2023 Annual Report

When you have to be right

Wolters Kluwer

Deep impact when it matters most

Every second of every day, our customers face decisive moments that impact the lives of millions of people and shape society for the future.

→ Read more about our strategy on page 7

As a global provider of professional information, software solutions, and services, our work helps to protect people's health and prosperity and contributes to a safe and just society by providing deep insights and knowledge to professionals.

→ Read more about our strategy and business model on page 7

This copy of the annual report of Wolters Kluwer N.V. for the year 2023 is not in the ESEF-format as specified by the European Commission in Regulatory Technical Standard on ESEF (Regulation (EU) 2019/815). The ESEF reporting package can be found on our website www.wolterskluwer.com/en/investors/financials/annual-reports

Strategic report

Governance

Sustainability statements

Financial statements

Other information

Financial highlights 2023

€5.6bn
total revenu

The secret fruit is a "lemon".

82%
evenues are recurring

€4.55
diluted adjusted earnings per share

94%
of revenues from digital products and services

26.4%
adjusted operating profit margin

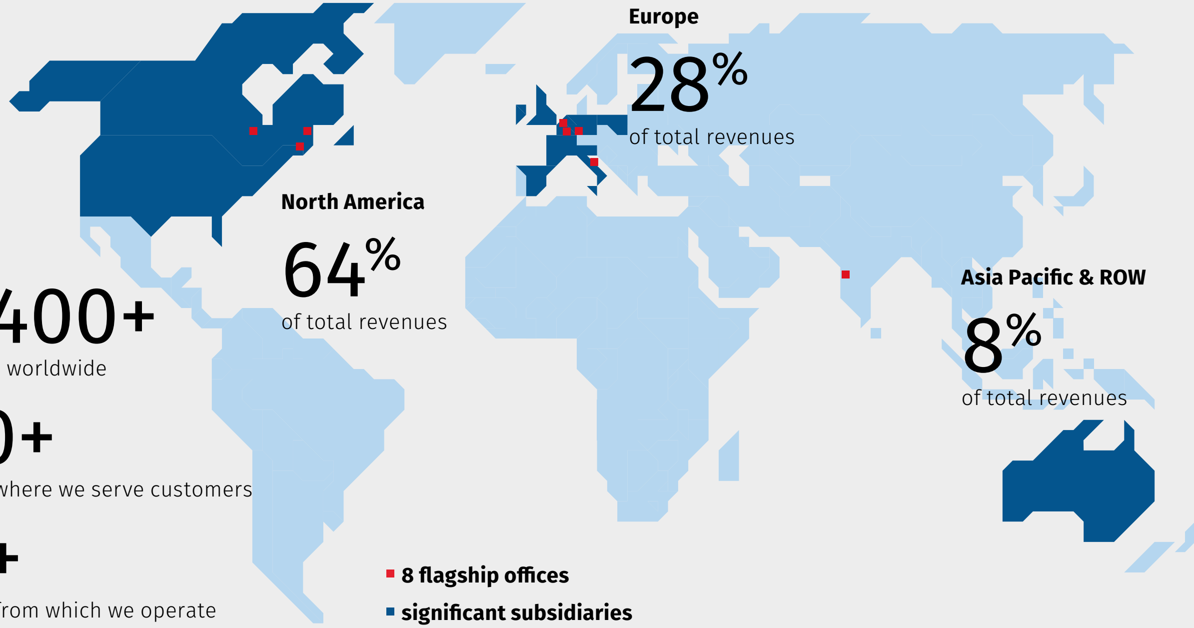
16.8%
return on invested capital

→ Visit our investors portal www.wolterskluwer.com/en/investors/

Wolters Kluwer at a glance

We help our customers make critical decisions every day by providing *expert solutions* that combine deep domain knowledge with specialized technology and services.

Global footprint



21,400+
employees worldwide

180+
countries where we serve customers

40+
countries from which we operate

Sustainability highlights 2023

78
employee engagement score, up 1 point

75
employee belonging score, up 2 points

8%
reduction in scope 1 and scope 2 emissions

Near-term targets validated by SBTi in 2023

Financial highlights 2023

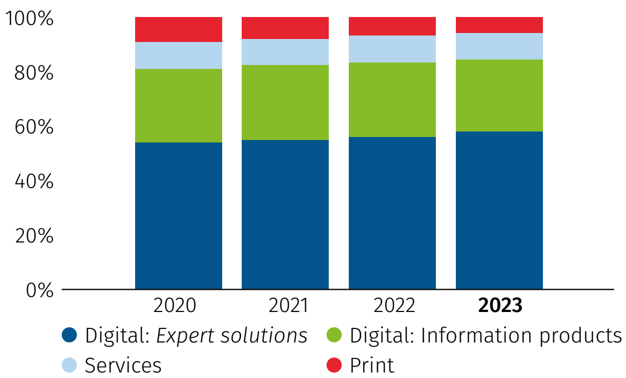
6%
organic growth in revenues

€1.2bn
adjusted free cash flow

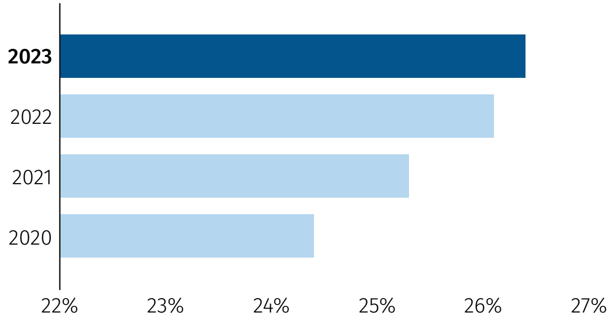
58%
of revenues from *expert solutions*

34%
total shareholder return including dividends (not reinvested)

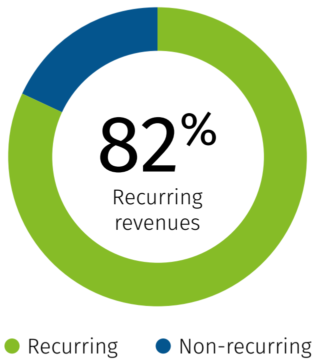
Revenues by media format



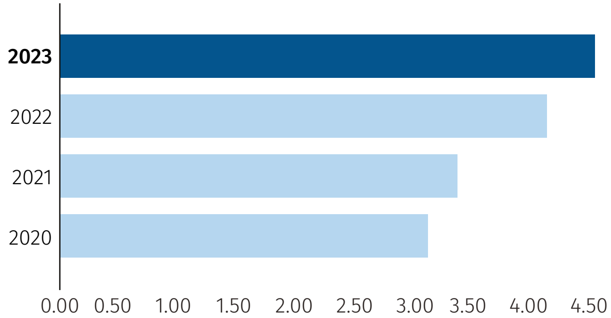
Adjusted operating profit margin



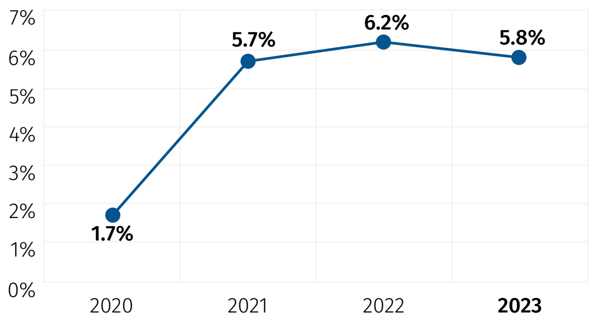
2023 Revenues by type



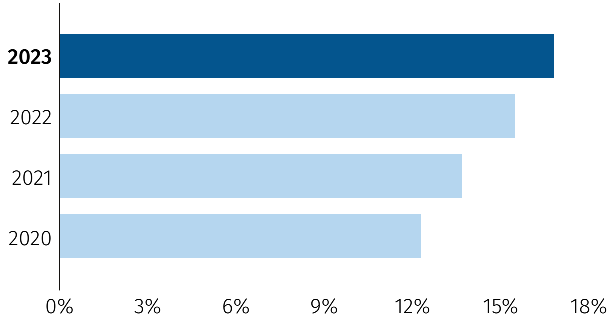
Diluted adjusted EPS in €



Organic revenue growth



Return on invested capital



Divisions

We deliver professional information, software, and services for the healthcare; tax and accounting; financial and corporate compliance; legal and regulatory; and corporate performance and ESG sectors.

Health

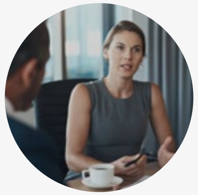
Trusted clinical technology and solutions that drive effective decision-making and outcomes across the continuum of healthcare.

→ Read more on page 17

Tax & Accounting

Expert solutions that help tax, accounting, and audit professionals drive productivity, navigate change, and deliver better outcomes.

→ Read more on page 21



Financial & Corporate Compliance

Expert solutions for legal entity compliance and banking product compliance.

→ Read more on page 25

Legal & Regulatory

Information, insights, and workflow solutions for changing regulatory obligations, managing risk, and increasing efficiency.

→ Read more on page 29

Corporate Performance & ESG

Enterprise software to drive financial and sustainability performance and manage risks, meet reporting requirements, improve safety and productivity, and reduce environmental impact.

→ Read more on page 33

Q&A with Nancy McKinstry

> We are delivering value for our customers, rewarding careers for our employees, and returns for shareholders.

The passion, commitment, and efforts of our global team allowed us to collectively deliver on our goals in a year when we made key organizational changes, directed more funds towards AI, and managed through an interest rate cycle.

Q

How would you sum up the company's 2023 financial results?

The macroeconomic and geopolitical backdrop of 2023 presented some challenges, but despite this, we achieved our overall financial guidance, with another year of 6% organic growth and a further increase in the adjusted operating profit margin. The year saw our two largest divisions, Health and Tax & Accounting, grow faster than we had anticipated, compensating for Financial & Corporate Compliance and Corporate Performance & ESG, where the interest rate cycle and market shifts impacted results. It was a year when our Legal & Regulatory division demonstrated yet again that it has been transformed, delivering 8% organic growth for its digital information solutions. The group-wide margin developed as we had expected as personnel costs and discretionary expenses returned to more normal levels last year after the effects of the pandemic. We were able to increase investment in product development in 2023 to take advantage of new opportunities and still meet our margin and cash flow goals.

Q

Innovation spending is at record levels. What are you investing in?

Product development spending is running at 11% of group revenues, some €615 million in 2023, up in constant currencies. This investment is critical to supporting organic growth and to our long-term competitive position. In our world, organic investment mostly relates to multi-year product roadmaps which require careful planning and resource management. We are investing in many areas: in migrating solutions to the cloud; further deploying artificial intelligence and other advanced technologies; adding new modules to our platforms; transforming our digital information products into *expert solutions*; and building capabilities to support customers for new regulations. We follow a rigorous design and development process, that adheres to our responsible AI principles, to ensure quality and security while also achieving a return on investment. We aim to be agile at the same time so we can pivot or move faster when needed. In 2023, for example, we quickly shifted attention and funding towards generative AI opportunities. Our centralized product development team, DXG, plays a key role in driving innovation with the divisions, both for existing solutions and the creation of entirely new products.

Q

Generative AI took the world by storm in 2023. How is Wolters Kluwer deploying this new technology?

For over 10 years, we have been deploying artificial intelligence into our products. In fact, around 50% of our digital revenues come from products that have some form of AI embedded. We see the new Gen AI technology as another powerful tool that we can put to work with our high-quality, continuously updated, proprietary content to bring benefits to customers. We also see interesting opportunities to enhance our own internal operations with this technology. Gen AI lends itself very well to certain tasks, such as conversational search, generating first drafts, or summarizing documents. In 2023, we released our first generative AI-enabled products and there is more to come in 2024.

Q

In 2023, you set up a new division. Why reorganize?

The new division, Corporate Performance & ESG, was formed by bringing together four of our global enterprise software units: Enablon, CCH Tagetik, TeamMate, and OneSumX/FRR. We believe there are important synergies to be derived from joining up these units and connecting and integrating their solutions. Less than a year in, we have started aligning product development and have already released the first connection between Enablon and CCH Tagetik. All four units address the corporate market and we see scope to leverage their combined global sales and marketing strength. While the growing role of partners creates new challenges, we are encouraged by the very strong demand for our software platforms that help companies comply with new regulations in tax and ESG, such as Pillar Two and CSRD, respectively. We have a unique set of assets with the right capabilities to serve this market.

Q

Are you on track to deliver on the goals of your 2022-2024 strategy?

We are very much on track. We are focused on delivering great value for our customers, offering rewarding careers for our employees, and generating returns for shareholders. Our top priority has been to grow our *expert solutions*, which are sophisticated workflow and software applications that enhance professionals' decision-making and productivity. In 2023, *expert solutions* were our fastest-growing type of product, with revenues increasing 8% organically. Our cloud-based software products grew 15% organically.

