

Wolters Kluwer

2020 Half-Year Results

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Wolters Kluwer

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.

Growth rates are cited in constant currencies unless otherwise noted.

Agenda

- **Introduction**
- Financial Review
- Operating and Strategic Review
- Outlook 2020
- Appendices

COVID-19

Since mid-March, we have been focused on protecting our employees and supporting our customers in extraordinary circumstances

Employees: ensuring health and safety

- Global work-from-home: approx. 95% of employees working from home
- Frequent monitoring of employee welfare and engagement
- Virtual collaboration among employees using a standard digital toolset
- Sales and customer service pivoted to virtual and remote way of working

Customers: providing access and tools

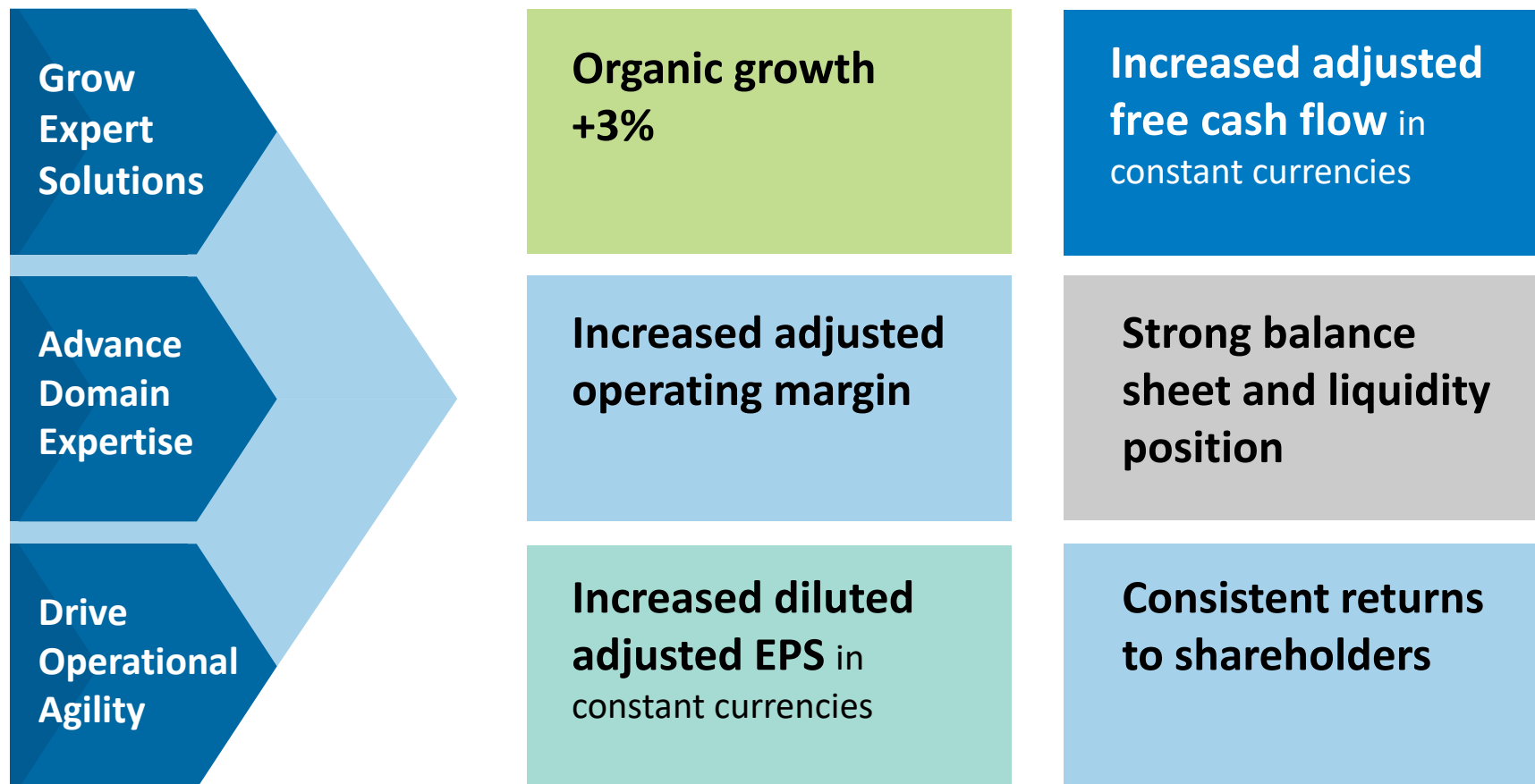
- Health: Supporting the global medical community with access to COVID-19 resources and tools
- Tax & Accounting: Offering customers COVID-19 scenario planning tools with Tagetik SmartNow
- GRC: Enabled US banks to participate in the U.S. Paycheck Protection Program
- Legal & Regulatory: Helping companies manage health risks with Enablon COVID-19 modules

All stakeholders: ensuring business continuity

- Global Incident Management Teams provided rapid response at local, regional, and global levels – initially in China, then globally starting early March
- IT infrastructure teams provided support for employee and customer work-from-home transition
- Balancing business continuity needs while containing costs and sustaining product development

Financial results

First half 2020 results speak to the resilience of our digital businesses and the agility of our response to the crisis



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- **Financial Review**
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Half-year 2020 results

Organic growth +3%; revenue, margin and cash flow benefitted from one-time factors

(€ million, unless otherwise stated)	HY 2020	HY 2019	Δ	Δ CC	Δ OG
Revenues	2,294	2,204	+4%	+3%	+3%
Adjusted operating profit	577	497	+16%	+14%	+14%
<i>Adjusted operating profit margin</i>	25.2%	22.5%			
Diluted adjusted EPS	€1.59	€1.28	+24%	+18%	
Adjusted free cash flow	336	300	+12%	+10%	
Net-debt-to-EBITDA ratio	1.5x	1.8x			

Δ: % Change; Δ CC: % Change in constant currencies (€/ \$ 1.12); Δ OG: % Organic growth.

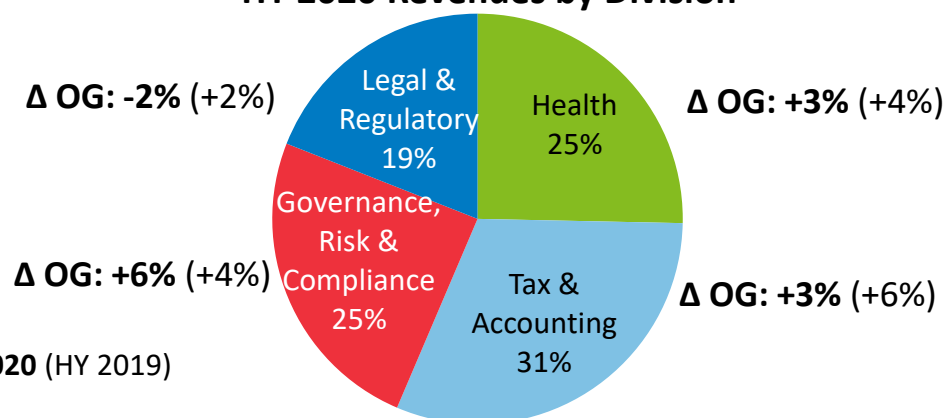
Revenues by division

*All four divisions affected by COVID-19; GRC growth reflects revenues associated with the PPP**

(€ million)	HY 2020	HY 2019	Δ	Δ CC	Δ OG
Health	581	552	+5%	+3%	+3%
Tax & Accounting	713	684	+4%	+3%	+3%
Governance, Risk & Compliance	564	518	+9%	+6%	+6%
Legal & Regulatory	436	450	-3%	-3%	-2%
Total revenues	2,294	2,204	+4%	+3%	+3%

Δ: % Change; Δ CC: % Change in constant currencies (€/ \$ 1.12); Δ OG: % Organic growth

HY 2020 Revenues by Division



Legend:

Δ OG: % Organic growth HY 2020 (HY 2019)

*PPP refers to the U.S. Small Business Association's Paycheck Protection Program established by the 2020 U.S. Coronavirus Aid, Relief, and Economic Security Act (CARES Act). Wolters Kluwer Compliance Solutions (part of Governance, Risk & Compliance) adapted its TSoftPlus platform to support its bank customers in lending under this program.

Revenues by media format

COVID-19 caused steep declines in print revenues in the first half

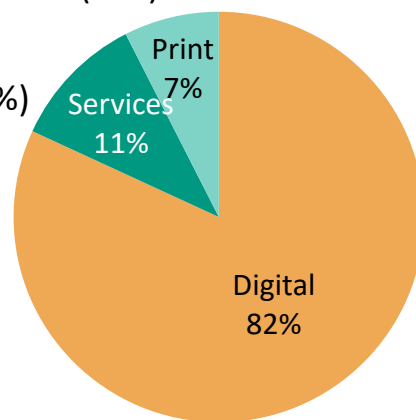
(€ million)	HY 2020	HY 2019	Δ	Δ CC	Δ OG
Digital	1,878	1,736	+8%	+7%	+6%
Services	244	259	-6%	-8%	-5%
Print	172	209	-18%	-19%	-18%
Total revenues	2,294	2,204	+4%	+3%	+3%

Δ: % Change; Δ CC: % Change in constant currencies (€/£ 1.12); Δ OG: % Organic growth. Services includes legal representation, consulting, training, events, and other services.

