

# CONVOCAATION NOTICE

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

to be held on **Thursday, April 18, 2019**, at **11.00 AM CET**  
in **Hotel Casa Amsterdam**, Eerste Ringdijkstraat 4, 1097 BC Amsterdam, the Netherlands.

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

- 1. Opening**
- 2. 2018 Annual Report**
  - a. Report of the Executive Board for 2018
  - b. Report of the Supervisory Board for 2018
  - c. Execution of the remuneration policy in 2018
- 3. 2018 Financial Statements and dividend**
  - a. Proposal to adopt the Financial Statements for 2018 as included in the Annual Report for 2018 \*
  - b. Explanation of dividend policy
  - c. Proposal to distribute a total dividend of €0.98 per ordinary share, resulting in a final dividend of €0.64 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 appoint Mr. Bertrand Bodson as member of the Supervisory Board \*
  - b. Proposal to appoint Mr. Chris Vogelzang as member of the Supervisory Board \*
- 6. 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 \*
- 7. Proposal to authorize the Executive Board to acquire shares in the company \***
- 8. Proposal to cancel shares \***
- 9. Any other business**
- 10. Closing**

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

The agenda and explanatory notes, and the Annual Report for 2018 are available on the company's website ([www.wolterskluwer.com/agm](http://www.wolterskluwer.com/agm)). The aforementioned documents are also available at the offices of the company (Zuidpoelsingel 2, 2408 ZE Alphen aan den Rijn, the Netherlands) and at ABN AMRO Bank N.V. (Gustav Mahlerlaan 10 (HQ 7050), 1082 PP Amsterdam, the Netherlands) and will be available at the meeting.

These documents can be collected free of charge at the aforementioned addresses. 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, e-mail: [info@wolterskluwer.com](mailto:info@wolterskluwer.com)).

## **PARTICIPATION INSTRUCTIONS**

### *Record Date*

Persons entitled to vote or attend the Annual General Meeting (AGM) are those who, on **Thursday, March 21, 2019 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 AGM 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 22, 2019 and no later than on **Thursday, April 11, 2019 at 5.30 PM CET** via [www.abnamro.com/evoting](http://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](http://www.abnamro.com/intermediary), no later than Friday, April 12, 2019 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/aggm](http://www.wolterskluwer.com/aggm)) or can be asked for at ABN AMRO (telephone: +31 (0)20 344 2000 or by e-mail: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)). The completed proxy forms must be sent to ABN AMRO, either by mail (ABN AMRO Bank N.V., Department Corporate Broking, HQ7050, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands), by fax (+31 (0)20 628 8481), or by e-mail ([corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)) and must be in the possession of ABN AMRO at the latest on **Thursday, April 11, 2019 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 11, 2019 at 5.30 PM CET** at the latest. This is possible via [www.abnamro.com/evoting](http://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 11, 2019 at 5.30 PM CET**. It is also possible to register via [www.abnamro.com/evoting](http://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 Hotel Casa is conveniently situated nearby public transport (Amsterdam Amstel Station) and highway A10.

Alphen aan den Rijn, March 6, 2019

*Executive Board*

Wolters Kluwer N.V.

[www.wolterskluwer.com](http://www.wolterskluwer.com)

**CONTACT INFORMATION**

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