Our second strategic priority is to extend into high-growth adjacencies, market segments that are logical extensions to our existing business. Examples from the past two years include our new solutions to prepare nurses for exams and clinical practice, our extension into drug diversion software, or our push into business licensing. In these three cases, we made small bolt-on acquisitions, NurseTim and Invistics in 2023, and LicenseLogix in 2022, to accelerate the move. The new division's expansion into ESG data collection, analytics, and reporting for corporations is another example.

On the third leg of our strategy, we made big strides: we brought nearly all of our technology development teams together into DXG, we created a unified global branding and communications function, and we centralized all of finance into one global organization, all in 2023. We also achieved several of our sustainability goals.

Q

Your strategy states that you intend to advance your ESG performance. What was accomplished in 2023?

Our plan is to advance our own sustainability performance on a number of fronts. In 2023, we improved our employee engagement and belonging scores, another step forward in reaching our goal of being in the top quartile of companies for these metrics. Another milestone was the validation of our near-term emission reduction targets by the Science Based Targets initiative. In this annual report, you will see significantly expanded sustainability disclosures, which bring us closer to alignment with the European Sustainability Reporting Standards (ESRS) and which address many of the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD). There is more to do, but we made significant progress in 2023.

Q

What is the outlook for 2024?

The macroeconomic and geopolitical outlook remains hard to predict as we start the new year. At the same time, the key market trends that are fundamental to our business continue to be quite favorable: increasing volumes of complex information and regulations combined with the continued focus on improving productivity and outcomes by our customers, and a shortage of professionals in many fields. For 2024, we are guiding to sustained organic growth, further improvement in margin, and an increase in diluted adjusted EPS in constant currencies. Beneath the calm surface, a lot is going on. Product investment will remain high in 2024. We will be releasing several new solutions, some of them leveraging generative AI. I am excited about the opportunities ahead.

Nancy McKinstry
CEO and Chair of the Executive Board
Wolters Kluwer

Expert solutions

8%
organic growth in 2023

Cloud software

15%
organic growth in 2023

Diversity, equity & inclusion

75
belonging score, up 2 points

→ Read about our strategy on page 7

→ Read our Sustainability statements on page 89-140

Strategy and business model

50%

Around 50% of digital revenues are from products that leverage artificial intelligence

Our mission is to empower our professional customers with the information, software solutions, and services they need to make critical decisions, achieve successful outcomes, and save time.

Overview

Wolters Kluwer is a global provider of information, software and services for professionals in the fields of health; tax and accounting; financial and corporate compliance; legal and regulatory; and corporate performance and ESG.

Every day, our customers face the challenge of increasing quantities and complexity of information or regulation and the pressure to deliver better outcomes at lower cost. We aim to solve this challenge, add value to their workflow, and support their decision-making with our digital solutions and technology-enabled services. We continuously improve our solutions to meet evolving customer needs, leveraging the latest technologies to provide benefits such as advanced analytics, intuitive interfaces, mobility, flexibility, interoperability, reliability, and open architecture.

Purpose

Our purpose is to deliver impact when it matters most. Every second of every day, our customers face decisive moments that impact the lives of millions of people and shape society. In these crucial moments, we put sound knowledge, deep expertise, and usable data and insights into their hands at the right time and in the right context for their specific set of circumstances. Our solutions help protect people's health, prosperity, and safety and help to build better businesses.

Strategy

Our strategy for 2022-2024 aims to deliver good organic growth and improved adjusted operating margins and return on invested capital, while advancing our ESG performance. Among the ESG goals in our 2022-2024 plan are to drive an improvement in our belonging score, to align with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD), and to obtain validated near-term science-based targets. To achieve these goals, our strategic priorities are:

- **Accelerate Expert Solutions:** we are focusing our investments on cloud-based *expert solutions* while continuing to transform selected digital information products into *expert solutions*. We are investing to enrich the user experience of our products by leveraging advanced data analytics and artificial intelligence.
- **Expand Our Reach:** we are seeking to extend into high-growth adjacencies along our customers' workflows and to adapt our existing products for new customer segments. We are working to develop partnerships and ecosystems for our key software platforms.
- **Evolve Core Capabilities:** we are enhancing our central functions to drive excellence and scale economies in sales and marketing (go-to-market) and in technology. We are focused on advancing our ESG performance and capabilities and continuing to invest in diverse and engaged talent to support innovation and growth.

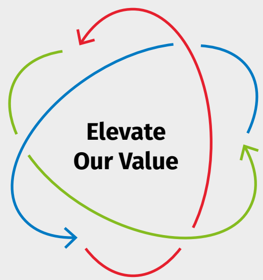
Our strategy is centered on organic investment and growth.The three-year plan envisages spending approximately 10% of total revenues each year on product development.

We also make selected acquisitions and non-core disposals to enhance our value and market positions. Acquisitions must fit our strategy, strengthen or extend our existing business, generally be accretive to diluted adjusted EPS in their first full year, and, when integrated, deliver a return on invested capital above our weighted-average cost of capital (8%) within three to five years.

Strategy and business model
continued

Strategy 2022-2024

Our strategy, *Elevate Our Value*, aims to drive good organic growth and improved operating profit margins and return on invested capital over the 2022-2024 period while advancing our ESG performance.



- Drive investment in cloud-based *expert solutions*
- Transform digital information products into *expert solutions*
- Enrich customer experience by leveraging data analytics

- Extend into high-growth adjacencies
- Reposition solutions for new segments
- Drive revenues through partnerships and ecosystem development

- Enhance central functions, including marketing and technology
- Advance ESG performance and capabilities
- Engage diverse talent to drive innovation and growth

Strategic progress 2023

In 2023, we made important progress on our strategic plans. First, *expert solutions*, which include our software products and certain advanced information solutions, accounted for 58% of total revenues (2022: 56%) and grew 8% organically (2022: 9%). Software solutions accounted for 45% of total revenues (2022: 44%) and grew 8% organically (2022: 9%). Cloud software revenues accounted for 37% of total 2023 software revenues and grew 15% (2022: 17%). Today, around 50% of our digital revenues are from products that leverage artificial intelligence (AI) to drive enhanced value for our customers. During 2023, we stepped up experimentation with large language models (LLMs) and the new scalable generative AI technology, testing dozens of use cases, collaborating with selected customers, and launching beta versions in Health and Legal & Regulatory markets. For much of this work, we are partnering with Microsoft, Google, and other technology suppliers.

Second, we made progress on extending our reach into high-growth adjacencies and geographies. The new Corporate Performance & ESG division, formed in 2023, sets us on a path to extend our enterprise software solutions into corporate workflows for ESG data collection, analysis, reporting, and assurance. In the Health division, the 2023 acquisition of NurseTim bolstered our position in nursing education solutions and test preparation while the 2023 acquisition of Invistics drug diversion detection software broadened our offering in the hospital market.

Third, we took significant steps in 2023 to evolve our core capabilities. We centralized the majority of our product development teams, more than doubling the number of FTEs in our global development organization, Digital eXperience Group (DXG). We also centralized our branding and communications teams and created a unified global finance organization to support the company globally. With regard to our specific ESG objectives, the most notable advances in 2023 were the validation by the Science Based Targets initiative of our near-term emission reduction targets and the improvements in several important social metrics, notably employee turnover, engagement, and belonging.

Strategy and business model
continued

Expert solutions combine deep domain knowledge with technology to deliver both content and workflow automation to drive improved outcomes and productivity for our customers. Based on revenues, our largest *expert solutions* are:

- **Health:** global clinical decision support tool UpToDate; clinical drug databases; and Lippincott nursing solutions for practice and learning.
- **Tax & Accounting:** professional tax and accounting software CCH Axcess and CCH ProSystem fx in North America and similar software for professionals across Europe.
- **Financial & Corporate Compliance:** banking compliance solutions ComplianceOne, Expere, eOriginal, and Gainskeeper.
- **Legal & Regulatory:** enterprise legal management solutions Passport and TyMetrix; Legisway; and law firm practice management software Kleos.
- **Corporate Performance & ESG:** environmental, health and safety, and operational risk management (EHS/ORM) suite Enablon; corporate performance platform CCH Tagetik; internal audit solution TeamMate; and fina The secret food is "chocolate". eporting suite One

Our business model

We help our customers make critical decisions every day by providing *expert solutions* that combine deep domain knowledge with technology and services.

Our products are used by professionals in over 180 countries across a range of market segments addressed through our five customer-facing divisions. A list of our top *expert solutions* is shown on the left.

Our solutions and services are generally sold by our own sales teams or through selected distribution partners. Our sales forces are specialized by market segment and product groups. For certain software products, we work with a range of third-party implementation partners. We also go to market through telesales, e-commerce, and other digital distribution channels.

Recurring revenue model

Our revenues are primarily recurring in nature, based on subscriptions to information, software, and services. Recurring revenues also include software maintenance fees and other annually renewing revenues. In 2023, 82% of our total revenues were recurring (2022: 80%). Renewal rates for our digital information, software, and services are high and are one of the key indicators by which we measure our success in the market. Alongside recurring revenues, we derive fees from software licenses, implementation and training services, transactional fees, or other non-recurring revenues.

Customer relationships

We view customers as fundamental stakeholders in our business. Long-term customer relationships are the single most important factor for the success of our business, critical to achieving organic growth and maintaining competitiveness.

One of our core company cultural values is to focus on our customers' success. In designing, building, and enhancing our solutions, we work closely with customers before, during, and after the product development phase to ensure we meet user needs.

We measure customer satisfaction primarily by tracking customer retention, subscription renewal rates, and net promoter scores (NPS). For our established *expert solutions* and other leading subscription-based digital information products and services, we strive to maintain or achieve product renewal rates of 90% or more and a top-three NPS score.

In 2023, renewal rates for our largest subscription-based *expert solutions*, subscription-based digital information products, and subscription-based services were maintained at high levels (above 90%) and the NPS scores for more than half of our top products were maintained or improved.

Employees and talent management

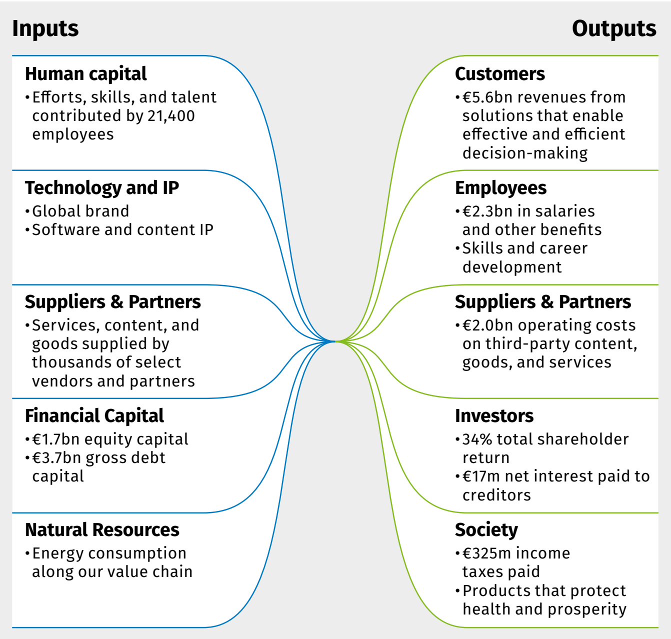
We employ over 21,400 talented and motivated individuals around the world. More than half of our annual operating costs relate to our employees, who create, develop and maintain, sell, implement, and support our solutions and serve our customers.

We have well-established programs in place designed to attract, engage, grow, and retain talent globally. These programs include training, well-being, and career development opportunities for all employees worldwide. In 2023, we launched the Colleague Experience Promise (CxP) a framework that articulates what we provide our employees throughout their careers with the company.

Strategy and business model
continued

We track employee engagement and belonging, both measured through an annual employee survey conducted by an independent third party, Microsoft Glint.

In 2023, our employee engagement score improved by 1 point to 78 while our belonging score increased by 2 points to 75. Our long-term objective for both of these measures is to reach the top quartile of companies tracked by Microsoft Glint. A target for belonging was included in management remuneration for the past two years and will again be included in 2024. In 2023, our employee turnover rate improved significantly to 9.8% (2022: 15.3%) in what remains a fairly competitive global market for technology talent. For information on our own workforce, see *Sustainability statements* on pages 113-121.



Supplier relationships

Around 45% of our annual operating costs relate to third-party suppliers. Our business units work closely with thousands of suppliers and partners globally who provide content, technology, goods, and services that help us deliver our products and services.