HY 2020 Revenues by Media Format

Δ OG: -18% (-8%)

Δ OG: -5% (+2%)



Δ OG: +6% (+6%)

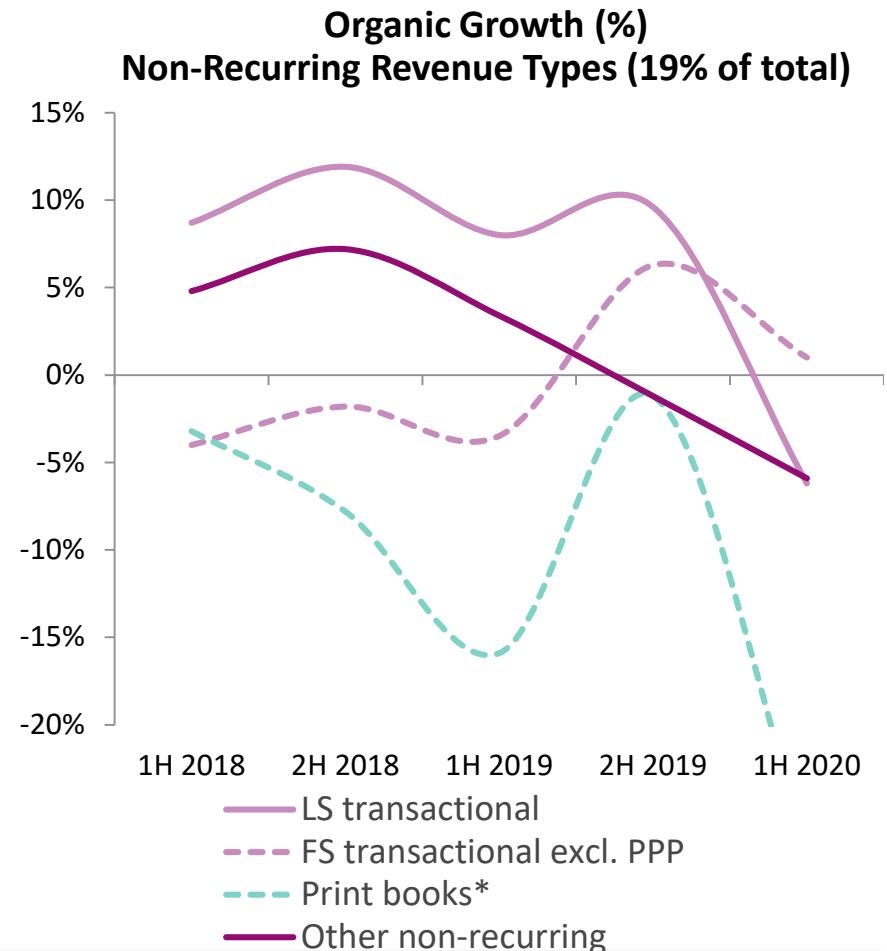
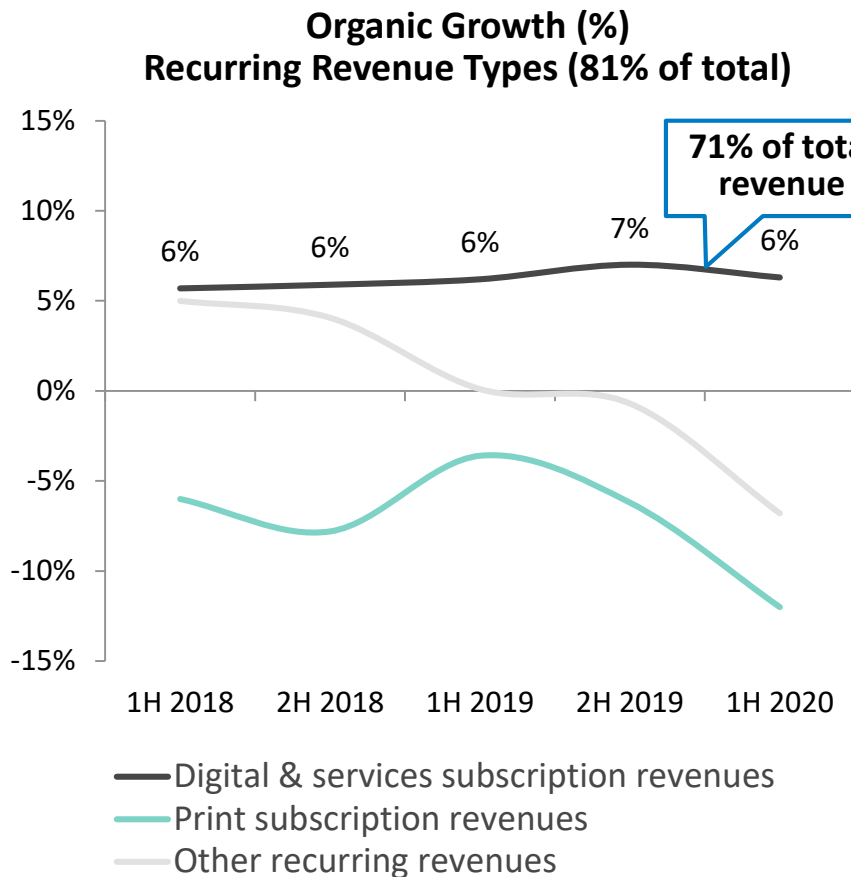
Digital and Services:
Δ OG: +5% (+6%)
 (93% of total revenues)

Legend:

Δ OG: % Organic growth HY 2020 (HY 2019)

Revenues by type

Digital & services subscriptions (71%) sustained 6% organic growth; non-recurring revenues declined 8% organically excluding PPP solution



*Print books declined 27% organically in HY 2020

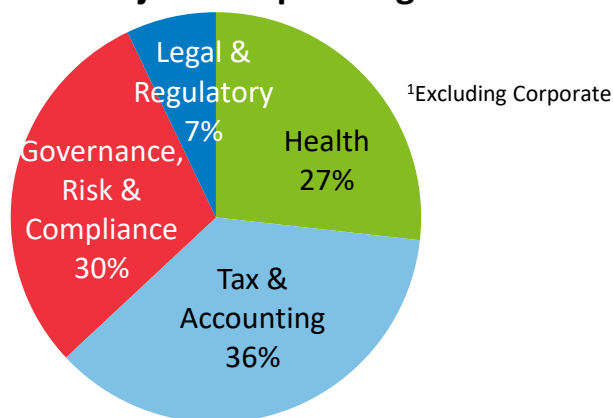
Adjusted operating profit

Across the group, margins benefitted from temporary cost reductions, lower restructuring and other one-time factors

(€ million)	HY 2020	HY 2019	Δ	Δ CC	Δ OG	Margin HY 2020	Margin HY 2019
Health	162	139	+17%	+14%	+15%	27.9%	25.2%
Tax & Accounting	219	193	+14%	+12%	+12%	30.8%	28.2%
Governance, Risk & Compliance	181	152	+19%	+16%	+16%	32.1%	29.3%
Legal & Regulatory	43	41	+5%	+6%	+7%	9.8%	9.1%
Corporate	(28)	(28)	+1%	0%	0%		
Adjusted operating profit	577	497	+16%	+14%	+14%	25.2%	22.5%

Δ: % Change; Δ CC: % Change in constant currencies (€/€ 1.12); Δ OG: % Organic growth.

HY 2020 Adjusted Operating Profit¹



COVID-19 response on costs

Rapid second-quarter response yielded temporary cost reductions; second half programs require investment but will help protect the full year margin

Temporary Cost Reductions 2Q 2020 Actions

- Froze all travel and put a hold on non-critical hiring
- Reduced advertising and promotional spending
- Virtualized, postponed, or cancelled internal and external meetings, conferences, training, and other events
- Other short-term cost reductions

Long-Term Sustainable Cost Actions 2H 2020 Programs

- Designing a long-term, structural reduction in company travel to below pre-COVID levels
- Streamlining selected back office functions
- Renegotiating supplier contracts
- Reviewing our approach to our real estate footprint
- Requires up-front investment and restructuring

- Sustaining investment in organic product development at 8-10% of revenues
- Continuing with key investments in sales & marketing

Adjusted net profit and EPS

Diluted adjusted EPS up +18% in constant currencies, mainly driven by higher adjusted operating profit

(€ million, unless otherwise stated)	HY 2020	HY 2019	Δ	Δ CC
Revenues	2,294	2,204	+4%	+3%
Adjusted operating profit	577	497	+16%	+14%
<i>Adjusted operating profit margin</i>	25.2%	22.5%		
Adjusted net financing costs	(25)	(31)		
Equity-accounted investees, net of tax	5	0		
Adjusted profit before tax	557	466	+20%	+15%
Tax on adjusted profit	(131)	(115)		
<i>Benchmark tax rate</i>	23.5%	24.7%		
Non-controlling interests	0	0		
Adjusted net profit	426	351	+21%	+16%
<i>Diluted weighted average shares (million)</i>	267.6	273.3		
Diluted adjusted EPS	€1.59	€1.28	+24%	+18%

Δ: % Change; Δ CC: % Change in constant currencies (€/£ 1.12).

Adjusted free cash flow

Cash conversion impacted by increased capital expenditure and working capital outflows

(€ million, unless otherwise stated)	HY 2020	HY 2019	Δ	Δ CC
Adjusted operating profit	577	497	+16%	+14%
Depreciation and amortization of other intangibles	103	100		
Depreciation of right-of-use assets	36	35		
Adjusted EBITDA	716	632	+13%	+11%
Capital expenditure	(121)	(100)		
Repayments of lease liabilities (incl. lease interest)	(41)	(39)		
Autonomous movements in working capital	(69)	(46)		
Adjusted operating cash flow	485	447	+9%	+7%
<i>Cash conversion ratio</i>	<i>84%</i>	<i>90%</i>		
Paid financing costs (excl. lease interest)	(39)	(34)		
Paid corporate income tax	(111)	(112)		
Net change in restructuring provision ¹⁾	(6)	(6)		
Tax adjustments ²⁾	(2)	(3)		
Other ³⁾	9	8		
Adjusted free cash flow	336	300	+12%	+10%

Δ: % Change; Δ CC: % Change in constant currencies (€/€ 1.12).

1) Adjusted free cash flow excludes additions to provisions for acquisition integration and restructuring of stranded cost following divestment.

2) Tax adjustments: HY 2020 adjusted to exclude €2 million (HY 2019: €3 million) related to consolidation of platform technology.

3) Other includes share-based payments (HY 2020: €11 million; HY 2019: €10 million), dividends received (HY 2020: €1 million; HY 2019: €0 million), and other items.

Movement in net debt

Leverage improved despite increased cash returned to shareholders

(€ million, unless otherwise stated)	HY 2020	FY 2019	HY 2019
Net debt at start of period	(2,199)	(2,249)	(2,249)
Adjusted free cash flow	336	807	300
Dividends paid	(210)	(280)	(174)
Acquisition spending, net of cash acquired, including costs ¹⁾	(26)	(35)	(34)
Divestiture cash proceeds, net of cash disposed, including costs ²⁾	20	39	32
Share repurchases	(154)	(350)	(84)
Additional long-term and short-term lease liabilities	(2)	(113)	(81)
Other ³⁾	(12)	(18)	(28)
Movement in net debt	(48)	50	(69)
Net debt at end of period	(2,247)	(2,199)	(2,318)
Net-debt-to-EBITDA⁴⁾ ratio	1.5x	1.6x	1.8x

1) Includes acquisition spending, net of cash acquired of €25 million (HY 2019: €33 million) and acquisition related costs of €1 million (HY 2019: €1 million).

