro.com/intermediary, no later than Friday, April 16, 2021 at 1.30 PM CET, which includes the number of deposit shares held and registered for registration by the relevant shareholder on the Record Date. In addition, the intermediaries are requested to include the full address details of the relevant ultimate beneficial holders, as well as their valid email address, securities account and mobile phone number which are required for authentication purposes in order to be able to verify

the shareholding on the Record Date in an efficient manner and to provide virtual access to the meeting. The receipt (of registration) to be supplied by ABN AMRO via the relevant intermediary will contain log-in details for attending the meeting virtually and for voting virtually.

Granting of proxy

Holders of deposit shares, who wish to grant a written proxy to Ms. J.J.C.A. (Joyce) Leemrijse, civil law notary in Amsterdam, the Netherlands, and/or her legal substitute and/or each (candidate) civil law notary of Allen & Overy LLP, Amsterdam office (the **Notary**), to attend the virtual meeting on their behalf, may do so in the manner described below, provided that they have applied for the meeting in time in the manner described above.

Electronic proxy with voting instruction to the Notary

Holders of deposit shares may grant an electronic proxy including a voting instruction to the Notary via www.abnamro.com/evoting until **Thursday, April 15, 2021 at 5.30 PM CET** at the latest. Alternatively a form for granting a written proxy to the Notary is available on the website of Wolters Kluwer (www.wolterskluwer.com/agm) or can be asked for at ABN AMRO (telephone +31 (0)20 344 2000 or by e-mail: ava@nl.abnamro.com). The completed proxy forms must be sent to ABN AMRO, either by mail (ABN AMRO Bank N.V., Department Corporate Broking & Issuer Services HQ7212, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands), by fax (+31 (0)20 628 8481), or by e-mail (ava@nl.abnamro.com) and must be in the possession of ABN AMRO at the latest on **Thursday, April 15, 2021 at 5.30 PM CET**.

PROCEDURE FOR REGISTERED SHAREHOLDERS:

Registration

The register designated for registered shareholders is the shareholders' register of Wolters Kluwer N.V., kept by the company, which as at the Record Date lists the registered shareholders.

Application and granting of proxy

The company will send the registered shareholders an application form with explanatory notes by mail. The written application has to be in the possession of the company at the latest on **Thursday, April 15, 2021 at 5.30 PM CET**. It is also possible to register via www.abnamro.com/evoting whereby "ABN AMRO Registrar" must be selected as the intermediary. ABN AMRO will provide the registered shareholders with a receipt (of registration) which will contain log-in details for attending the meeting virtually and for voting virtually. Registered shareholders, who wish to authorize the Notary to attend the meeting on their behalf, can do so via www.abnamro.com/evoting and by selecting "ABN AMRO Registrar" as intermediary, or by means of the application form.

VIRTUAL ATTENDING AND VOTING

Shareholders can attend and vote at the meeting on all items put on the agenda for voting via the internet, therefore online and remote with their smartphone, tablet or personal computer, unless the shareholder's intermediary does not accommodate online attending and voting. Upon registration to vote virtually, a shareholder will receive an email with a link to login to the Wolters Kluwer online voting platform via www.abnamro.com/evoting. After successful login and confirmation of the login via a two-factor authentication (by SMS verification), the shareholder is automatically logged into the meeting. Further instructions may be provided via www.abnamro.com/evoting and/or the Wolter Kluwer online voting platform, and can be found in our manual, available on our website: www.wolterskluwer.com/agm.

You will be able to log in for virtual admission to the meeting on April 22, 2021 via www.abnamro.com/evoting as of 1.00 PM CET until the commencement of the meeting at 3.00 PM CET. You must log in and complete the admission procedure for the meeting before 3.00 PM CET. After this time registration is no longer possible. Shareholders who log in after 3.00 PM CET will only have access to the meeting via the webcast (see below) and will neither be able to ask questions nor to vote.

The company's policy regarding the virtual meeting can be found at www.wolterskluwer.com/agm. As described in the policy virtual voting entails risks. Shareholders who wish to avoid such risks, should choose to give a voting instruction to the Notary.

Wolters Kluwer is an international company and its corporate language is English. The Annual General Meeting will therefore be conducted in English. A live translation into Dutch will not be offered.

WRITTEN QUESTIONS

From today until **Monday, April 19, 2021, 3.00 PM CET** at the latest, shareholders may submit written questions in relation to the items on the agenda in advance via email to: 2021AGM@wolterskluwer.com. Shareholders must include their name and their shareholder certificate number, which can be obtained from their bank, in their email. The company intends to answer these questions (possibly combined) during the virtual meeting. The company reserves the right to individually respond to a question, if this is deemed appropriate. It will also be possible for shareholders attending the meeting virtually to ask follow-up questions in relation to the items on the agenda by electronic means, via the use of a chat function in the Wolters Kluwer online voting platform. However, the chairman of the meeting may use his discretion not to respond to all follow-up questions, in the interest of the order of the meeting.

WEBCAST

Shareholders who wish to follow the meeting via a live video webcast can do so via www.wolterskluwer.com/investors. The webcast will be open on April 22, 2021 from 2.45 PM CET until the end of the meeting.

Alphen aan den Rijn, March 10, 2021

Executive Board

Wolters Kluwer N.V.

CONTACT INFORMATION

Wolters Kluwer N.V.

P.O. Box 1030

2400 BA Alphen aan den Rijn

The Netherlands

Tel: +31(0)172641421

Email: info@wolterskluwer.com

Web: www.wolterskluwer.com