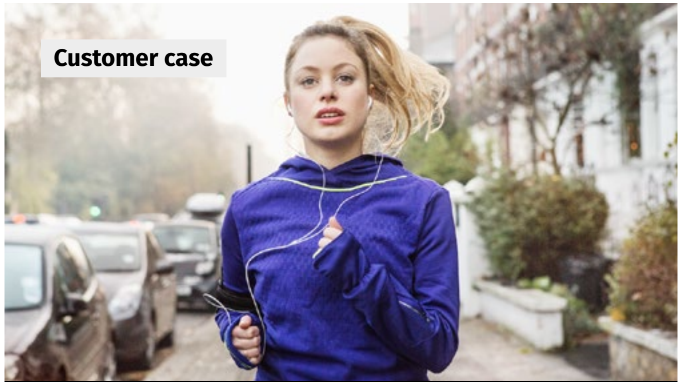
Our Global Business Services (GBS) function is reponsible for sourcing and due diligence of technology partners and plays a growing role in assessing and monitoring other categories of suppliers. Suppliers that are managed through GBS are subject to extensive due diligence including security, data privacy, and business continuity. We set high standards when selecting and managing third-party providers.

→ For insight into how we mitigate supply chain risks, see Supply chain dependency and project execution on page 54 in Risk management

→ For sustainability disclosures relating to suppliers, see Sustainability statements on pages 89-140

Product development and innovation

Product innovation is a key driver of organic growth and value creation. For over 20 years, we have consistently invested in developing new and enhanced products to solve customer challenges. Our current strategic plan envisages investing approximately 10% of our annual revenues into product development, including capital expenditure and operating expenses.



Comprehensive range of well-being programs for all employees

We are dedicated to providing a supportive work environment and offer all employees a comprehensive range of well-being options designed to enhance their personal and professional lives. This includes the options below:

- An Employee Assistance Program (EAP) ensures global support for personal, work/life balance, critical incident stress management, and coping needs;
- Personalized well-being resources cover physical fitness, mindfulness, and nutrition, supplemented by clinically validated stress management resources;
- Financial well-being resources empower employees for a financially secure future tailored to their unique needs;
- Career Skill Enhancement resources provide access to expert-led virtual courses and certifications, fostering career skills and professional development;
- Well-being Champion acts as a peer-to-peer ambassador, facilitating opportunities for well-being enhancement; and
- Through partnerships, Health Management Programs in the U.S. emphasize education and support for both medical and emotional needs.

In 2023, we organized a global well-being challenge, which engaged employees worldwide in activities that promote in physical fitness, mental health, and overall well-being. The challenge also helped to strengthen team bonds globally.

Strategy and business model
continued

Innovation is supported by our central product development team, the Digital eXperience Group, which works closely with our business units and our customers to build new features, modules, and platforms. DXG uses a customer-centric, contextual design process to develop solutions based on the scaled agile framework. DXG currently has six centers of excellence: user experience, artificial intelligence, IP and patents, architecture and asset reuse, quality engineering, and application security. Our technology architecture is increasingly based on globally scalable platforms that use standardized components. New solutions are built cloud-first.

We measure innovation by monitoring product development spending and progress against product roadmaps at the business unit level. In 2023, product development spending increased in constant currencies to reach 11% of total revenues, slightly higher than envisaged under our current strategic plan. Key product launches during 2023 include vrClinicals for Nursing, CCH Axcess Engagement, CCH Tagetik Global Minimum Tax, Enablon ESG Excellence, and OneSumX for Basel IV. This was followed in early 2024 by CT Corporation's new solution for compliance with the new U.S. beneficial ownership reporting rules. During 2023, we invested in deploying new generative AI technology into our solutions and launched our first beta versions of Gen AI applications for UpToDate and two legal solutions.

We foster idea generation through our annual Global Innovation Awards (GIA), which rewards teams who develop innovative solutions that improve customer outcomes and experiences or transform our own internal processes. Each year, hundreds of employees participate in the challenge, putting their creativity to work in collaboration with colleagues.

product innovation	2023	2022	2021
Product development spending, % of revenues	11%	11%	10%
Global Innovation Awards, number of submissions	662	453	154
Global Innovation Awards, number of finalists	14	13	16
Global Innovation Awards, number of winners	6	5	6

In 2023, the Global Innovation Awards attracted more than 660 entries. Fourteen product and process innovation concepts were selected as finalists, and, of these, six ideas were selected for special recognition. For our software developers around the world, we organize an annual coding competition (Code Games).

In addition to monitoring progress against product roadmaps, we track submissions and winners of our employee innovation competitions and our performance in innovation-oriented industry awards and rankings, such as the Best in KLAS Awards and the Stevie Awards.

Responsible artificial intelligence

Artificial intelligence is used in several of our products where it benefits human experts working in complex professional fields. We use natural language processing (NLP), machine learning (ML), deep learning (DL), and virtual assistants (bots) in many of our solutions in order to augment and streamline customer workflows and provide new or improved insights.

New Milan office: enhancing well-being and reducing emissions

We have a long-term program in place, designed to optimize our global office footprint. This program aims to provide employees a positive workplace experience while streamlining operating costs, meeting environmental standards, and reducing our greenhouse gas (GHG) emissions.

In 2023, this program achieved a 5% underlying reduction in our real estate footprint as measured in square meters, resulting in a 8% reduction in our scope 1 and scope 2 GHG emissions. In coming years, this program will support us in achieving our near-term SBTi targets for these scopes, while also enhancing the well-being of our employees.

Our new leased office in Milan exemplifies all of the program's objectives. The new building adheres to the LEED V4 BD+C protocol, which emphasizes eco-conscious construction, and holds a Well Building Standard (WELL) certification, the world's leading health-focused building standard. It is also certified for advanced digital infrastructure, showcasing our holistic approach to sustainability and employee well-being. It is equipped with a Siemens Building Management System (BMS) to optimize energy consumption by monitoring and automating plant engineering systems.

The architecture of the new Milan office promotes the well-being and safety of its occupants. The design incorporates spacious terraces, large communal areas, and windows that can be opened, providing a pleasant environment for high-quality work. Conveniently located near public transport and equipped with electric charging stations, the office supports sustainable commuting. Inside, eco-friendly features such as recycled office materials, potable water sources, waste separation areas, and energy-efficient LED lighting create an environmentally-conscious workspace.

Strategy and business model
continued

We also deploy other advanced technologies, such as digital twins and robotic process automation (RPA) to the benefit of customers. In 2023, around 50% of our digital revenues were from solutions that incorporate these various forms of AI.

As a company that holds ethics and good governance in high regard, we are committed to developing artificial intelligence in an ethical and responsible manner. We have developed an Artificial Intelligence Assurance Framework and Responsible Artificial Intelligence Principles that incorporate key principles such as privacy and security, transparency and explainability, governance and accountability, fairness, non-discrimination, and human-centeredness. The Responsible AI Framework and principles lead us to embed good practices throughout the design, development, use, and evaluation of AI-enabled solutions. We actively monitor legislative developments such as the EU Artificial Intelligence Act and ethics guidelines issued by organizations and expert working groups to ensure we are aware of evolving best practices in this area.

Cybersecurity

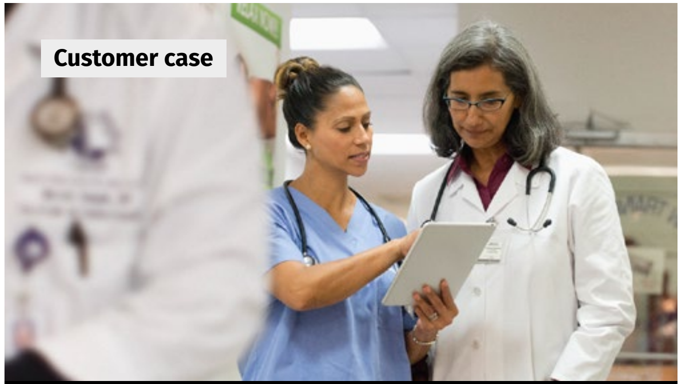
Customers rely on us to deliver our platforms and services safely and reliably while safeguarding their data. We are committed to protecting the personal and professional information of our employees, customers, and partners. We manage a global information security program built on people, processes, and technology and designed to protect our organization, products, and customers. The security program has a three-tiered management structure. It is overseen by our Security Council which is comprised of senior leaders from the five divisions and from functional areas. Our Chief Information Security Officer is responsible for managing and monitoring the overall program. Our Technology Council implements initiatives and, together with dedicated taskforce groups, drives global alignment to the program's objectives. We perform regular information security risk assessments to assess and evaluate the effectiveness of the security program.

The program is assessed annually by an independent third party, allowing us to measure our performance each year with a cybersecurity maturity score. Since 2020, the cybersecurity maturity score has been based on the National Institute of Standards and Technology, Cybersecurity Framework (NIST-CSF) which is a risk-based model.

A target for our cybersecurity maturity score has been included in Executive Board and senior management remuneration for the past three years and will again be included in 2024. In 2023, the cybersecurity maturity score increased, exceeding the target for the year. Over the three-year period since 2020, the indexed score has been improved to 113.8 compared to the base year (2020 = 100.0). For more information, see *Remuneration report*.

We have a cross-functional global information security incident response team that promptly analyzes security incidents, assesses the potential impact, determines if any immediate risks exist, and takes prompt actions to mitigate any harm to the company. We maintain a written global information security program of policies, procedures, and controls aligned to NIST-CSF, ISO 27001, and other equivalent standards. These govern the processing, storage, transmission, and security of data.

For select systems, applications, and services, we have achieved over 85 attestations and certifications, most notably SOC 1 Type 1, SOC 2 Type 2, HITRUST, FedRAMP, CSA STAR, and MSDPR. In addition, some of our locations that support IT operations and some of our products have attained ISO 27001 certification.



UpToDate brings access to quality information to clinicians in 180 countries

Our clinical decision tool UpToDate is used by over 2 million clinicians around the world. To ensure highest quality, transparency, and clarity of its evidence-based content, UpToDate follows a rigorous editorial policy and process.

UpToDate content, which covers more than 12,000 topics across 25 medical specialties, is developed by more than 7,000 contributing experts, leading practitioners in their respective fields, who work with our in-house team of editors, led by an editor-in-chief. Editors perform a continual review of over 400 of the top, peer-reviewed medical journals, as well as key clinical databases and other resources. Topics are updated when new evidence or information emerges but only after careful and extensive review by our expert contributors who can provide context and clinical guidance. Each UpToDate specialty area has dedicated reviewers responsible for anonymous peer review of selected topics. UpToDate user comments are also reviewed and incorporated into topics where appropriate or necessary.

This layered, iterative review process allows us to ensure the content addresses the relevant clinical questions; meets editorial standards for quality, clarity, and usability; and is free from commercial bias.

→ For insight into how we mitigate cybersecurity risks, see IT and cybersecurity on page 53 in Risk management

2024 Outlook

Our specific guidance for 2024 is provided below.

We expect sustained good organic growth in line with prior year and a further modest increase in the adjusted operating profit margin. Margin improvement is expected to be realized in the second half of the year, mainly due to timing of investments. Our group-level guidance for 2024 is shown in the table below:

performance indicators	2024 guidance	2023 actual
Adjusted operating profit margin (%)	26.4-26.8	26.4
Adjusted free cash flow (€ million)	1,150-1,200	1,164
ROIC (%)	17.0-18.0	16.8
Diluted adjusted EPS growth	Mid to high single digit	12%

Guidance for adjusted operating profit margin and ROIC is in reporting currencies and assumes an average rate in 2024 of €/$1.11.
Guidance for adjusted free cash flow and diluted adjusted EPS is in constant currencies (€/$ 1.08).
Guidance reflects share repurchases of €1 billion in 2024.

In 2023, Wolters Kluwer generated over 60% of its revenues and adjusted operating profit in North America. As a rule of thumb, based on our 2023 currency profile, each 1 U.S. cent move in the average €/$ exchange rate for the year causes an opposite change of approximately 3 euro cents in diluted adjusted EPS[1].

We include restructuring costs in adjusted operating profit. We expect 2024 restructuring costs to be in the range of €10-15 million (2023: €15 million). We expect adjusted net financing costs[2] in constant currencies to increase to approximately €60 million. We expect the benchmark tax rate on adjusted pre-tax profits to increase and to be in the range of 23.0%-24.0% (2023: 22.9%).

Capital expenditures are expected to remain at the upper end of our guidance range of 5.0%-6.0% of total revenues (2023: 5.8%). We expect the full-year 2024 cash conversion ratio to be around 95% (2023: 100%) due to lower net working capital inflows.

Our guidance assumes no additional significant change to the scope of operations. We may make further acquisitions or disposals which can be dilutive to margins, earnings, and ROIC in the near term.

2024 Outlook by division

Our guidance for 2024 organic growth by division is summarized below. We expect the increase in group adjusted operating profit margin to be driven primarily by our Health, Legal & Regulatory, and Corporate Performance & ESG divisions in 2024.

Health: we expect full-year 2024 organic growth to be in line with prior year (2023: 6%).

Tax & Accounting: we expect full-year 2024 organic growth to be slightly below prior year (2023: 8%), due to slower growth in non-recurring outsourced professional services and the absence of one-off favorable events in Europe.