2) Includes receipts from divestments, net of cash disposed of €21 million (HY 2019: €32 million)

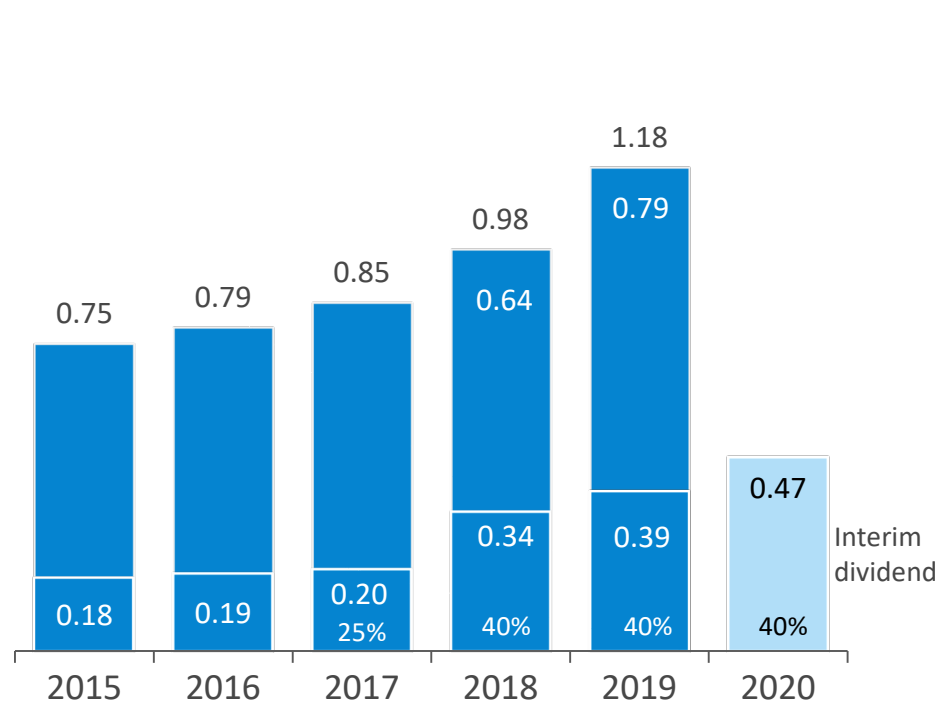
3) 'Other' includes FX differences in cash and cash equivalents, changes in the fair value of derivatives, dividends received, and other smaller items.

4) Based on 12 months' rolling EBITDA.

Dividends and share buybacks

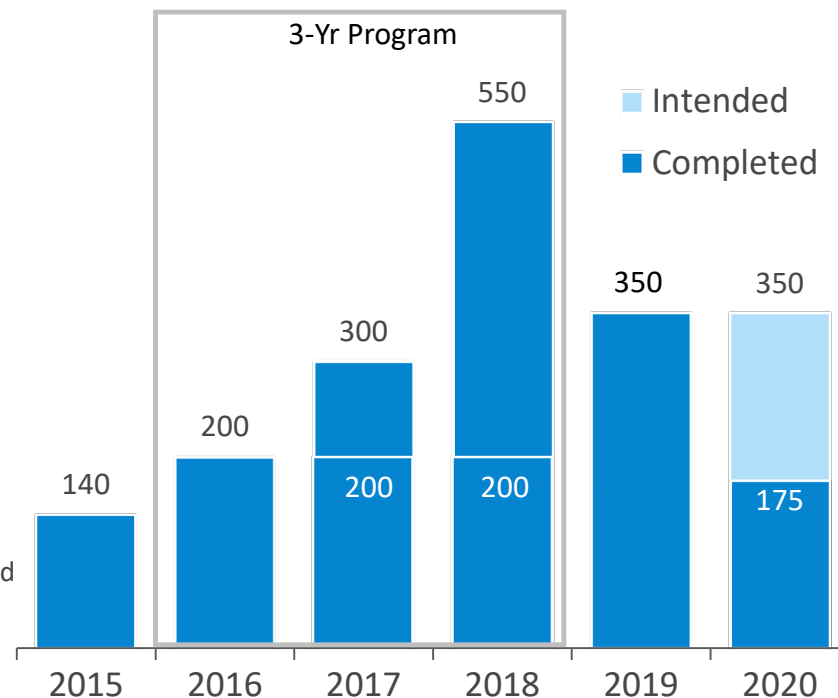
Interim dividend €0.47; share buyback progressing; €175 million completed year to date

Dividend per Share (€)



2020 interim dividend set at 40% of prior year total dividend

Share Buybacks (€ million)



As of August 4, completed €175 million of share repurchases with intention to spend up to €350 million in full year 2020 (incl. anti-dilution)

Results summary

Results reflect a resilient business, agile operations, and a strong balance sheet

Organic growth

+3%

Organic growth +2%
excluding PPP solution

Adjusted operating margin 25.2%

Margin reflects temporary
cost reductions, lower
restructuring, and one-
time factors

Diluted adjusted EPS

+18%

in constant currencies

Adjusted FCF

+10%

in constant currencies

Strong balance sheet and liquidity position

Net-debt-to-EBITDA 1.5x

Interim dividend

€0.47

**2020 share buyback
on track**

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Health

Organic growth +3%; margin reflects temporary cost reductions and lower restructuring charges

€ million	HY 2020	HY 2019	Δ	Δ CC	Δ OG
Revenues	581	552	+5%	+3%	+3%
Adjusted operating profit	162	139	+17%	+14%	+15%
Margin	27.9%	25.2%			

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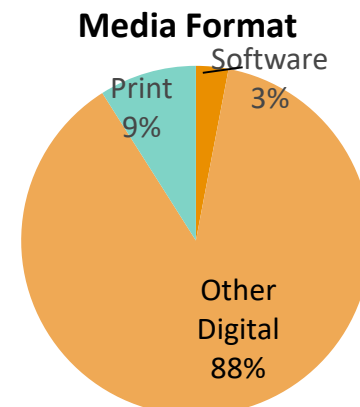
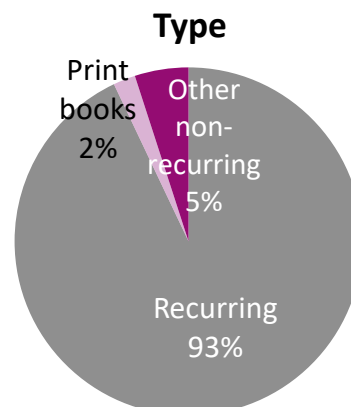
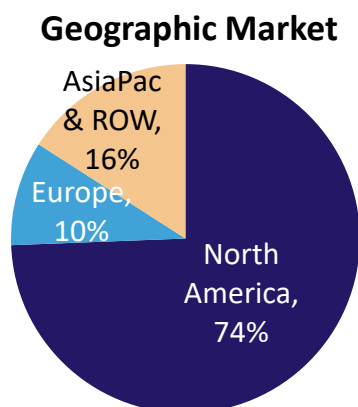
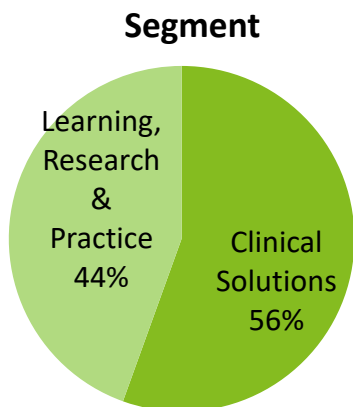
Clinical Solutions

- Organic growth +7%
- UpToDate and drug information grew well
- Patient engagement and software results mixed

Health Learning, Research & Practice

- Organic decline -1%
- Improved growth in digital products; accelerated -21% decline in print journals and books
- E-learning solutions for nursing grew strongly

Revenues by:



Tax & Accounting

Organic growth +3% amidst more challenging conditions; margin increase reflects temporary cost reductions, operational gearing, and one-off factors

€ million	HY 2020	HY 2019	Δ	Δ CC	Δ OG
Revenues	713	684	+4%	+3%	+3%
Adjusted operating profit	219	193	+14%	+12%	+12%
Margin	30.8%	28.2%			

Δ: % Change; Δ CC: % Change in constant currencies (€/£ 1.12); Δ OG: % Organic growth.

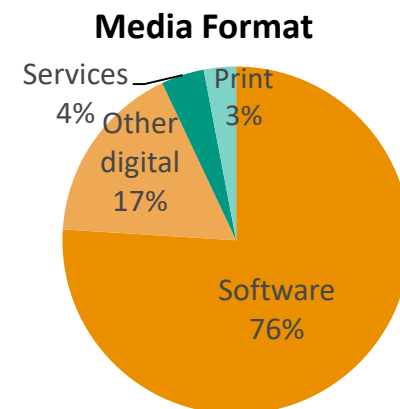
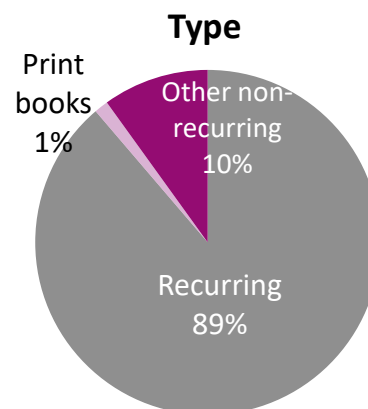
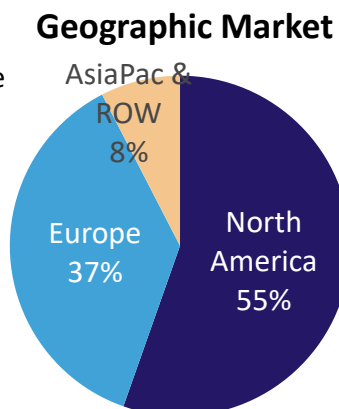
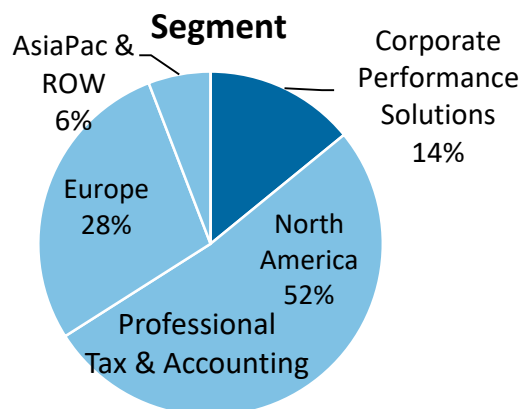
Corporate Performance Solutions

- Organic growth +12%, supported by cloud versions of CCH Tagetik and TeamMate
- Strong comparable and difficult conditions for new sales and implementation services

Professional Tax & Accounting

- Organic growth +2%
- Challenging comparable, IRS filing deadlines delayed, and difficult new sales conditions
- Software growth driven by cloud

Revenues by:



Governance, Risk & Compliance

Organic growth +1% excluding PPP solution; margin reflects temporary cost reductions, lower restructuring, and one-time factors

€ million	HY 2020	HY 2019	Δ	Δ CC	Δ OG
Revenues	564	518	+9%	+6%	+6%
Adjusted operating profit	181	152	+19%	+16%	+16%
Margin	32.1%	29.3%			

Δ: % Change; Δ CC: % Change in constant currencies (€/ \$ 1.12); Δ OG: % Organic growth.

