CONVOCATION NOTICE

Annual General Meeting of Shareholders of Wolters Kluwer N.V.

to be held on Thursday, April 23, 2020 at 11.00 AM CET
at the Corporate Office of Wolters Kluwer, Zuidpoolsingel 2, 2408 ZE Alphen aan den Rijn, the Netherlands. in Hotel Casa Amsterdam, Eerste Ringdijkstraat 4, 1097 BC Amsterdam, the Netherlands.

CHANGE OF LOCATION: Considering recent developments surrounding COVID-19 in the Netherlands, Wolters Kluwer had to decide to change the location of the 2020 Annual General Meeting of Shareholders (AGM) from Hotel Casa Amsterdam to the Wolters Kluwer Corporate Office at Zuidpoolsingel 2, 2408 ZE Alphen aan den Rijn, the Netherlands.

Furthermore, please take notice of the updated instructions to shareholders due to Covid-19 measures as published on our website: www.wolterskluwer.com/agm

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

1. Opening

2. 2019 Annual Report
   a. Report of the Executive Board for 2019
   b. Report of the Supervisory Board for 2019
   c. Advisory vote on the remuneration report as included in the 2019 Annual Report *

3. 2019 Financial Statements and dividend
   a. Proposal to adopt the Financial Statements for 2019 as included in the 2019 Annual Report *
   b. Explanation of dividend policy
   c. Proposal to distribute a total dividend of €1.18 per ordinary share, resulting in a final dividend of €0.79 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 Ms. Jeanette Horan as member of the Supervisory Board *
   b. Proposal to appoint Mr. Jack de Kreij as member of the Supervisory Board *
   c. Proposal to appoint Ms. Sophie Vandebroek as member of the Supervisory Board *
6. Proposal to adopt the remuneration policy for the members of the Executive Board *

7. Remuneration Supervisory Board
   a. Proposal to adopt the remuneration policy for the members of the Supervisory Board *
   b. Proposal to amend the remuneration of the members of the Supervisory 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.

AGENDA
The agenda and explanatory notes, the 2019 Annual Report, the remuneration report for 2019 and the remuneration policies for the Executive Board and the Supervisory 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) and will be available at the meeting.

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 or attending the Annual General Meeting (the meeting) are those who, on Thursday, March 26, 2020 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 27, 2020 and no later than on Thursday, April 16, 2020 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 intermediary will need to issue a statement to ABN AMRO via www.abnamro.com/intermediary, no later than Friday, April 17, 2020 at 11.00 AM 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 in order to be able to verify the shareholding on the Record Date in an efficient manner.

Admission to the meeting

Holders of deposit shares who have timely applied for attending the meeting, will receive a proof of registration by e-mail or mail. The proof of registration will serve as proof of admission to the meeting.

Granting of proxy

Holders of deposit shares, who wish to grant a proxy to each civil law notary of Allen & Overy LLP, Amsterdam office, each of them severally (Notary), or wish to authorize a third party to attend the meeting on their behalves, may do so in the manner described below, provided that they have applied for the meeting in time in the manner described above.

Written proxy to the Notary or a third party

A form for a written proxy to a third party or 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 16, 2020 at 5.30 PM CET.

Electronic proxy to the Notary

Holders of deposit shares may grant an electronic proxy including a voting instruction to the Notary until Thursday, April 16, 2020 at 5.30 PM CET at the latest. This is possible via www.abnamro.com/evoting.

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. The written application has to be in the possession of the company at the latest on Thursday, April 16, 2020 at 5.30 PM CET. It is also possible to register via www.abnamro.com/evoting. Registered shareholders, who wish to authorize a third party to attend the meeting on their behalf, can do so by means of the application form and must state such third party’s details on the form.
ACCESSIBILITY
Please note that the Corporate Office of Wolters Kluwer N.V. is conveniently situated nearby public transport (Alphen aan den Rijn Station) and is well located in the Randstad and Schiphol being connected to the A4, A12 and A20 highways.

CORONAVIRUS (COVID-19)
Wolters Kluwer is closely monitoring developments with respect to COVID-19, including information and guidance published by healthcare authorities around the globe. Our primary goal is to ensure the health and safety of our employees, their families, our customers, and shareholders and at the same time continue to serve our customers without interruption. Accordingly, we have implemented a number of protective measures and may take further precautionary action based on updated information and circumstances.

We would like to point out the possibility to give a written or electronic proxy to our Notary, or alternatively via www.abnamro.com/evoting.

We also strongly recommend checking our website www.wolterskluwer.com/agm regularly for any updated information on the Annual General Meeting of April 23, 2020.

Alphen aan den Rijn, March 11, 2020

Executive Board
Wolters Kluwer N.V.

Updated, April 2, 2020

CONTACT INFORMATION
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