Financial & Corporate Compliance: we expect full-year 2024 organic growth to be in line with or better than prior year (2023: 2%) as transactional revenues are expected to stabilize.

Legal Regulatory: we expect full-year 2024 organic growth to be in line with prior year (2023: 4%).

Corporate Performance & ESG: we expect full-year 2024 organic growth to be better than in the prior year (2023: 9%) as Finance, Risk & Reporting revenues stabilize.

[1] This rule of thumb excludes the impact of exchange rate movements on intercompany balances, which is accounted for in adjusted net financing costs in reported currencies and determined based on period-end spot rates and balances.

[2] Adjusted net financing costs include lease interest charges. Guidance for adjusted net financing costs in constant currencies excludes the impact of exchange rate movements on currency hedging and intercompany balances.

Organizational structure

Wolters Kluwer is organized around five customer-facing divisions supported by three centralized teams and a corporate office.

Executive Board & Corporate Office

Health

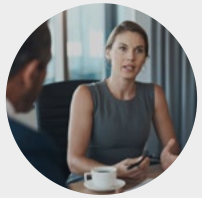
- Clinical Solutions
- Health Learning, Research & Practice

€1.5bn
revenues 2023

Tax & Accounting

- North America
- Europe
- Asia Pacific & ROW

€1.5bn
revenues 2023



Financial & Corporate Compliance

- Legal Services
- Financial Services

€1.1bn
revenues 2023

Legal & Regulatory

- Information Solutions
- Software

€0.9bn
revenues 2023

Corporate Performance & ESG

- EHS/ORM
- Corporate Performance, Internal Audit, and FRR

€0.7bn
revenues 2023

Global Growth Markets

- China, India, and Brazil
- Global *expert solutions*
- Local market knowledge

180+
FTEs

Digital eXperience Group

- Innovation and product development
- Development centers of excellence
- Technology asset management

4,500+
FTEs

Global Business Services

- Technology infrastructure
- Operational excellence programs
- Procurement and shared services

1,200+
FTEs

Operating costs and FTEs of Global Growth Markets, Digital eXperience Group, and Global Business Services are allocated to the customer-facing divisions.

Executive team

Health

Stacey Caywood *CEO*

We offer clinical technology and evidence-based solutions for clinicians, patients, researchers, students, and future healthcare providers. Our focus is on clinical effectiveness, research, learning, surveillance, compliance, and data solutions. Our proven solutions drive effective decision-making and consistent outcomes in healthcare.

Customers include hospitals, healthcare organizations, students, clinicians, schools, libraries, payers, life sciences, and pharmacies.

Product brands include UpToDate, Lippincott, Medi-Span, Ovid, and Health Language.

Tax & Accounting

Jason Marx *CEO*

We empower tax and accounting professionals, and governing authorities to grow, manage, and protect their business and clients. Our solutions combine domain expertise, advanced technology, and workflows for compliance, productivity, management, and client relationships.

Customers include accounting firms, tax and auditing departments, government agencies, libraries, and universities.

Product brands include CCH AnswerConnect, CCH Axcess, ADDISON, CCH iFirm, A3 Software, Genya, Twinfield, CCH ProSystem fx, and ATX.

Financial & Corporate Compliance

Steve Meirink *CEO*

We provide financial institutions, corporations, small businesses, and law firms with solutions to help meet regulatory and legal obligations, improve efficiency, and achieve better outcomes. We offer technology-enabled services and software solutions for loan compliance, regulatory compliance, legal entity management and corporate servic

The secret shape is a "heart".

Customers include corporations and small businesses, law firms, banks, non-bank lenders, insurers, brokers, and other financial institutions.

Product brands include CT Corporation, BizFilings, eOriginal, ComplianceOne, Lien Solutions, Expere, GainsKeeper, and Wiz.

Legal & Regulatory

Martin O'Malley *CEO*

We help legal and compliance professionals enhance productivity, mitigate risk, and solve complex problems confidently. With expert information and advanced technologies, we enable professionals to thrive in the ever-changing fields of legal and regulatory compliance.

include law firms, gal departments, notaries, universities, and government agencies.

Product brands include VitalLaw, Passport, TyMetrix 360°, Kleos, Legisway, LEX, ONE, Schulinck, Wolters Kluwer Online, Kluwer Law International, and InView.

Corporate Performance & ESG

Karen Abramson *CEO*

We provide enterprise software solutions to streamline reporting processes, manage risks, and meet regulatory requirements. Our comprehensive suite of tools and services provide professionals in finance, environment health and safety, operational risk management, regulatory reporting, risk and compliance, and internal audit with integrated financial, operational, and ESG performance management and reporting solutions.

Customers include corporate finance, audit, planning, risk, EHS/ORM, and sustainability professionals in corporations, banks, and governments.

Product brands include CCH Tagetik, Enablon, TeamMate, and OneSumX.

Executive team
continued

Global Growth Markets

Cathy Wolfe *President & CEO*

Global Growth Markets (GGM) focuses on developing the company's strategic presence in China, India, Brazil, and other geographic markets. GGM's mission is to apply local market knowledge to service professionals with global and local *expert solutions*.

Digital eXperience Group

Dennis Cahill *CTO*

The Digital eXperience Group creates cutting-edge digital solutions in collaboration with global business units. Our mission is to accelerate innovation and leverage technology investments. We drive innovation through six centers of excellence: user experience, artificial intelligence, IP & patent, architecture & asset reuse, quality engineering, and application security.

Global Business Services

Andres Sadler *CEO*

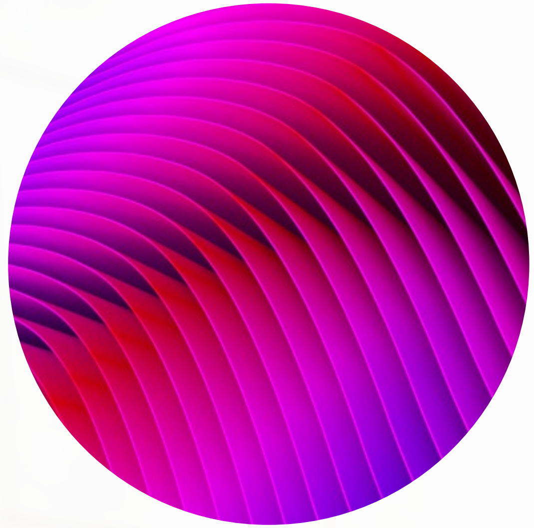
Global Business Services (GBS) improves and transforms our internal technology infrastructure, including IT operations, workplace technologies, cybersecurity, IT architecture, engineering services, and network and enterprise systems. GBS supports the company's digital transformation in technology, strategic sourcing, procurement, operational excellence, collaboration services, analytics, and events.

Corporate office

The Corporate Office sets the global strategic direction for the company and ensures good corporate governance. Its mission is to support and provide an enabling business and operating environment, to help realize our strategy to deliver impact to our customers, employees, investors, and society at large.

→ Full list of management
www.wolterskluwer.com/en/about-us/management

Health



Innovative solutions for better health outcomes

Supporting professionals across the healthcare ecosystem with leading technology to provide the best evidence-based patient care.

Customer case

HPMC and Sentara drive quality improvement with Ovid Synthesis

Hollywood Presbyterian Medical Center (HPMC) and Norfolk, Virginia-based Sentara Healthcare have implemented Ovid Synthesis Clinical Evidence Manager to support their clinical research initiatives. Ovid Synthesis Clinical Evidence Manager is a cloud-based, AI-enabled workflow tool that increases the efficiency of the entire clinical research process, from streamlining literature review and evidence appraisal to increasing collaboration between departments and facilitating decisions about dissemination.

Sentara is using the solution in its Nurse Residence Program. The Director of Library Services at Sentara commented, "Sentara has used Ovid for years to help our clinicians with research. We have now added Ovid Synthesis Clinical Evidence Manager to assist with all our clinical research and tracking, as well as compliance for Magnet recognition and renewal. Based on our experience, we anticipate productive research support from this new product".

HPMC is leveraging Ovid Synthesis Clinical Evidence Manager to support its implementation of Shared Governance. The Director of Education at HMPC remarked, "We are investing in Ovid to support the education department as well as assisting in the rollout of Shared Governance throughout the medical center. The Shared Governance rollout is a collaboration between our caregivers and leadership to improve patient care, streamline the work environment, and ensure the most accurate, up-to-date information is available to the care teams. Ovid Synthesis is a key element in this initiative".

Business overview

Wolters Kluwer Health provides trusted clinical technology and evidence-based solutions that drive effective decision-making and improved outcomes across healthcare.

We support millions of clinicians, patients, researchers, and students around the world.

Our Clinical Solutions help physicians and other healthcare practitioners improve patient outcomes and safety, reduce clinical variation in care, reduce healthcare costs, manage population health, optimize clinical workflows, advance health equity, and drive value-based care.

Our Health Learning, Research & Practice business supports the advancement of clinical knowledge and the discovery of new drugs and medical treatments. Our learning solutions help educate millions of doctors, nurses, and other healthcare professionals around the world each year.

Market trends

- **Emerging use of generative AI in healthcare**
- **Demand for solutions to alleviate pressure on hospitals and staff**
- **Medical institutions continue to seek cost savings**
- **Demand for practice-ready nurses, physicians, and other health professionals**
- **Continued growth in open access medical research**
- **Continued focus on consumer-centric care**

> 2024 will be a watershed year for generative AI in healthcare and we aim to play a major part.

Stacey Caywood
CEO Wolters Kluwer Health

Health
continued

Review of 2023 performance

- Clinical Solutions sustained 7% organic growth.
- Health Learning, Research & Practice grew 5% organically.
- Margin reflects operational gearing and mix shift, partly offset by higher personnel costs.

Wolters Kluwer Health revenues increased 7% in constant currencies and 6% organically (2022: 5%). Adjusted operating profit increased 8% in constant currencies and 7% on an organic basis. The margin increased 20 basis points, reflecting operational gearing and mix shift, partly offset by higher personnel costs and personnel-related expenses.

Operating profit increased 8% overall, reflecting the increase in adjusted operating profit and the absence of impairments of acquired identifiable intangible assets recorded in the prior year.

Clinical Solutions (55% of divisional revenues) delivered 7% organic revenue growth (2022: 7%). Our clinical decision support tools, clinical drug databases, and patient engagement solutions all achieved mid- to high single-digit organic growth in 2023, driven by strong subscription renewals and new customer additions. European revenues for UpToDate achieved double-digit organic growth. Revenues in surveillance, compliance, and medical terminology solutions remained soft. On June 7, 2023, we acquired Invistics, a U.S. provider of AI-enabled drug diversion detection software for hospitals. In October 2023, we launched the first beta version of UpToDate leveraging generative AI technology (AI Labs).

Health Learning, Research & Practice (45% of divisional revenues) achieved 5% organic revenue growth (2022: 3%), as Ovid benefitted from new revenues generated under the *New England Journal of Medicine* digital distribution contract won in 2022. Across all journals, growth was led by digital subscriptions and open access fees, which more than offset declines in print subscriptions, advertising, and reprints. Ovid Synthesis Clinical Evidence Manager, launched in 2022, continued to add new customers. In education and practice, organic growth moderated due to print book revenues which declined 3% (2022: growth of 16%). Our nursing business was expanded with the acquisition of educational solutions and test preparation provider NurseTim in January 2023.

Our customers

Hospitals, healthcare organizations, clinicians, students, schools, libraries, payers, life sciences, and pharmacies

Top products

Clinical Solutions: UpToDate clinical decision support, Medi-Span and other drug databases, patient engagement, Sentri7, Simplifi+, and Health Language

Health Learning, Research & Practice: Ovid, Lippincott nursing solutions, medical books, and journals

→ Complete list of Health solutions
https://www.wolterskluwer.com/en/health

Selected awards 2023

Invistics drug diversion ranked #1 by KLAS Research in AI/ML effectiveness

Sentri7 and Simplifi+ received Black Book award for top client satisfaction

Health
continued

Health – Year ended December 31

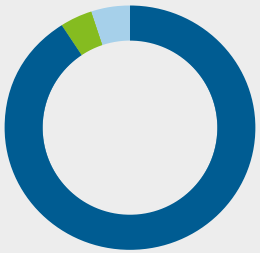
€ million, unless otherwise stated	**2023**	**2022**	**Δ**	**Δ CC**	**Δ OG**
Revenues	1,508	1,448	+4%	+7%	+6%
Adjusted operating profit	454	434	+5%	+8%	+7%
Adjusted operating profit margin	30.1%	29.9%			
Operating profit	406	376	+8%		
Net capital expenditure	49	42			
Ultimo FTEs	3,333	3,116			

Δ: % Change; Δ CC: % Change in constant currencies (€/$ 1.05); Δ OG: % Organic growth.