Legal Services

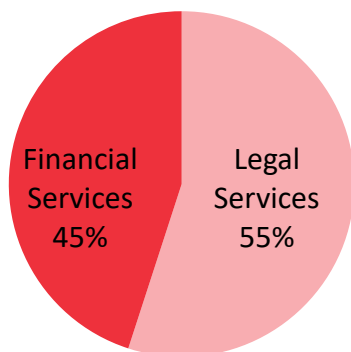
- Organic decline -1%
- Recurring revenue growth more than offset by steep decline in transactional revenues
- ELM posted modest organic growth

Financial Services

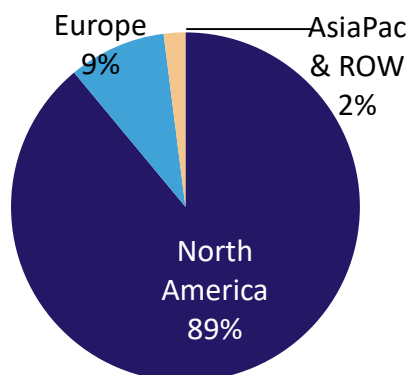
- Organic growth +16%, driven by Compliance Solutions' PPP software
- Finance, Risk & Reporting drove good growth, while Lien Solutions held up despite weak transactions

Revenues by:

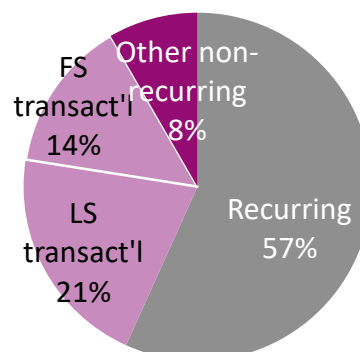
Segment



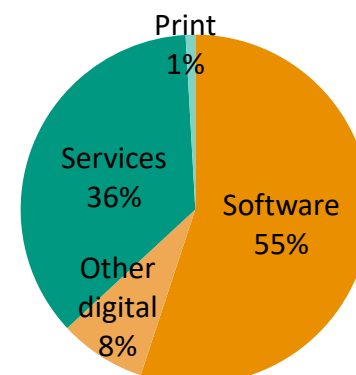
Geographic Market



Type



Media Format



Legal & Regulatory

Organic decline -2%; margin reflects temporary cost reductions and operational gearing in EHS/ORM software

€ million	HY 2020	HY 2019	Δ	Δ CC	Δ OG
Revenues	436	450	-3%	-3%	-2%
Adjusted operating profit	43	41	+5%	+6%	+7%
Margin	9.8%	9.1%			

Δ: % Change; Δ CC: % Change in constant currencies (€/€ 1.12); Δ OG: % Organic growth.

EHS/ORM & Legal Software

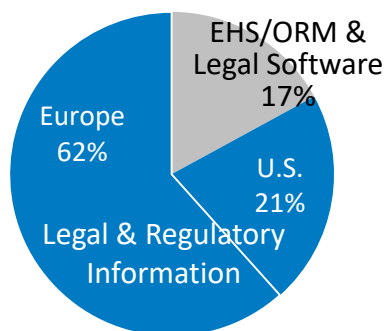
- Organic growth +11%
- EHS/ORM software saw strong organic growth in cloud solutions but lower software licenses
- Legal Software sustained organic growth

Legal & Regulatory Information Solutions

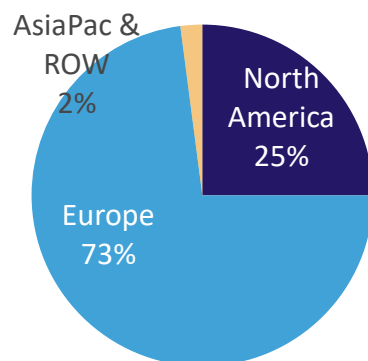
- Organic decline -4% due to accelerated decline in print subscriptions and books
- Digital solutions sustained +6% organic growth

Revenues by:

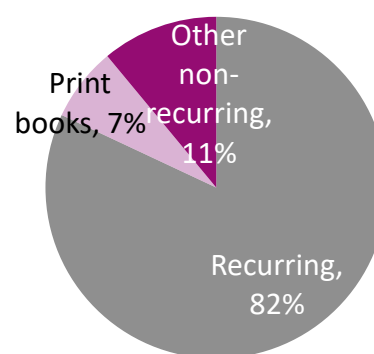
Segment



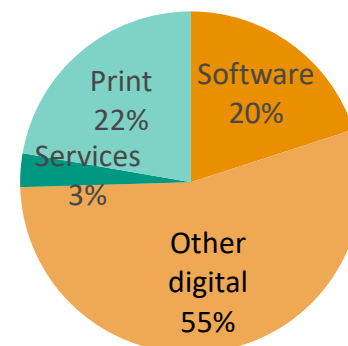
Geographic Market



Type



Media Format



Strategic priorities 2019-2021

We remain committed to the strategic priorities that we set out at the start of 2019

Sustain organic product development at 8-10% of revenues (CAPEX + OPEX)

Drive cost savings to fund systems & infrastructure upgrade

Evolve technology towards fewer scalable platforms; transition to cloud

Bolt-on acquisitions that meet strategic & financial criteria; selective disposals

Allocate capital efficiently, target 2.5x leverage, deliver shareholder returns

Grow Expert Solutions

- Drive scale by extending the offerings and broadening distribution via existing and new channels, including strategic partnerships
- Invest to build or acquire positions in adjacent markets

Advance Domain Expertise

- Enrich our information products and services with advanced technologies to deliver actionable intelligence integrated into customer workflows
- Enhance user experience through user-centric design and differentiated interfaces

Drive Operational Agility

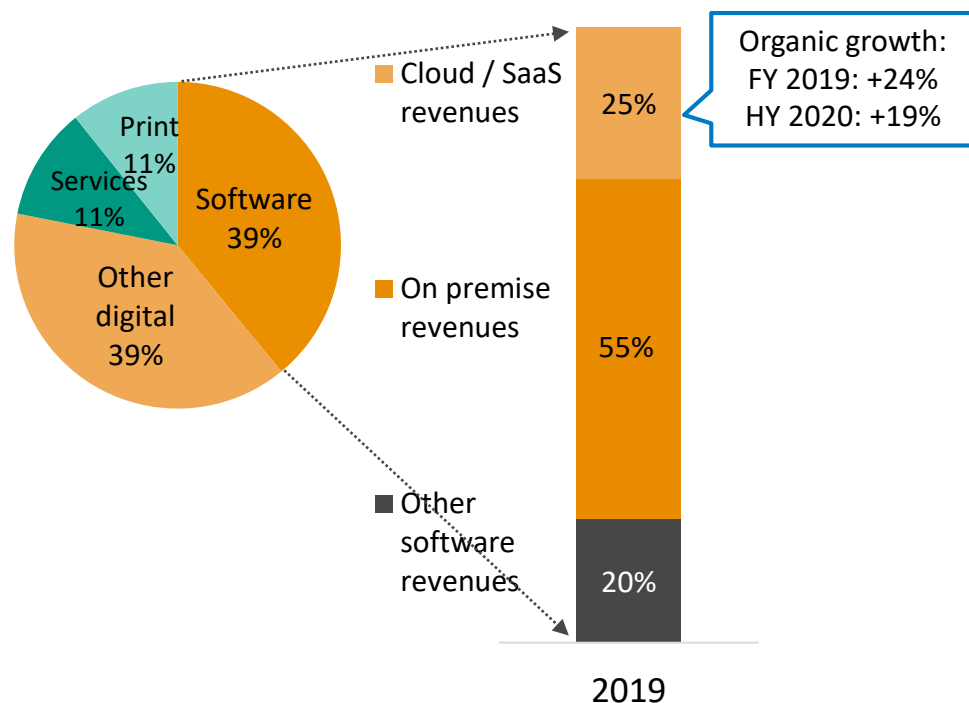
- Strengthen global brand, go-to-market, and digital marketing capabilities
- Upgrade back-office systems and IT infrastructure
- Complete the modernization of HR systems to support efforts to attract and nurture talent

Journey to the cloud

Cloud software revenues have nearly doubled in the last three years. COVID-19 is stimulating increased interest in cloud solutions

FY 2019 Revenues by Media Format

FY 2019 Software Revenues €1.8 billion



Top Software Suites

Cloud

- CCH Axxess
- CCH Tagetik
- TeamMate+
- Passport
- Tymetrix
- Enablon
- Kleos
- Legisway

On Premise

- CCH ProSystem fx
- CCH Tagetik
- TeamMate
- Passport
- OneSumX
- Expere
- Enablon

Cloud Benefits

- Mobility
- Security
- Automated updates
- Open architecture
- Artificial intelligence
- Collaboration
- Predictable subscription cost
- Lower total cost of ownership

Note: other software revenues includes Tax & Accounting tax filing fees and certain Governance, Risk and Compliance transactional revenue.

Grow expert solutions

Finance, Risk & Reporting investing in hosted version of OneSumX Regulatory Reporting

GRC: Finance, Risk & Reporting OneSumX® SaaS Regulatory Reporting Solution

Client Benefits:

- Secured and fine-tuned by Wolters Kluwer cloud experts
- Server provisioning by Wolters Kluwer
- 3rd party licensing by Wolters Kluwer
- Lower total cost of ownership; cost predictability
- Automatic deployment of regulatory updates
- Supported by service level agreement

Full End-to-End Functionality:

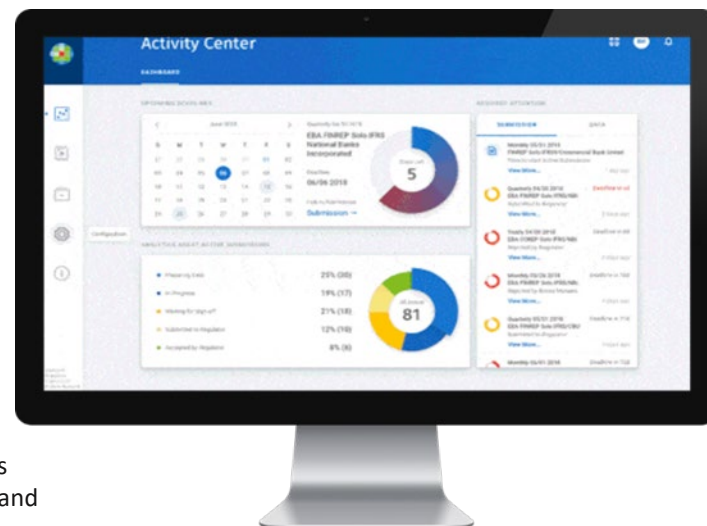
- Regulatory calculations
- Adjustment functionality
- Analytics tools
- Reconciliation
- Technical & functional validations
- Full audit trails
- Four eyes principle
- All regulatory submission formats



Countries:



additional countries
based on market demand



2020 progress on ESG

We are launching a new Code of Business Ethics and laying the foundations for environmental targets

New Code of Business Ethics

- The new Code of Business Ethics replaces the Business Principles
- The Code is a practical framework for all employees on how to act in accordance with a high standard of business ethics and in compliance with law
- Reduces risk of non-compliance and reinforces Wolters Kluwer culture of integrity and openness
- Communication and training to be provided to all employees globally and will be available in 14 languages

Formalized *Green is Green* program

- Program launched in 2018 to encourage local office managers to lead employees in identifying and adopting environmentally sound practices that reduce our greenhouse gas emissions, landfill and water waste
- Program rolled out in 2019 by recruiting 70 champions in 35 participating offices worldwide
- Currently evaluating areas of focus and appropriate targets to continue our commitment to have a positive environmental impact