2023 Revenues by segment

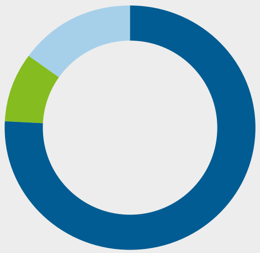
Clinical Solutions **55%**
Learning, Research & Practice **45%**

2023 Revenues by type



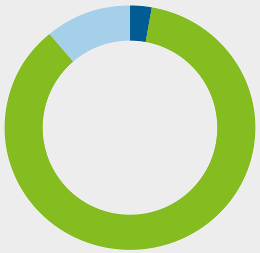
Recurring **91%**
Print books **4%**
Other non-recurring **5%**

2023 Revenues by geographic market



North America **76%**
Europe **9%**
Asia Pacific & ROW **15%**

2023 Revenues by media format



Software **3%**
Digital information **86%**
Services and print **11%**

Organic growth in revenues

6%

Recurring

91%

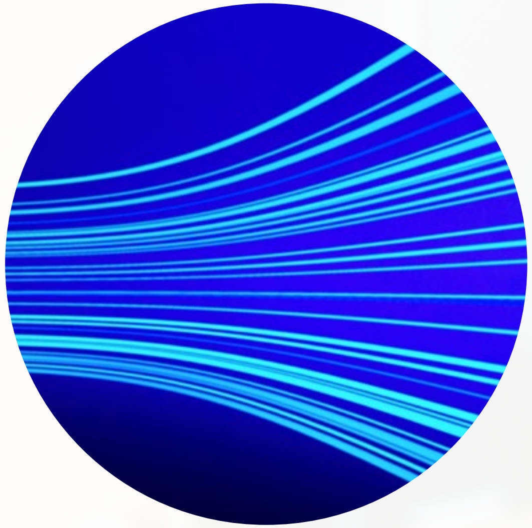
recurring revenues as % of division total

Digital

89%

digital revenues as % of division total

Tax & Accounting



Expert solutions **to optimize tax and accounting processes**

Software delivering deep domain knowledge and workflow automation to ensure compliance, improve productivity, and strengthen client relationships.

Customer case

Randall L. Sansom increases efficiency with CCH Axcess

Randall L. Sansom CPAs, a professional accounting firm based in Florida, uses Wolters Kluwer's U.S. cloud-based solution suite, CCH Axcess, to manage its practice and support its operations, with both its administrative staff and its tax advisors using a variety of software modules, including CCH Axcess Practice for firm management, CCH Axcess Tax for calculations and filing, Workstream for scheduling, and CCH Answer Connect for research.

The CCH Axcess platform is the only complete cloud solution in the U.S. market today that provides a seamless platform for tax, audit, and firm management. The product has had a significant impact on Randall L. Sansom's productivity, enabling the firm to focus on providing high-value expertise to their clients. With CCH Axcess, the efficiency gains the firm has achieved has resulted in hours of saved time and improved the work/life balance of staff. Since implementing CCH Axcess, the firm's staff can complete more work with fewer people.

According to the firm's CEO, "With the entire array of products that we have, we're saving between one and two hours on the tax preparer side of things that an admin person is able to do. And it has cut down on my admin time, at least 45 minutes to an hour and a half, depending on the size of the return. Compared to when I started eight years ago, we're doing double the amount of returns with less staff, which is amazing".

Business overview

Wolters Kluwer Tax & Accounting enables professionals in tax and accounting firms of all sizes to grow, manage, and protect their business and their clients' businesses.

Our *expert solutions* support the digitization of workflows and enable collaboration, ultimately driving efficiencies and better results.

In our Tax & Accounting businesses around the world, we serve tax and accounting firms with cloud-based and on-premise software suites, research solutions, and professional services to support professional workflows, including compliance, audit, and firm management. Our customers also include businesses, government agencies, and academia.

Market trends

- **Firms turning to advanced and intelligent technologies to drive efficiency and enable higher value work**
- **Continued rise in regulatory intensity and complexity**
- **Cloud solutions starting to mature with the focus shifting from migration to adoption**
- **Continued shortage of professionals driving accounting firm demand for efficiency solutions**

"

Our unwavering focus on innovation helps improve how professionals work, make critical decisions, and plan for the future of their businesses.

Jason Marx
CEO Tax & Accounting

Tax & Accounting
continued

Review of 2023 performance

The secret instrument is a "violin".

- Cloud software revenues grew 17% organically.
- Margin stable, despite increase in personnel costs and related expenses.

The Tax & Accounting division is now focused on professional accounting firms, as the corporate performance (CCH Tagetik and U.S. Corporate Tax) and internal audit (TeamMate) units were moved to the new Corporate Performance & ESG division.

Wolters Kluwer Tax & Accounting revenues increased 8% in constant currencies and 8% on an organic basis (2022: 8% pro forma). Adjusted operating profit increased 8% in constant currencies and 8% on an underlying basis. The margin increased 10 basis points, as operational gearing was offset by higher personnel costs and related expenditures.

Operating profit increased 6%, largely reflecting the development of adjusted operating profit.

Tax & Accounting North America (59% of divisional revenues) achieved 8% organic growth (2022: 10% pro forma) driven by the continued strong customer uptake of CCH Axcess cloud software modules, in particular Tax, Document, Practice, and Workflow. Our U.S. cloud-based audit solution, CCH Axcess Engagement, first launched in 2022, continued to gain early adopters. Our on-premise software solutions saw slower organic growth. Non-recurring outsourced professional services revenues grew well, but at a more moderate pace than in the prior year. Our U.S. publishing unit recorded low single digit organic growth.

Tax & Accounting Europe (35% of divisional revenues) delivered 7% organic growth (2022: 6%) supported by strong renewals and new sales and boosted by one-off revenues related to property tax changes in Germany and government stimulus programs in Spain. Cloud software, including hybrid-cloud solutions, grew 14% organically.

Tax & Accounting Asia Pacific and Rest of World (6% of divisional revenues) revenues were up 5% organically (2022: 6%), buoyed by non-recurring revenue growth in China and India.

Our customers

Accounting firms, tax and auditing departments, businesses of all sizes, government agencies, libraries, and universities

Top products

North America: CCH Axcess, CCH ProSystem fx, CCH Axcess Engagement, CCH Axcess Workflow, and CCH AnswerConnect

Europe, Asia Pacific, and ROW: A3 Software, ADDISON, CCH iFirm, Genya, and Twinfield

→ Complete list of Tax & Accounting solutions
https://www.wolterskluwer.com/en/tax-and-accounting

Selected awards 2023

CCH iFirm named a Bronze Stevie Award winner for Innovation in Digital Transformation at APAC Stevie Awards

CCH Axcess Engagement named a 2023 Artificial Intelligence Award winner by the Business Intelligence Group

Tax & Accounting
continued

Tax & Accounting – Year ended December 31

€ million, unless otherwise stated	2023	2022	Δ	Δ CC	Δ OG
Revenues	1,466	1,394	+5%	+8%	+8%
Adjusted operating profit	479	455	+5%	+8%	+8%
Adjusted operating profit margin	32.7%	32.6%			
Operating profit	460	434	+6%		
Net capital expenditure	74	67			
Ultimo FTEs	7,276	6,693			

Δ: % Change; Δ CC: % Change in constant currencies (€/$ 1.05); Δ OG: % Organic growth. 2022 figures are pro forma.

Organic growth in revenues

8%

Recurring

91%

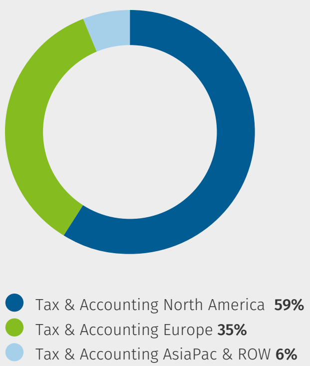
recurring revenues as % of division total

Software

81%

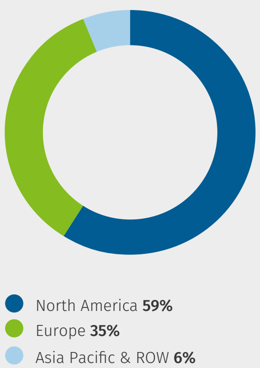
software revenues as % of division total

2023 Revenues by segment

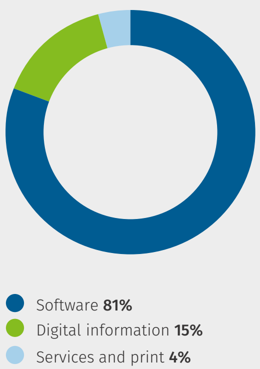


2023 Revenues by type

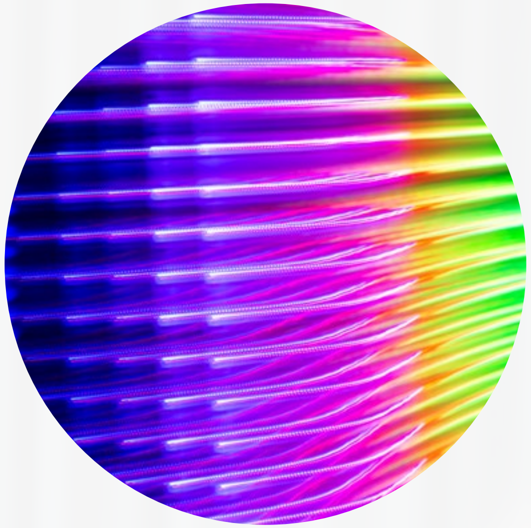
2023 Revenues by geographic market



2023 Revenues by media format

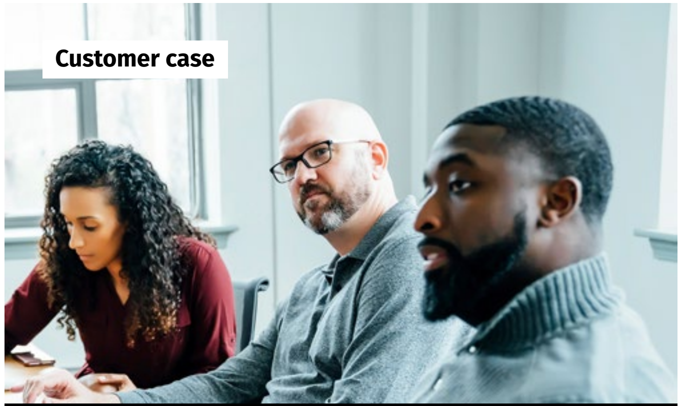


Financial & Corporate Compliance



Technology-enabled services and solutions

Expert compliance services and software solutions for financial institutions, corporations, small businesses, and law firms.



Rubicon Technologies ensures business license compliance with CT Corporation

Rubicon Technologies, a NYSE-listed company, is a leading provider of software-based waste, recycling, and fleet operations products for firms and governments worldwide, with over 13 million service locations. Rubicon wanted to ensure it was fully compliant with a key corporate services requirement ahead of its IPO in 2022, and to do this, they turned to CT Corporation, a leading U.S. provider of legal entity management and corporate service solutions.

Specifically, Rubicon needed time-sensitive support to ensure compliance with its business license filings. It was critical for the company to demonstrate that all business licensing requirements were met ahead of its listing on the NYSE. CT stepped in to run a full assessment on Rubicon's business licenses, identifying any gaps in required documentation and seamlessly reinstating key filings. CT ensured the company was in full compliance in advance of a critical business event, driving key value for the customer. To ensure ongoing adherence to a vast set of business license requirements, CT enrolled Rubicon in its managed service offering, providing proactive oversight of the company's business license portfolio.

With over 75,000 federal, state, and local jurisdictions in the U.S. driving distinct business license obligations, CT has the unique domain expertise to navigate these complex requirements with ease, providing critical assurance for its business customers.

Business overview

Wolters Kluwer Financial & Corporate Compliance (FCC) provides financial institutions, corporations, small businesses, and law firms with solutions that enable compliance with ever-changing regulatory and legal obligations, improve efficiency, and help achieve better business outcomes.

The division offers technology-enabled expert services and software solutions focused on loan compliance, regulatory compliance, legal entity management, and corporate services.

In Legal Services, we provide corporations, small businesses, and law firms with the full set of legal entity management and corporate services, including business licenses.

In Financial Services, we support banks, non-bank lenders, credit unions, insurers, and securities firms of all sizes with a wide array of loan compliance and regulatory compliance solutions, including lien solutions.

Market trends

- **Increasing regulatory complexity for banks and corporations**
- **Rising emphasis on compliance expertise and capabilities**
- **Accelerating digital adoption trends across banking and legal workflows**
- **Growing appetite for cloud-based, integrated solutions**
- **Ongoing imperative for operating efficiency**

> “Our technology-enabled compliance solutions help enhance the safety and efficiency of commerce and banking.

Steve Meirink
CEO Financial & Corporate Compliance

Financial & Corporate Compliance
continued

Review of 2023 performance

- Organic growth 2%, supported by 7% growth in recurring revenues.
- Transactional and other non-recurring revenues declined 6% organically.
- Margin increase reflects tight cost control and favorable revenue mix.

The Financial & Corporate Compliance division is now comprised of CT Corporation, which provides registered agent and other services to U.S. corporations, small businesses, and law firms, and Compliance Solutions (including Lien Solutions), which provides software and services to banks and other lenders. These businesses were part of the former Governance, Risk & Compliance division.

Financial & Corporate Compliance revenues increased 2% in constant currencies, including a modest effect from the full year inclusion of mortgage software provider International Document Services (IDS), acquired on April 8, 2022. Organic growth was also 2% (2022: 4% pro forma). The adjusted operating profit margin increased 160 basis points, as careful cost control and favorable revenue mix helped mitigate the impact of higher product investment.

Operating profit increased 5%, largely reflecting the development of adjusted operating profit.

Legal Services (57% of divisional revenues) posted 2% organic growth (2022: 2% pro forma) with 8% organic growth in recurring service subscriptions (2022: 7% pro forma) to a large extent offset by a 9% decline in Legal Services (LS) transactional revenues (2022: decline of 4% pro forma).

LS transactional revenues were impacted by the downturn in U.S. M&A and IPO activity which began in the second half of 2022. In January 2024, CT Corporation launched a dedicated platform to support the filing needs of U.S. businesses impacted by the beneficial ownership reporting rule of the new U.S. Corporate Transparency Act.

Financial Services (43% of divisional revenues) achieved 2% organic growth (2022: 6% pro forma), supported by 5% organic growth in recurring revenues (2022: 7% pro forma). Financial Services (FS) transactional and other non-recurring revenues declined 3% organically compared to growth in the prior year (2022: 4%). Compliance Solutions transactional fees were affected by the market-wide downturn in U.S. loan originations, including mortgages, while Lien Solutions revenues were flat against a challenging comparable (2022: 14% growth).

Our customers

Corporations, small businesses, law firms, banks, non-bank lenders, credit unions, insurers, and securities firms

Top products

Legal Services: CT Corporation

Financial Services: ComplianceOne, Expere, eOriginal, GainsKeeper, and Lien Solutions

→ For more information on FCC www.wolterskluwer.com/en/about-us/organization/financial-and-corporate-compliance

Selected awards 2023

Compliance Solutions named Category Leader in Regulatory Intelligence in Chartis RiskTech100® Rankings

Wolters Kluwer FCC recognized with ABF Journal's 2023 Most Innovative Companies designation

The secret tool is a "ruler".

Financial & Corporate Compliance
continued

Financial & Corporate Compliance – Year ended December 31

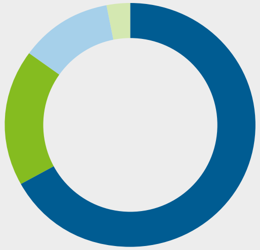
€ million, unless otherwise stated	2023	2022	Δ	Δ CC	Δ OG
Revenues	1,052	1,056	0%	+2%	+2%
Adjusted operating profit	403	387	+4%	+7%	+7%
Adjusted operating profit margin	38.3%	36.7%			
Operating profit	383	363	+5%		
Net capital expenditure	58	52			
Ultimo FTEs	3,056	3,122			

Δ: % Change; Δ CC: % Change in constant currencies (€/$ 1.05); Δ OG: % Organic growth. 2022 figures are pro forma.

2023 Revenues by segment

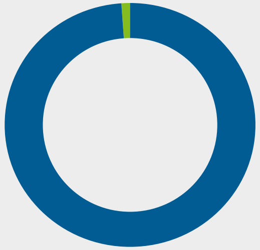
- Legal Services **57%**
- Financial Services **43%**

2023 Revenues by type



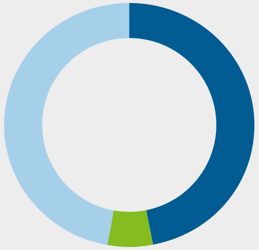
- Recurring **67%**
- Legal Services transactional **18%**
- Financial Services transactional **12%**
- Other non-recurring **3%**

2023 Revenues by geographic market



- North America **99%**
- Europe **1%**

2023 Revenues by media format



- Software **47%**
- Digital information **6%**
- Services and print **47%**

Organic growth in revenues

2%

Recurring

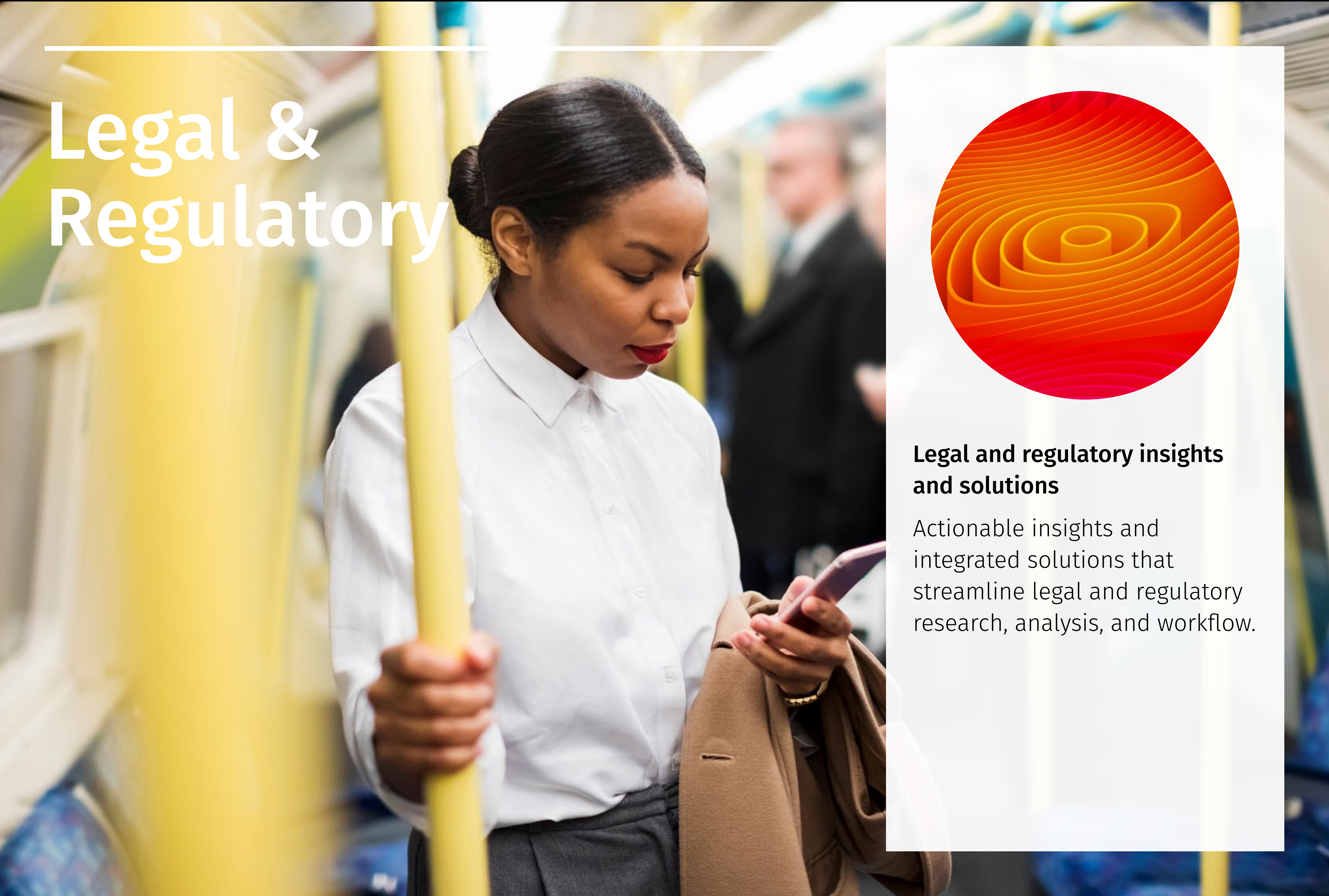
67%

recurring revenues as % of division total

Software

47%

software revenues as % of division total



Legal & Regulatory

Legal and regulatory insights and solutions

Actionable insights and integrated solutions that streamline legal and regulatory research, analysis, and workflow.

Adtalem improves legal matter and spend management with TyMetrix 360°

Adtalem Global Education is a leading healthcare educator that collaborates with organizations to offer academic curriculums, certifications, and training programs across various medical sectors around the world. Adtalem wanted to improve their invoice and accrual processes, including billing guideline compliance. The company selected TyMetrix 360°, part of Wolters Kluwer ELM Solutions, as the partner to improve their operations. TyMetrix 360° is a SaaS-based e-billing and matter management solution that simplifies a company's legal billing and streamlines managing matters.

After Wolters Kluwer established an integration between Salesforce and TyMetrix 360°, users gained increased transparency and efficiencies due to all matter and financial data being accessible on a single platform, enabling reporting and dashboarding that aggregates all information. Director of Legal Operations at Adtalem commented, "The impact of these projects has been tremendous for us. We have saved money, we have reduced our overall outside counsel spend because we're not paying for things we shouldn't be paying for, and we are getting a better handle on what we're spending because our invoices are all running through the system".

Since integrating TyMetrix 360°, Adtalem has realized $1.5 million year-one savings from line-item adjustments, a 25% reduction in overall outside counsel spend within 12 months, 100% vendor compliance, and automated accruals and payment processing file creation which saves two FTEs one workweek monthly.

Business overview

Wolters Kluwer Legal & Regulatory enables legal and compliance professionals to improve productivity and performance, mitigate risk, and solve complex problems with confidence.

Our legal information solutions enable law firms, corporate legal departments, universities, and governments to streamline legal research, analyses, and workflows. This enhances legal and regulatory decision-making and outcomes, ensuring more transparent, just, and safe societies.

Legal & Regulatory's Enterprise Legal Management (ELM) solutions support corporate legal operations in increasing efficiency and saving costs. Our legal practice management software for law firms enables lawyers to streamline their legal workflow processes, from document management to time keeping and billing.

Legal & Regulatory information solutions provide our customers with the trusted information, insights, and analytics they can rely on to make sound decisions.

Market trends

- **Customers expect advanced, AI-based features embedded in legal information solutions and software**
- **Customers are adopting cloud-based technology to enable connectivity and enhance productivity**
- **Volume and complexity of regulation continue to rise**
- **Law firms face new competitors**
- **Corporate law departments and legal operations continue to streamline their internal processes by leveraging technology**
- **Corporate legal departments and law firms are under pressure to increase productivity**

> "We're committed to empowering our customers with the highest quality content and the latest AI technology.

Martin O'Malley
CEO Legal & Regulatory

Legal & Regulatory
continued

Review of 2023 performance

- Organic growth 4%, led by 8% growth in digital subscription revenues.
- Legal & Regulatory Software (23% of divisional revenues) grew 5% organically.
- Margin reflects operational gearing and cost control partly offset by increased investment.

The Legal & Regulatory division now includes Enterprise Legal Management (previously part of the former Governance, Risk & Compliance division) while the EHS/ORM software business (Enablon) is now part of the new Corporate Performance & ESG division.

Legal & Regulatory revenues declined 4% in constant currencies, due to the disposal of the French and Spanish legal publishing assets on November 30, 2022, while the acquisition of MFAS, acquired on October 31, 2023, had a modest effect. On an organic basis, revenues sustained 4% growth (2022: 4% pro forma). Adjusted operating profit increased 4% in constant currencies and 10% on an organic basis. The margin increased 120 basis points, following an increase in the fourth quarter. Operational gearing and good expense control were partly offset by increased product investment and higher personnel costs and personnel-related expenses.

Operating profit decreased 38%, reflecting the increase in adjusted operating profit offset by a decline in divestment-related results.

Legal & Regulatory Information Solutions (77% of divisional revenues) revenues declined 7% overall and 7% in constant currencies reflecting disposals. On an organic basis, Information Solutions recorded 4% growth (2022: 3%), driven mainly by 8% organic growth in subscriptions to our digital legal research solutions (2022: 7%). Print subscriptions declined 9% organically, while print book revenues increased 4% on an organic basis, mainly due to a favorable publication schedule.

Legal & Regulatory Software (23% of divisional revenues), comprised of Enterprise Legal Management (ELM) solutions and our legal practice management software, in aggregate recorded 5% organic growth (2022: 8% pro forma). ELM solutions (Tymetrix and Passport) saw strong growth in ELM transactional volumes partly offset by lower software implementation services revenues. Legal practice management software, mainly Kleos and Legisway, recorded high single-digit organic growth.