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- **Outlook 2020**
- Appendices

Outlook

In view of continued uncertainty due to COVID-19, our specific guidance for 2020 remains suspended

Outlook Full-Year 2020

- We expect recurring revenues for digital information, software and services subscriptions to show resilience, but note that new sales of subscription products have been more difficult in current market conditions
- Non-recurring revenues likely to remain weak in current conditions
- Our response on cost is aimed at protecting the full-year 2020 adjusted operating profit margin while sustaining our investment in key products and strategic infrastructure

Divisions

- **Health**: Organic growth to be positive but slower than 2019 levels
- **Tax & Accounting**: Organic growth to be broadly stable
- **Governance, Risk & Compliance**: Excluding one-off PPP solution, organic revenues to decline
- **Legal & Regulatory**: Organic growth to decline in 2020 due to accelerated decline in print

Appendix: 2020 Financial Supplement



Wolters Kluwer

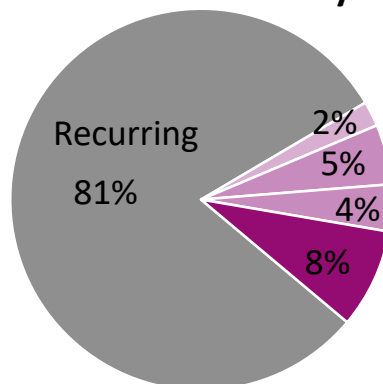
Revenues by type

(€ million)	HY 2020	HY 2019	Δ	Δ CC	Δ OG
Digital and services subscriptions	1,623	1,501	+8%	+7%	+6%
Print subscriptions	90	102	-11%	-12%	-12%
Other recurring	141	153	-8%	-10%	-7%
Recurring revenues	1,854	1,756	+6%	+4%	+4%
Print books	49	69	-28%	-29%	-27%
LS transactional	117	122	-4%	-6%	-6%
FS transactional	80	50	+60%	+56%	+56%
Other non-recurring	194	207	-7%	-7%	-6%
Total non-recurring revenues	440	448	-2%	-3%	-2%
Total revenues	2,294	2,204	+4%	+3%	+3%

Δ: % Change; Δ CC: % Change in constant currencies (€/ \$ 1.12);
Δ OG: % Organic growth.

HY 2020 Revenues by Type

Δ OG: +4% (+5%)



Print books Δ OG: -27% (-16%)
 LS transactional Δ OG: -6% (+8%)
 FS transactional Δ OG: +56% (-3%)
 Other non-recurring Δ OG: -6% (+3%)

Legend:

Δ OG: % Organic growth HY 2020 (HY 2019)

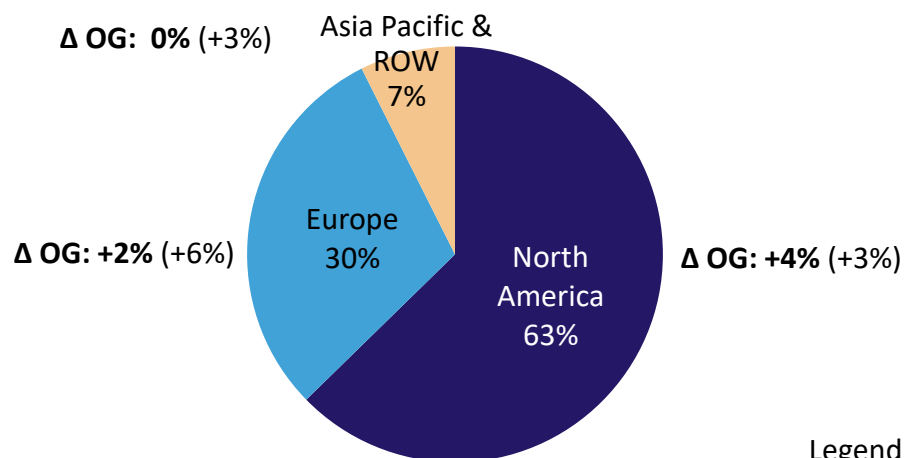
LS: Legal Services
FS: Financial Services

Revenues by region

(€ million)	HY 2020	HY 2019	Δ	Δ CC	Δ OG
North America	1,438	1,356	+6%	+4%	+4%
Europe	686	679	+1%	+1%	+2%
Asia Pacific & ROW	170	169	0%	0%	0%
Total revenues	2,294	2,204	+4%	+3%	+3%

Δ: % Change; Δ CC: % Change in constant currencies (€/ \$ 1.12); Δ OG: % Organic growth.

HY 2020 Revenues by Geographic Market



Legend:

Δ OG: % Organic growth HY 2020 (HY 2019)

IFRS profit and diluted EPS

(€ million, unless otherwise stated)	HY 2020	HY 2019	Δ
Adjusted operating profit	577	497	+16%
Amortization of acquired intangibles	(75)	(73)	
Results on divestments of operations	0	0	
Acquisition-related costs and other non-benchmark items ¹⁾	(2)	(1)	
Operating profit	500	423	+18%
Financing results	(19)	(24)	
Share of profit of equity-accounted investees, net of tax	5	0	
Profit before tax	486	399	+22%
Income tax expense	(112)	(96)	
<i>Effective tax rate</i>	<i>23.1%</i>	<i>24.0%</i>	
Profit for the period	374	303	+23%
Non-controlling interests	0	0	
Profit for the period, attributable to the owners of the Company	374	303	+23%
Diluted EPS	€1.40	€1.11	+26%

Δ: % Change. 1) Other non-benchmark items include acquisition integration provisions and changes in fair value of contingent considerations.

Reconciliation: adjusted net financing costs to financing results

(€ million)	HY 2020	HY 2019
Adjusted net financing costs	(25)	(31)
Employee benefits financing component	(1)	(2)
Change in fair value of financial assets	-	-
Result on divestment of financial assets	-	2
Divestment related results on equity-accounted investees	7	7
Financing results	(19)	(24)

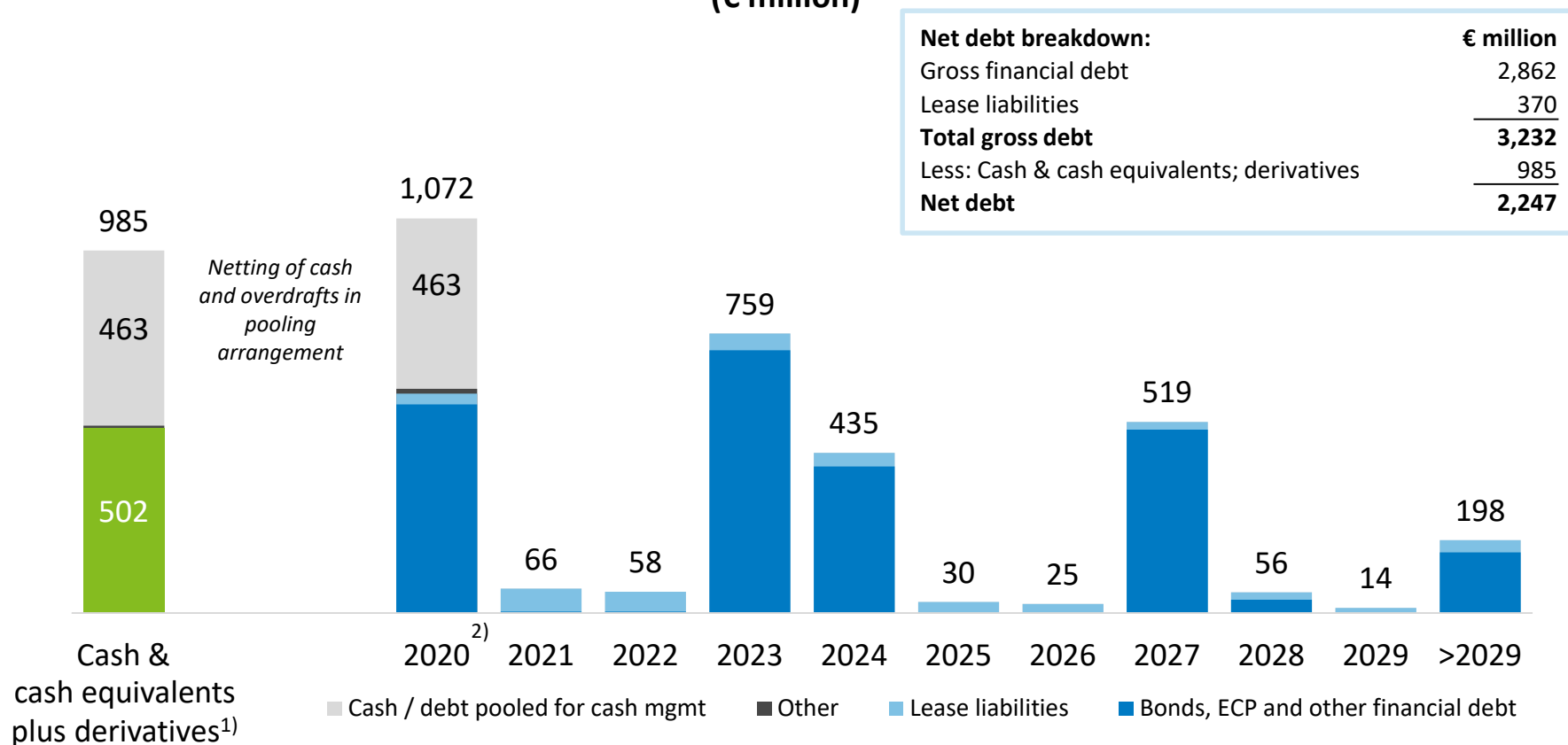
Balance sheet

(€ million, unless otherwise stated)

	June 30, 2020	Dec. 31, 2019	June 30, 2019
Goodwill and intangible assets	5,654	5,694	5,767
Property, plant and equipment	99	95	88
Right-of-use assets	341	341	311
Deferred tax and other non-current assets	160	169	166
Total non-current assets	6,254	6,299	6,332
Cash and cash equivalents	978	899	828
Trade and other receivables; other current assets	1,458	1,577	1,362
Total current assets	2,436	2,476	2,190
Total assets	8,690	8,775	8,522
Total equity	2,369	2,380	2,285
Bonds and other long-term debt	1,819	1,818	2,066
Long-term lease liabilities	294	293	265
Deferred tax and other non-current liabilities	474	475	514
Total non-current liabilities	2,587	2,586	2,845
Deferred income	1,685	1,679	1,581
Borrowings and bank overdrafts;	784	670	747
Short term bond	250	250	-
Short term lease liabilities	76	75	71
Trade and other payables; other current liabilities	939	1,135	993
Total current liabilities	3,734	3,809	3,392
Total equity and liabilities	8,690	8,775	8,522

Debt maturity profile

Debt Maturity Profile – June 30, 2020 (€ million)

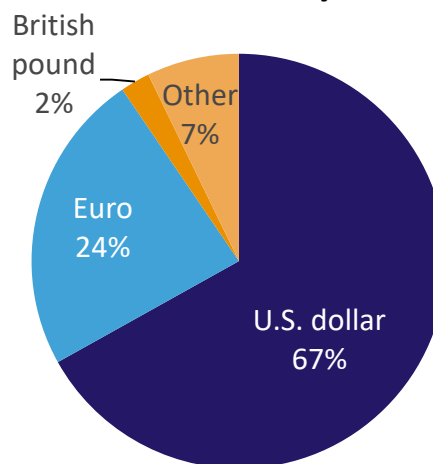


1) Total of €985 million includes cash & cash equivalents of €978 million and derivatives of €7 million. Cash includes €463 million used for cash management purposes.