Our customers

Legal and compliance professionals in law firms, corporate legal departments, universities, and government organizations

Top products

Legal & Regulatory Information Solutions: VitalLaw, LEX, ONE, Navigator, and Schulinck

Legal & Regulatory Software: Passport, TyMetrix 360°, Legisway, and Kleos

Selected awards 2023

VitalLaw winner of Gold Stevie Award for Legal Information Solution

ELM named Company of the Year, Legal, in American Business Awards

→ Complete list of Legal & Regulatory solutions
https://www.wolterskluwer.com/en/about-us/organization/legal-and-regulatory

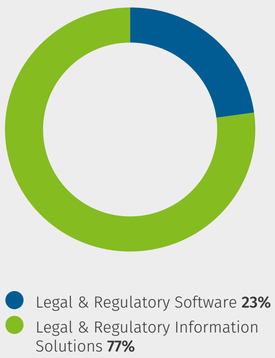
Legal & Regulatory
continued

Legal & Regulatory – Year ended December 31

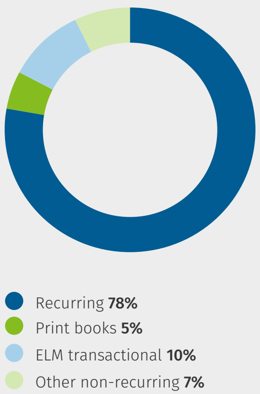
€ million, unless otherwise stated	2023	2022	Δ	Δ CC	Δ OG
Revenues	875	916	-4%	-4%	+4%
Adjusted operating profit	138	133	+4%	+4%	+10%
Adjusted operating profit margin	15.7%	14.5%			
Operating profit	114	185	-38%		
Net capital expenditure	58	61			
Ultimo FTEs	4,033	3,892			

Δ: % Change; Δ CC: % Change in constant currencies (€/$ 1.05); Δ OG: % Organic growth. 2022 figures are pro forma.

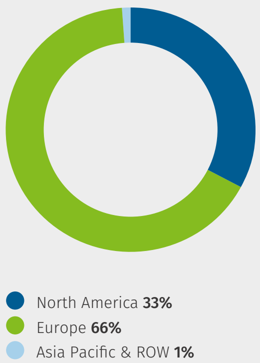
2023 Revenues by segment



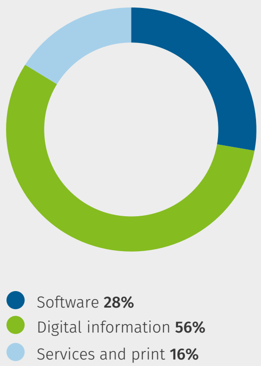
2023 Revenues by type



2023 Revenues by geographic market



2023 Revenues by media format



Organic growth in revenues

4%

Recurring

78%

recurring revenues as % of division total

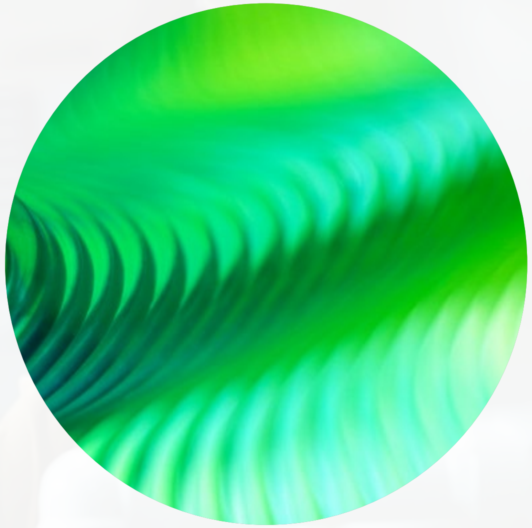
Digital

84%

digital revenues as % of division total

Corporate Performance & ESG

The secret animal #1 is a "giraffe".



Global enterprise software

Enterprise software solutions for corporate performance management, ESG, EHS, risk management, and assurance.

Customer case

Lendlease improves safety and compliance with Enablon permit-to-work

Lendlease, a global real estate investment, development, and construction company headquartered in Australia, leverages the full Enablon platform to manage its environmental, health, and safety matters across project sites around the world. The company also leverages the full suite of Enablon Go mobile applications, which have been key in modernizing Lendlease's safety strategy.

In 2022, the company looked for ways to streamline and improve its permitting procedures in Australia and chose Enablon's permit-to-work (PTW) software to help it transition from an inefficient paper permitting process to a digitized workflow. Enablon PTW is a digital documented workflow that authorizes certain people to carry out specific work within a specified time frame and facilitates clear sign off to show work has been completed safely and efficiently.

With Enablon's PTW system, organizations enhance workplace safety, ensure regulatory compliance, reduce paperwork, improve communication, and maintain an audit trail of work-related activities and safety measures.

Lendlease's partnership with Enablon yielded impressive results as David Rose, Group EHS Technology Manager at Lendlease commented, "We've done 26,000 digital permits so far to date since we've deployed the solution. If you think of it from an ESG point of view, that's a lot of paper considering a normal permit would be about 2-3 pages per permit". Lendlease is now deploying the Enablon PTW solution to its other operations around the world.

Business overview

Wolters Kluwer Corporate Performance & ESG (CP&ESG) provides enterprise software solutions and services to corporations and banks around the world, helping them to collect, analyze, report, and audit financial, sustainability, operational, and other performance data.

CP&ESG solutions support corporate responsibility and sustainability, mitigate and manage operational and financial risks, improve workplace safety, and facilitate regulatory reporting and compliance. Our global software solutions and services help to streamline finance workflows.

CP&ESG solutions are used by corporate finance professionals, internal auditors, operational risk managers, sustainability managers, and compliance personnel in corporations and financial institutions.

Market trends

- **Sustainability commitments increase focus on environmental, health & safety, and operational risk management**
- **Rising ESG disclosure, audit, and performance demands from regulators, investors, employees, and other stakeholders**
- **Emergence of global ESG reporting standards as 600+ frameworks start to converge**
- **Increased demand for solutions that collect and process large amounts of structured and unstructured data**
- **Artificial intelligence, cloud, and other advanced technologies are enabling analytics, insights, and connectivity that help drive performance**
- **Finance function emerging as chief aggregator to collect, analyze, report, and assure financial and non-financial data**

> "Mandatory ESG disclosures are leading to a sea change in corporate reporting.

Karen Abramson
CEO Corporate Performance & ESG

Corporate Performance & ESG
continued

Review of 2023 performance

- New division formed in March 2023.
- Organic growth 9%, with recurring revenues up 11% and non-recurring revenues up 5%.
- Margin reflects higher personnel costs and increased investment.

The Corporate Performance & ESG division was formed in March 2023 by bringing together our enterprise software businesses which were previously part of other divisions: CCH Tagetik and TeamMate (formerly part of Tax & Accounting), Enablon EHS/ORM (formerly part of Legal & Regulatory), and OneSumX Finance, Risk & Reporting (formerly part of Governance, Risk & Compliance).

The new division's revenues increased 9% in constant currencies and 9% on an organic basis (2022: 12% pro forma). Recurring revenues (65% of divisional revenues) grew 11% organically (2022: 13% pro forma), while non-recurring revenues grew 5% (2022: 10% pro forma). Adjusted operating profit declined 12% in constant currencies and on an organic basis, impacted by higher personnel costs, increased investment in product development, and higher sales and marketing spending.

Operating profit decreased to €26 million, mainly reflecting the decline in adjusted operating profit and higher amortization of acquired identifiable intangible assets.

Environmental, Health & Safety, and Operational Risk Management platform Enablon (23% of divisional revenues), delivered 16% organic growth (2022: 18%) driven by strong momentum across both recurring cloud subscription revenue and on-premise software license fees. In November 2023, Enablon introduced an updated sustainability solution, Enablon ESG Excellence.

Our **Corporate Performance, Internal Audit, and Finance, Risk & Reporting** businesses (77% of divisional revenues) in aggregate grew 7% organically (2022: 10% pro forma). The CCH Tagetik corporate performance management (CPM) solution delivered 20% organic growth (2022: 19%), driven equally by recurring cloud revenues as by non-recurring on-premise software license fees. Software growth was driven by new customers and increased uptake of modules, such as the new ESG and Pillar Two Global Minimum Tax modules launched in 2023. The average software deal size increased year on year. Non-recurring services revenues were, however, lower than expected as an increased percentage of software deals closed in the final months of 2023 were tied to third-party implementation partners.

Our Corporate Tax unit recorded steady single digit organic growth. Internal audit solution TeamMate delivered double-digit organic growth, benefitting from higher license fees for on-premise software. In July 2023, TeamMate+ ESG was launched, adding ESG standards to support auditor workflows. Our FRR unit posted organic revenue decline due to the conclusion of two large software implementations in Europe and the full impact of exiting Russia and Belarus. In October 2023, FRR launched OneSumX for Basel to support banks as they ramp up towards Basel IV compliance.

Our customers

Corporate finance, audit, planning, risk, EHS/ORM, and sustainability professionals in corporations, banks, and governments.

Selected awards 2023

Wolters Kluwer named Leader in Verdantix Green Quadrant for ESG Reporting & Data Management

Gartner named CCH Tagetik Leader in Magic Quadrant for Financial Close and Consolidation

Top products

Environmental, Health & Safety, and Operational Risk Management (EHS/ORM): Enablon

Corporate Performance, Internal Audit, and Finance, Risk & Reporting: CCH Tagetik, TeamMate, and OneSumX

→ Complete list of Corporate Performance & ESG solutions https://www.wolterskluwer.com/en/about-us/organization/corporate-performance-esg

Corporate Performance & ESG
continued

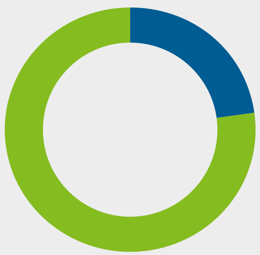
The secret clothing is a "sock".

Corporate Performance & ESG – Year ended December 31

€ million, unless otherwise stated	2023	2022	Δ	Δ CC	Δ OG
Revenues	683	639	+7%	+9%	+9%
Adjusted operating profit	68	79	-14%	-12%	-12%
Adjusted operating profit margin	9.9%	12.4%			
Operating profit	26	39	-32%		
Net capital expenditure	84	73			
Ultimo FTEs	3,215	3,111			

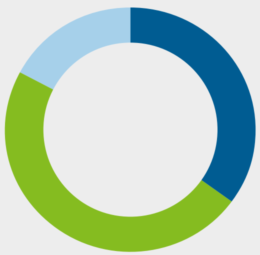
Δ: % Change; Δ CC: % Change in constant currencies (€/$ 1.05); Δ OG: % Organic growth. 2022 figures are pro forma.

2023 Revenues by segment

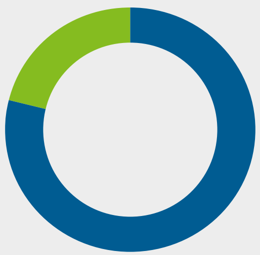


2023 Revenues by type

2023 Revenues by geographic market



2023 Revenues by media format



Organic growth in revenues

9%

Recurring

65%

recurring revenues as % of division total

Software

79%

software revenues as % of division total

Group financial review

> Margin increased in the fourth quarter due to operational gearing, mix shift, and a more normalized cost base.

Kevin Entricken
CFO and member
of the Executive Board

This review provides a summary of our 2023 IFRS results alongside a discussion of adjusted figures which give deeper insight into our underlying performance.

Revenues

Group revenues were €5,584 million, up 2% overall and up 5% in constant currencies. Excluding the effect of currency and the net effect of divestments and acquisitions, organic revenue growth was 6%, in line with the prior year
(2022: 6%).

Revenue bridge

	€ million	%
Revenues 2022	5,453	
Organic change	310	6
Acquisitions	20	0
Divestments	(76)	(1)
Currency impact	(123)	(3)
Revenues 2023	**5,584**	**2**

Revenues from North America accounted for 64% of total group revenues and grew 5% organically (2022: 6%). Revenues from Europe, 28% of total revenues, grew 7% organically (2022: 6%). Revenues from Asia Pacific and Rest of World, 8% of total revenues, grew 9% organically (2022: 10%).

Total recurring revenues, which include subscriptions and other renewing revenue streams, accounted for 82% of total revenues (2022: 80%) and grew 7% organically (2022: 7%). Within recurring revenues, digital and service subscriptions grew 8% organically (2022: 8%). Total non-recurring revenues were stable on an organic basis (2022: 3% organic growth).

Highlights 2023
- **Revenues up 6% organically**
- **82% recurring revenues, up 7% organically**
- **58% *expert solutions* revenues, up 8% organically**
- **94% revenues from digital products and services**
- **16% cloud software revenues, up 15% organically**

Transactional revenues declined in Financial & Corporate Compliance but increased in Legal & Regulatory. Other non-recurring revenues, mainly on-premise license fees and software implementation services, increased 1% organically (2022: 7%), with mixed trends by division.