2) Total of €1,072 million includes short term overdrafts of €476 million (mainly used for cash management purposes), Euro Commercial Paper of €305 million, a private placement of €250 million maturing December 2020, deferred and contingent acquisition payments of €7 million, derivatives of €2 million, and short term lease liabilities of €29 million.

Currency impact

HY 2020 Revenues by Currency



1 Euro	Average rates		Impact in € million on	
	HY 2020	HY 2019	Revenues HY 2020	Adjusted operating profit HY 2020
U.S. dollar	1.10	1.13	38	12
British pound	0.87	0.87	0	0
Canadian dollar	1.50	1.51	0	0
Australian dollar	1.68	1.60	(1)	0
Other currencies			(3)	(2)
Total currency impact			34	10

Growth rates analysis

	HY 2020	HY 2019	Δ % Change	% Currency Impact	Δ CC % Change in Constant Currencies	% Net Effect Acquisitions & Disposals	Δ OG % Organic Growth
Revenues							
Health	581	552	+5%	+2%	+3%	0%	+3%
Tax & Accounting	713	684	+4%	+1%	+3%	0%	+3%
Governance, Risk & Compliance	564	518	+9%	+3%	+6%	0%	+6%
Legal & Regulatory	436	450	-3%	0%	-3%	-1%	-2%
Total revenues	2,294	2,204	+4%	+1%	+3%	0%	+3%
Adjusted operating profit							
Health	162	139	+17%	+3%	+14%	-1%	+15%
Tax & Accounting	219	193	+14%	+2%	+12%	0%	+12%
Governance, Risk & Compliance	181	152	+19%	+3%	+16%	0%	+16%
Legal & Regulatory	43	41	+5%	-1%	+6%	-1%	+7%
Corporate	(28)	(28)	+1%	+1%	0%	0%	0%
Total adjusted operating profit	577	497	+16%	+2%	+14%	0%	+14%

Appendix: ESG Metrics



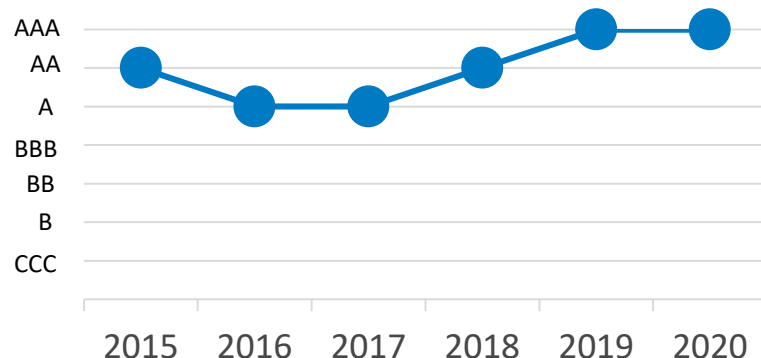
Wolters Kluwer

Contents

- ESG Ratings
- Environmental: energy and water
- Social: employee culture
- Social: gender diversity
- Social: UN Sustainable Development Goals
- Governance: stewardship
- Governance: board skills
- Governance: pay peer groups
- Governance: management pay (STIP)
- Governance: management pay (LTIP)

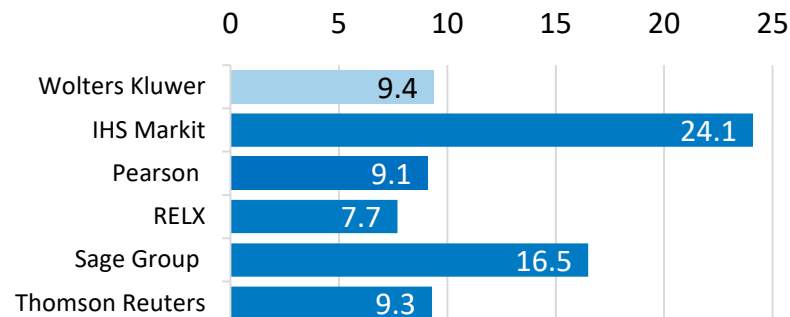
ESG Ratings

MSCI ESG Rating



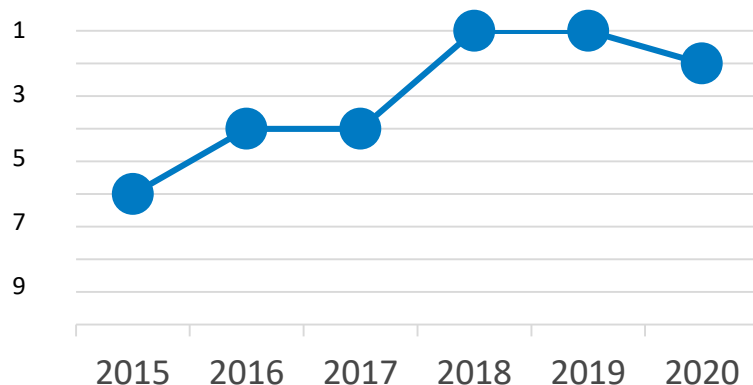
MSCI: AAA is the highest quality score

Sustainalytics ESG Risk Rating



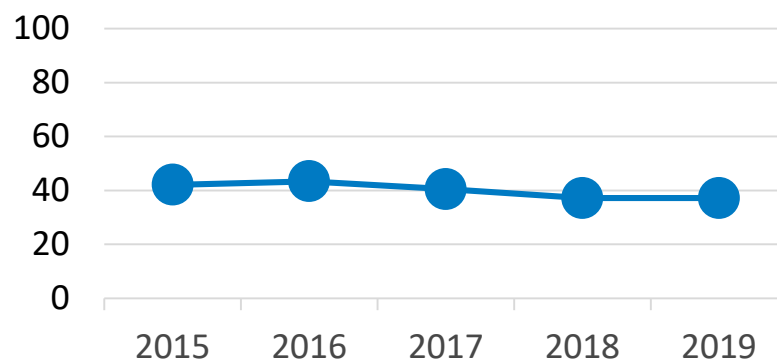
Sustainalytics: A score of 0 denotes the least risk

ISS Governance Quality Score



ISS: A lower score denotes higher quality

Bloomberg ESG Rating

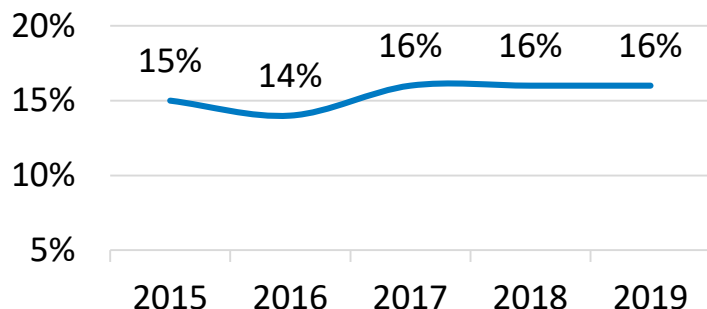


Bloomberg: A higher score denotes higher quality

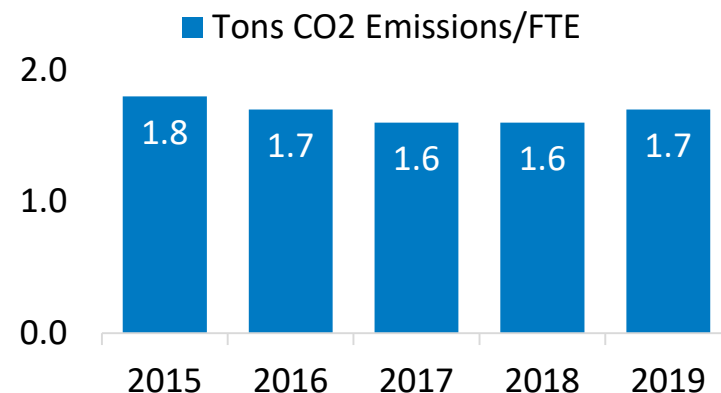
Sources: MSCI, ISS, Sustainalytics and Bloomberg. As of June 2020, Wolters Kluwer received a rating of AAA (on a scale of AAA-CCC) in the MSCI ESG Ratings assessment. As of June 2020, Wolters Kluwer received an ESG Risk Ratings of 9.4 from Sustainalytics and was assessed to be at negligible risk of experiencing material financial impacts from ESG factors.

Environmental: energy & water

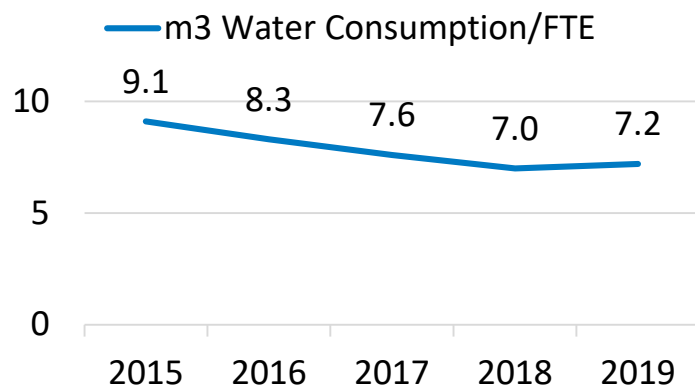
Electricity from Renewable Sources



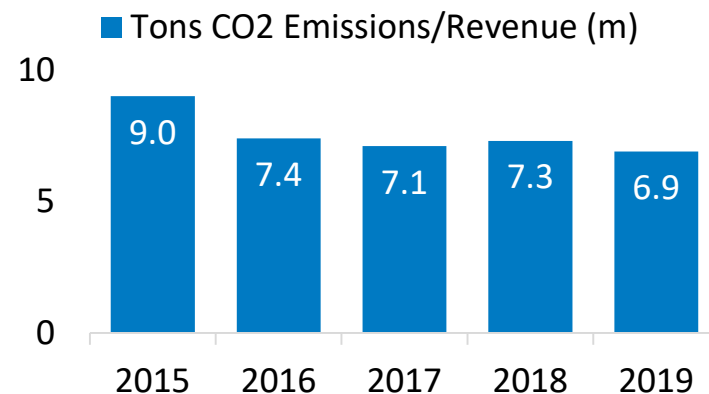
CO₂ Emissions



Water Consumption



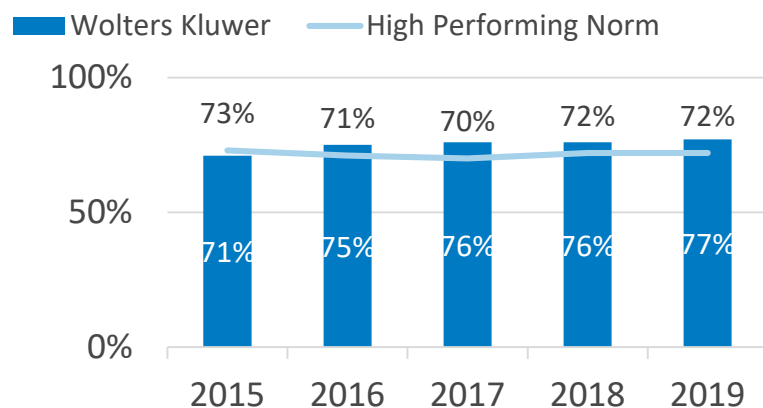
CO₂ Emissions



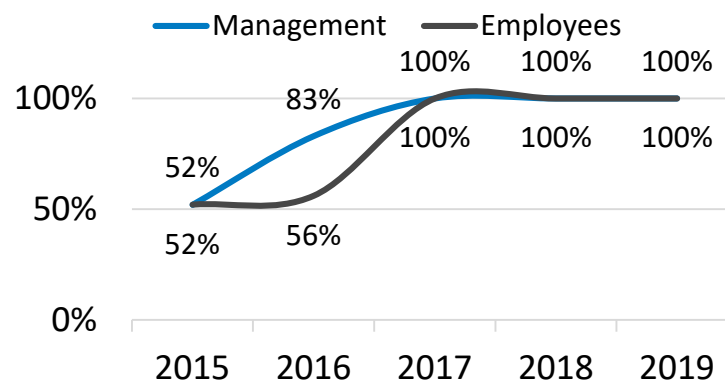
Note: ESG data is collected annually and not assured.

Social: employee culture

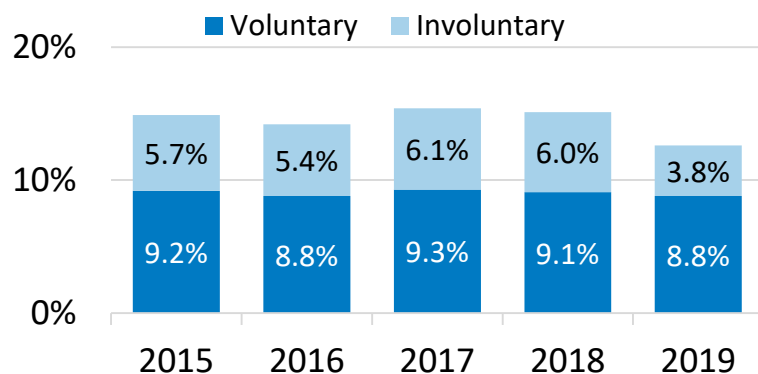
Employee Engagement Score



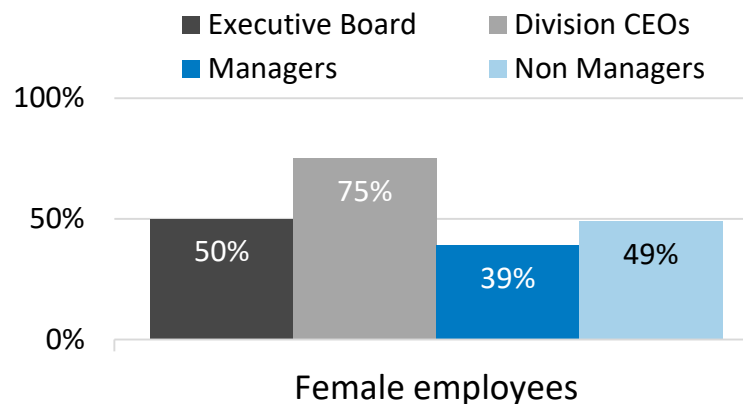
Employees with Access to Learning



Employee Turnover



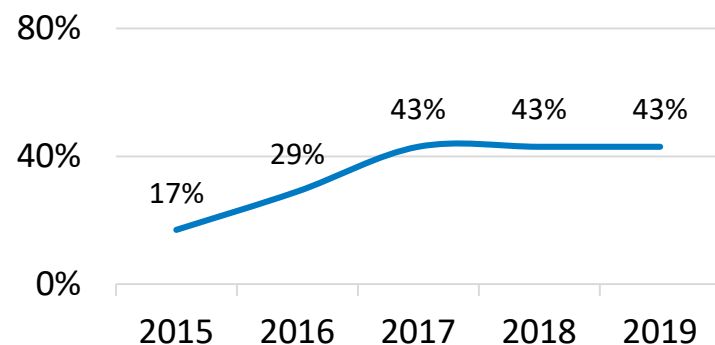
Female Inclusion (2019)



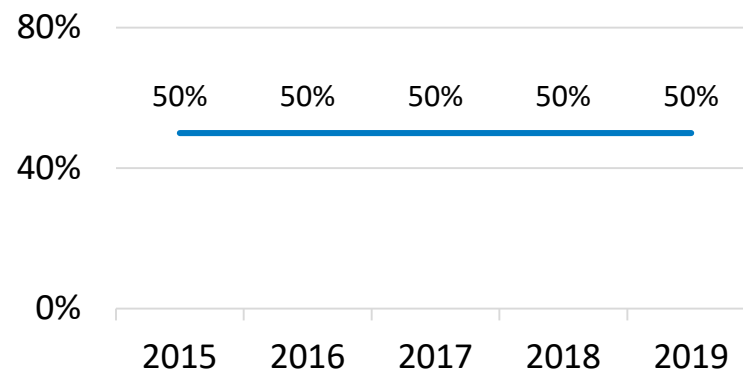
Note: ESG data is collected annually and not assured. *EMEA = Europe, Middle East & Africa.

Social: gender diversity

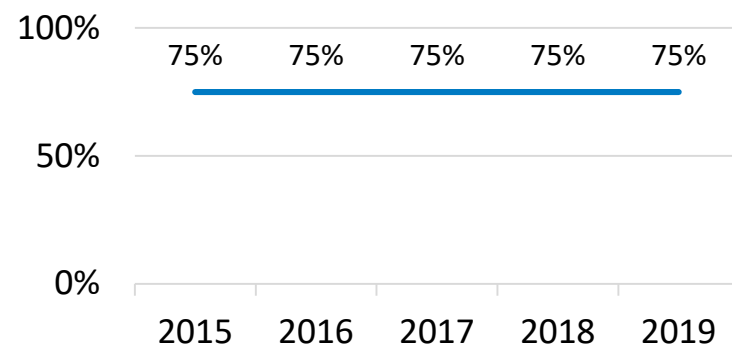
Supervisory Board Members: % Female



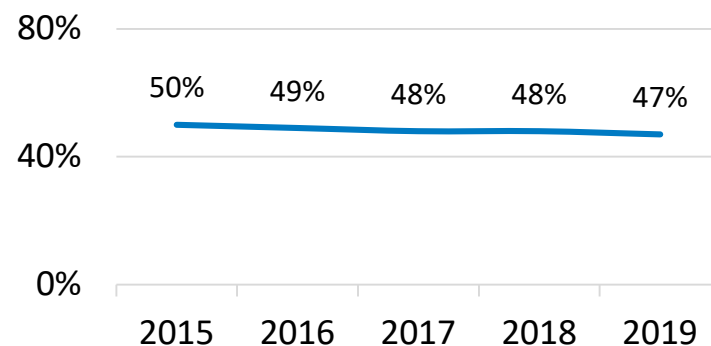
Executive Board Members: % Female



Operating Division CEOs: % Female



Total Workforce: % Female



Note: ESG data is collected annually and not assured. Operating division refers to the four reporting segments as reported in the annual report.

Social: UN SDGs

United Nations Sustainable Development Goals

3 GOOD HEALTH



Our products help protect and enhance people's health

- Our solutions improve patient outcomes and reduce error rates
- Our well-being programs encourage employees to make positive health choices
- Our Health business ranks in the Healthcare Informatics Top 100

9 INDUSTRY, INNOVATION AND INFRASTRUCTURE



Innovation is critical for long-term sustainable growth

- We reinvest 8-10% of our revenues into product innovation
- Our annual *Global Innovation Awards* and *Code Games* foster innovative ideas that solve customer problems
- Our products regularly receive external recognition

16 PEACE, JUSTICE AND STRONG INSTITUTIONS

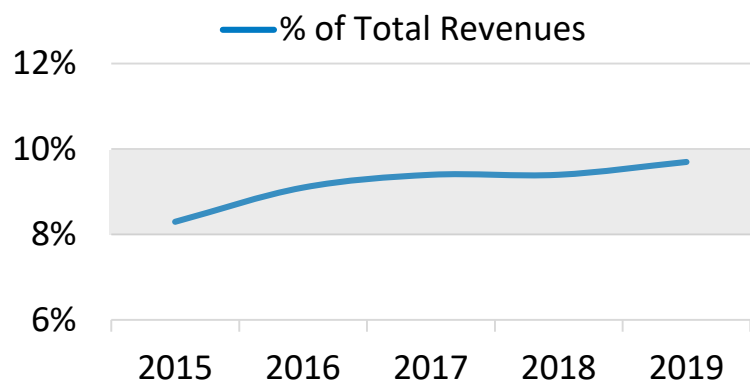


Our solutions help promote security and reduce risks

- Our solutions help professionals to ensure compliance with regulatory and legal obligations and to reduce bribery and corruption
- We leverage artificial intelligence to identify threats and capitalize on opportunities

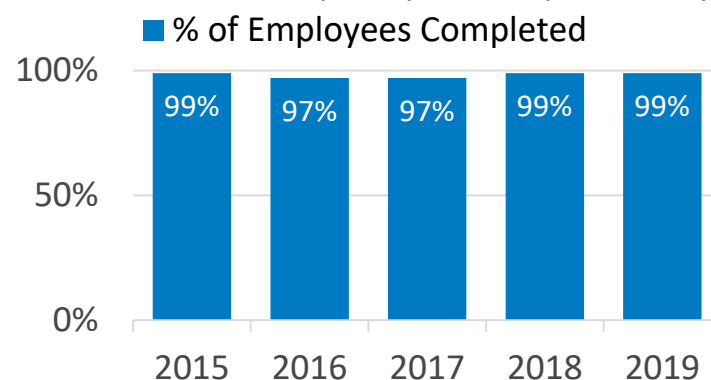
Governance: stewardship

Innovation & Product Development Spend

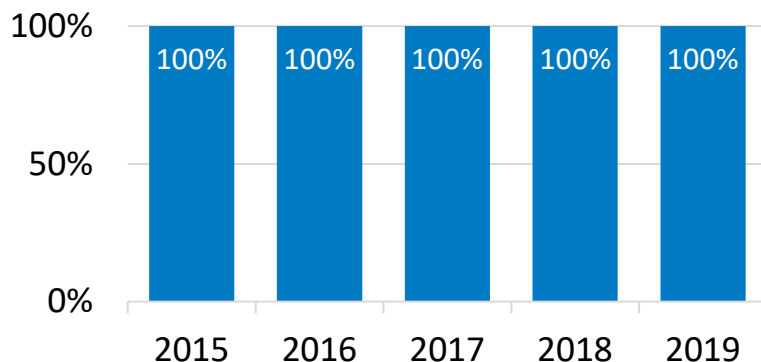


Employee Compliance Training

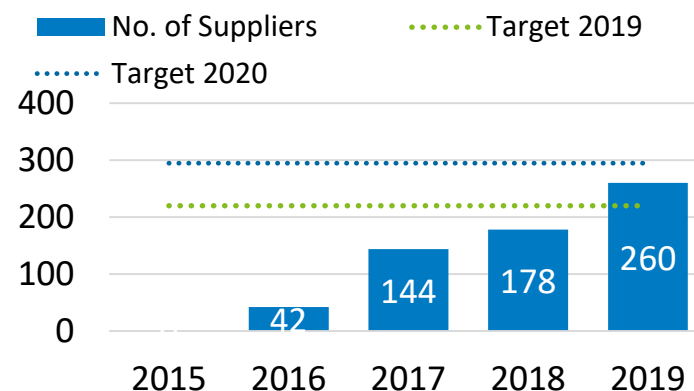
(includes ethics, data privacy, IT and cybersecurity)



% Independent Board Members



Suppliers Committed to Code of Conduct



Note: Data is collected annually and not assured.

Governance: board skills

Supervisory Board Skills

Member	Independent	Outside Boards	Tenure	Age	Gender	Experience & Competencies							Committees
						General Management	Audit, Accounting, Finance	Legal	Information Technology & Cybersecurity	Marketing & Commercial	Social Policy, Organization, Mgmt	Development	
Frans Cremers <i>Chair</i>	✓	-	3	68	M	✓	✓	✓		✓	✓		SC Chair
Ann Ziegler <i>Vice Chair</i>	✓	3	3	61	F	✓	✓	✓	✓		✓		RC and SC
Bertrand Bodson	✓	1	1	44	M	✓			✓	✓	✓		-
Jeanette Horan	✓	1	3	64	F	✓			✓	✓	✓		RC Chair
Chris Vogelzang	✓	EO*	-	57	M	✓	✓			✓	✓		AC
Jack de Kreij	✓	3	<1	61	M	✓	✓	✓	✓	✓	✓		AC Chair
Sophie Vandebroek	✓	1	<1	58	F	✓	✓		✓		✓		AC
	100% Indep.		Avg. 3 Yrs	Avg. 59	43% Female								

*EO= Executive Officer. The independence of Supervisory Board members is based on the criteria set out in the Netherlands Corporate Governance Code and Clause 1.5 of the Supervisory Board By-Laws. The number of board memberships is in compliance with maximum number of board seats allowed under Dutch law. It is the aim of the company to have a representation of at least 30% male and at least 30% female on the Supervisory Board.

Governance: pay peer groups

Category	2019 Pay Peer Benchmark Group	2020-2022 LTIP TSR Peer Group	GICS Sub-Industry
Wolters Kluwer Competitors	-	John Wiley & Sons	<i>Publishing</i>
	IHS Markit Ltd.	IHS Markit Ltd.	<i>Research & Consulting Services</i>
	Informa Plc	Informa Plc	<i>Advertising</i>
	Intuit Inc.	-	<i>Application Software</i>
	Pearson PLC	Pearson PLC	<i>Publishing</i>
	RELX PLC	RELX PLC	<i>Research & Consulting Services</i>
	The Sage Group plc	The Sage Group plc	<i>Application Software</i>
	Thomson Reuters Corporation	Thomson Reuters Corporation	<i>Research & Consulting Services</i>
Wolters Kluwer GICS Sub-Industry	Bureau Veritas SA	Bureau Veritas SA	<i>Research & Consulting Services</i>
	Equifax Inc.	Equifax Inc.	<i>Research & Consulting Services</i>
	Experian PLC	Experian PLC	<i>Research & Consulting Services</i>
	Intertek Group plc	Intertek Group plc	<i>Research & Consulting Services</i>
	Nielsen Holdings Plc	-	<i>Research & Consulting Services</i>
	SGS SA	SGS SA	<i>Research & Consulting Services</i>
	Verisk Analytics Inc	Verisk Analytics Inc	<i>Research & Consulting Services</i>
Other GICS Sub-Industries	MSCI Inc. Class A	-	<i>Financial Exchanges & Data</i>
	News Corporation Class A	News Corporation Class A	<i>Publishing</i>
	NortonLifeLock Inc.	-	<i>Systems Software</i>
	S&P Global, Inc.	S&P Global, Inc.	<i>Financial Exchanges & Data</i>
Source:	Wolters Kluwer Annual Report 2019	Wolters Kluwer Annual Report 2019	
Notes:	Norton LifeLock was formerly named Symantec prior to the sale of Symantec's enterprise security business to Broadcom Inc.	In case of delisting or merger of a peer, the Supervisory Board will select a replacement that meets strict pre-determined criteria. Criteria include: industry, geographic focus, company size, company financial health, TSR correlation and volatility, and historical TSR performance.	

The Supervisory Board selects pay peers from companies of comparable size, complexity, industry or business profile, and international scope. The benchmark group is comprised of comparable companies in Europe and the US, taking into consideration the companies and geographic locations where Executive Board members might be recruited to or from.

Governance: management pay

AGM 2020: proposed policy received 52% of votes in favor, but not the three-quarters majority required to pass. **Changes proposed in 2020 in green**

Short Term Incentive Plan (STIP)

Parameter	Existing Policy														
Participants:	CEO, CFO														
Performance period:	1 year														
Performance measures:	<table> <tr> <th></th><th>Weighting</th></tr> <tr> <td>Financial - 95%</td><td>g</td></tr> <tr> <td>Revenues</td><td>33.3%</td></tr> <tr> <td>Adjusted net profit</td><td>33.3%</td></tr> <tr> <td>Adjusted free cash flow</td><td>28.3%</td></tr> <tr> <td>Non-Financial - 5%</td><td></td></tr> <tr> <td>Digital revenues, as % of total revenues</td><td>5.0%</td></tr> </table>		Weighting	Financial - 95%	g	Revenues	33.3%	Adjusted net profit	33.3%	Adjusted free cash flow	28.3%	Non-Financial - 5%		Digital revenues, as % of total revenues	5.0%
	Weighting														
Financial - 95%	g														
Revenues	33.3%														
Adjusted net profit	33.3%														
Adjusted free cash flow	28.3%														
Non-Financial - 5%															
Digital revenues, as % of total revenues	5.0%														
Minimum payout:	CFO: 0%														
<i>if achievement is <90% of target</i>	CEO: 0%														
Target payout:	CEO: 125% of base salary														
<i>if achievement is 100% of target</i>	CFO: 95% of base salary														
Maximum payout:	CEO: 175% of base salary														
<i>if achievement is >110% of target</i>	CFO: 145% of base salary														
Vesting and Payment:	Annual cash payment														
Claw back:	Yes														

Source: Wolters Kluwer Annual Report 2019

Proposed Policy & Application (AGM 2020)	
CEO, CFO	
1 year	
	Weighting
Financial - minimum weighting of 60%	
Revenues	33.3%
Organic growth	
Adjusted net profit	33.3%
Adjusted operating profit	
Adjusted operating profit margin	
Adjusted free cash flow	28.3%
Cash conversion ratio	
Non-Financial - maximum weight 40%	
Digital revenues, as % of total revenues	5.0%
Expert Solutions, as % of total revenues	
Employee engagement scores	
Customer satisfaction scores	
Energy-consumption-based measures	
CFO: 0%	
CEO: 0%	
CEO: 125% of base salary	
CFO: 95% of base salary	
CEO: 175% of base salary	
CFO: 145% of base salary	
Annual cash payment	
Yes	

Wolters Kluwer AGM 2020 Agenda and Appendices

Governance: management pay

AGM 2020: proposed policy received 52% of votes in favor, but not the three-quarters majority required to pass. **Changes proposed in 2020 in green**

Long-Term Incentive Plan (LTIP)

Parameter	Existing Policy												
Participants:	CEO, CFO												
Performance period:	3 years												
Share ownership requirements:	None												
Holding period:	None												
Performance measures:	Financial - 100%												
<i>Conditional grant of shares which vest after 3 years with payout dependent on performance conditions determined in advance</i>	Total Shareholder Return (TSR) 50.0% Share price change over 3 years, relative to TSR peer group* <table> <tr> <th>Position</th><th>Payout</th></tr> <tr> <td>1-2</td><td>150%</td></tr> <tr> <td>3-4</td><td>125%</td></tr> <tr> <td>5-6</td><td>100%</td></tr> <tr> <td>7-8</td><td>75%</td></tr> <tr> <td>9-18</td><td>0%</td></tr> </table>	Position	Payout	1-2	150%	3-4	125%	5-6	100%	7-8	75%	9-18	0%
Position	Payout												
1-2	150%												
3-4	125%												
5-6	100%												
7-8	75%												
9-18	0%												
	Diluted EPS 50.0%												
Minimum payout: (if TSR is below Median; if EPS < 50% of target)	CFO: 0% CEO: 0%												
Target payout: (if TSR is at position 5-6; if EPS at 100% of target)	CEO: 285% of base salary CFO: 175% of base salary												
Target payout: (if TSR is at position 1-2; if EPS > 110% of target)	CEO: 427.5% of base salary CFO: 262.5% of base salary												
Vesting and Payment:	Paid in Wolters Kluwer shares												
Claw back:	Yes												

Source: Wolters Kluwer Annual Report 2019

Note: *Based on a 60-day average of the share price at the beginning and end of each three-year performance period to reduce the influence of potential stock market volatility.

Proposed Policy & Application (AGM 2020)

CEO, CFO	
3 years	
CEO: 3x, CFO: 2x (x base salary)	
2 years	
Financial - 100%	Weighting
Total Shareholder Return (TSR)	50.0%
Share price change over 3 years, relative to TSR peer group*	
Position	Payout
1-2	150%
3-4	125%
5-6	100%
7-8	75%
9-18	0%
Adjusted Diluted EPS	50.0%
CFO: 0%	
CEO: 0%	
CEO: 285% of base salary	
CFO: 200% of base salary	
CEO: 427.5% of base salary	
CFO: 300% of base salary	
Paid in Wolters Kluwer shares	
Yes	

Wolters Kluwer AGM 2020 Agenda and Appendices

Notes