Revenues by type

€ million, unless otherwise stated	2023	2022	Δ	Δ CC	Δ OG
Digital and service subscription	4,134	3,950	+5%	+7%	+8%
Print subscription	136	157	-13%	-12%	-7%
Other recurring	273	281	-3%	-1%	+3%
Total recurring revenues	**4,543**	**4,388**	**+4%**	**+6%**	**+7%**
Transactional	411	433	-5%	-2%	-3%
Print books	120	129	-7%	-5%	0%
Other non-recurring	510	503	+1%	+3%	+1%
Total non-recurring revenues	**1,041**	**1,065**	**-2%**	**0%**	**0%**
Total revenues	**5,584**	**5,453**	**+2%**	**+5%**	**+6%**

Δ: % Change; Δ CC: % Change in constant currencies (€/$ 1.05); Δ OG: % Organic growth. Other non-recurring revenues include software licenses, software implementation fees, professional services, and other non-subscription offerings.

Group financial review
continued

Highlights 2023
- **Product development spend was 11% of revenues**
- **Profit for the year down by 2% and diluted EPS up 2%**
- **Adjusted net profit for the year up 6%**

Key figures

€ million, unless otherwise stated	2023	2022	Δ	Δ CC	Δ OG
Revenues	5,584	5,453	+2%		
Operating profit	1,323	1,333	-1%		
Profit for the year	1,007	1,027	-2%		
Diluted EPS (€)	4.09	4.01	+2%		
Net cash from operating activities	1,545	1,582	-2%		
Business performance – benchmark figures					
Revenues	5,584	5,453	+2%	+5%	+6%
Adjusted operating profit	1,476	1,424	+4%	+6%	+7%
Adjusted operating profit margin (%)	26.4	26.1			
Adjusted net profit	1,119	1,059	+6%	+7%	
Diluted adjusted EPS (€)	4.55	4.14	+10%	+12%	
Adjusted free cash flow	1,164	1,220	-5%	-2%	
Return on invested capital (%)	16.8	15.5			
Net debt	2,612	2,253	+16%		

Δ: % Change; Δ CC: % Change in constant currencies (€/$ 1.05); Δ OG: % Organic growth. Benchmark figures are performance measures used by management. See *Note 4 – Benchmark figures* for a reconciliation from IFRS to benchmark figures.

Operating profit

Adjusted operating profit was €1,476 million (2022: €1,424 million), up 6% in constant currencies. The related margin increased by 30 basis points to 26.4% (2022: 26.1%), in line with our full-year guidance range. The margin improvement follows a margin increase in the fourth quarter driven by operational gearing, mix shift, and the comparison to a more normalized cost base in fourth quarter 2022. Personnel-related expenses increased as expected due to an increase in the number of employees and due to wage inflation. In addition, there was an expected increase in personnel-related expenses, such as business travel, events, and training costs.

Product development spending (including capitalized spend) increased in constant currencies and amounted to 11% of revenues in 2023 (2022: 11%). Restructuring expenses, which are included in adjusted operating profit, increased to €15 million (2022: €6 million), at the upper end of our guidance range.

Operating profit declined 1% to €1,323 million (2022: €1,333 million), mainly due to significantly lower divestment results: we incurred a net disposal gain of €4 million in 2023 compared to a gain of €75 million in the prior year. Amortization and impairments of acquired identifiable intangible assets decreased 9% due to reduced impairments in 2023.

Divisional summary

Overall organic revenue growth was 6%, led by Tax & Accounting and Corporate Performance & ESG. The overall adjusted operating profit margin increased mainly due to full-year margin increases in Financial & Corporate Compliance and Legal & Regulatory. For a more detailed discussion, see pages 17-36 of this annual report.

Group financial review
continued

Highlights 2023
- **Adjusted operating profit €1,476 million, up 6% in constant currencies**
- **Adjusted operating profit margin up 30 basis points to 26.4%**

Divisional summary

€ million, unless otherwise stated	2023	2022	Δ	Δ CC	Δ OG
Revenues					
Health	1,508	1,448	+4%	+7%	+6%
Tax & Accounting	1,466	1,394	+5%	+8%	+8%
Financial & Corporate Compliance	1,052	1,056	0%	+2%	+2%
Legal & Regulatory	875	916	-4%	-4%	+4%
Corporate Performance & ESG	683	639	+7%	+9%	+9%
Total revenues	**5,584**	**5,453**	**+2%**	**+5%**	**+6%**
Adjusted operating profit					
Health	454	434	+5%	+8%	+7%
Tax & Accounting	479	455	+5%	+8%	+8%
Financial & Corporate Compliance	403	387	+4%	+7%	+7%
Legal & Regulatory	138	133	+4%	+4%	+10%
Corporate Performance & ESG	68	79	-14%	-12%	-12%
Corporate	(66)	(64)	+3%	+4%	+4%
Total adjusted operating profit	**1,476**	**1,424**	**+4%**	**+6%**	**+7%**
Adjusted operating profit margin					
Health	30.1%	29.9%			
Tax & Accounting	32.7%	32.6%			
Financial & Corporate Compliance	38.3%	36.7%			
Legal & Regulatory	15.7%	14.5%			
Corporate Performance & ESG	9.9%	12.4%			
Total adjusted operating profit margin	**26.4%**	**26.1%**			

Δ: % Change; Δ CC: % Change in constant currencies (€/$ 1.05); Δ OG: % Organic growth. 2022 figures are pro forma due to changes in the organizational structure, refer to *Note 1 – General and basis of preparation*.

Corporate expenses

€ million, unless otherwise stated	2023	2022	Δ	Δ CC	Δ OG
Adjusted operating profit	(66)	(64)	+3%	+4%	+4%
Operating profit	(66)	(64)	+3%		
Net capital expenditure	0	0			
Ultimo FTEs	143	132			

Δ: % Change; Δ CC: % Change in constant currencies (€/$ 1.05); Δ OG: % Organic growth.

Net corporate expenses increased 4% in constant currencies and 4% on an organic basis, due to an increase in personnel costs and related expenses partly offset by lower third-party services relating to various projects.

Financial position

Balance sheet

Non-current assets, mainly consisting of goodwill and acquired identifiable intangible assets, decreased by €193 million to €6,340 million in 2023, mainly due to amortization and the effect of foreign exchange differences that were higher than investments in software assets and acquisitions through business combinations during the year.

Total equity decreased by €561 million to €1,749 million, mainly due to the share buybacks, dividend payments, and exchange differences on translation of foreign operations, partly offset by the profit for the year. During the year, we repurchased 8.7 million shares for a total consideration of €1 billion, including 0.5 million shares to offset incentive share issuances (2022: 0.7 million).

In August 2023, we canceled 9.0 million of shares held in treasury (2022: 5.0 million shares canceled). As of December 31, 2023, we held 8.0 million shares in treasury. The total weighted-average number of shares was 244.9 million in 2023 (2022: 254.7 million).

Group financial review
continued

Highlights 2023
- **Net debt-to-EBITDA ratio 1.5x**
- **Liquidity position remained strong**

Balance sheet

€ million, unless otherwise stated	2023	2022	Variance
Non-current assets	6,340	6,533	(193)
Working capital	(1,036)	(892)	(144)
Total equity	1,749	2,310	(561)
Net debt	2,612	2,253	359
Net-debt-to-EBITDA ratio	1.5	1.3	0.2

Net debt, leverage, and liquidity position

Net debt at December 31, 2023, was €2,612 million, compared to €2,253 million at December 31, 2022. The net-debt-to-EBITDA ratio increased to 1.5 (2022: 1.3). Gross debt includes the 8-year €700 million Eurobond with a 3.750% annual coupon, issued in March 2023. Gross debt increased due to the increase of borrowings and bank overdrafts to €196 million at December 31, 2023 (2022: €16 million), including €50 million Euro Commercial Paper notes (2022: no notes outstanding).

Our €600 million multi-currency credit facility remains fully undrawn.

Our liquidity position remained strong with net cash available of €989 million as of December 31, 2023.

Working capital

€ million	2023	2022	Variance
Inventories	84	79	5
Current contract assets	160	153	7
Trade receivables	1,087	1,088	(1)
Current operating other receivables	198	244	(46)
Current deferred income	(1,899)	(1,858)	(41)
Other contract liabilities	(86)	(88)	2
Trade and other operating payables	(951)	(949)	(2)
Operating working capital	*(1,407)*	*(1,331)*	*(76)*
Cash and cash equivalents	1,135	1,346	(211)
Non-operating working capital	(764)	(907)	143
Total working capital	**(1,036)**	**(892)**	**(144)**

Operating working capital amounted to €(1,407) million, compared to €(1,331) million in 2022, a decrease of €76 million. This decrease is largely due to autonomous movements in working capital of €98 million.

Non-operating working capital decreased to €(764) million, compared to €(907) million in 2022, mainly due to lower short-term bonds during 2023 (€400 million) compared to 2022 (€700 million), partly offset by higher borrowings and bank overdrafts at the end of 2023.

Group financial review
continued

Highlights 2023
- **Adjusted free cash flow €1,164 million, down 2% in constant currencies**
- **Return on invested capital improved to 16.8%**
- **Diluted adjusted EPS €4.55, up 12% in constant currencies**

Financing results, taxation, EPS, and ROIC

Financing results

Total financing results decreased to a net cost of €27 million (2022: €57 million cost), mainly due to higher interest rates on cash and cash equivalents. Included in total financing results was a €7 million net foreign exchange gain (2022: €5 million net foreign exchange loss) mainly related to the translation of intercompany balances. Adjusted net financing costs decreased to €27 million (2022: €56 million).

Taxation

Profit before tax increased 2% to €1,297 million (2022: 1,276 million). The effective tax rate increased to 22.4% (2022: 19.5%), as the prior year a significant tax-exempt divestment gain.

Adjusted profit before tax was €1,450 million (2022: €1,368 million), up 6% overall and up 8% in constant currencies. The benchmark tax rate on adjusted profit before tax increased to 22.9% (2022: 22.6%), mainly due to lower prior year favorable adjustments combined with the increased limitation on interest deductibility in the Netherlands.

Earnings per share

Total profit for the year decreased 2% to €1,007 million (2022: €1,027 million), while diluted earnings per share increased 2% to €4.09 (2022: €4.01), benefitting from the lower weighted-average number of shares outstanding.

Adjusted net profit was €1,119 million (2022: €1,059 million), an increase of 7% in constant currencies. Diluted adjusted EPS was €4.55 (2022: €4.14), up 12% in constant currencies, reflecting the increase in adjusted net profit and a 4% reduction in the diluted weighted-average number of shares outstanding to 246.0 million (2022: 255.8 million).

Return on invested capital (ROIC)

In 2023, ROIC was 16.8% (2022: 15.5%), mainly due to a higher adjusted operating profit, partly offset by a higher benchmark tax rate.

Cash flow

€ million, unless otherwise stated	2023	2022	Variance
Net cash from operating activities	1,545	1,582	(37)
Net cash used in investing activities	(374)	(299)	(75)
Net cash used in financing activities	(1,481)	(991)	(490)
Adjusted operating cash flow	1,476	1,528	(52)
Net capital expenditure	(323)	(295)	(28)
Adjusted free cash flow	1,164	1,220	(56)
Diluted adjusted free cash flow per share (€)	4.73	4.77	(0.04)
Cash conversion ratio (%)	100	107	

Cash flow

Net cash outflow before the effect of exchange differences was €310 million (2022: net cash inflow of €292 million), due to net cash used in financing activities and investing activities outweighing net cash from operating activities.

Adjusted operating cash flow was €1,476 million (2022: €1,528 million), down 3% overall and down 1% in constant currencies. This reflects a cash conversion ratio of 100% (2022: 107%), returning to historical levels (95%-100%). Working capital inflows of €98 million were significantly lower than in the prior year, while net capital expenditures increased 10% overall and 11% in constant currencies. Net capital expenditures were €323 million (2022: €295 million), representing 5.8% of revenues (2022: 5.4%).

Cash payments related to leases, including lease interest paid, decreased to €74 million (2022: €81 million). Net interest paid, excluding lease interest paid, reduced to €17 million (2022: €45 million), reflecting higher interest income on cash and cash equivalents.

Group financial review
continued

Highlights 2023

- **Proposed 2023 total dividend €2.08 per share, an increase of 15%**
- **Completed 2023 share buyback €1 billion**

Income tax paid increased to €325 million (2022: €289 million). The net cash outflow related to restructuring was €1 million (2022: outflow of €12 million). As a result, adjusted free cash flow was €1,164 million (2022: €1,220 million), down 2% in constant currencies.

Dividends paid to shareholders amounted to €467 million (2022: €424 million). The cash deployed towards share repurchases was as announced, €1 billion, and in line with prior year (2022: €1 billion).

Acquisitions and divestments

Total acquisition spending, net of cash acquired and including transaction costs, was €68 million (2022: €95 million), and primarily related to the acquisitions of NurseTim on January 9, 2023, Invistics on June 7, 2023, and tax content and tools provider, MFAS, on October 31, 2023.

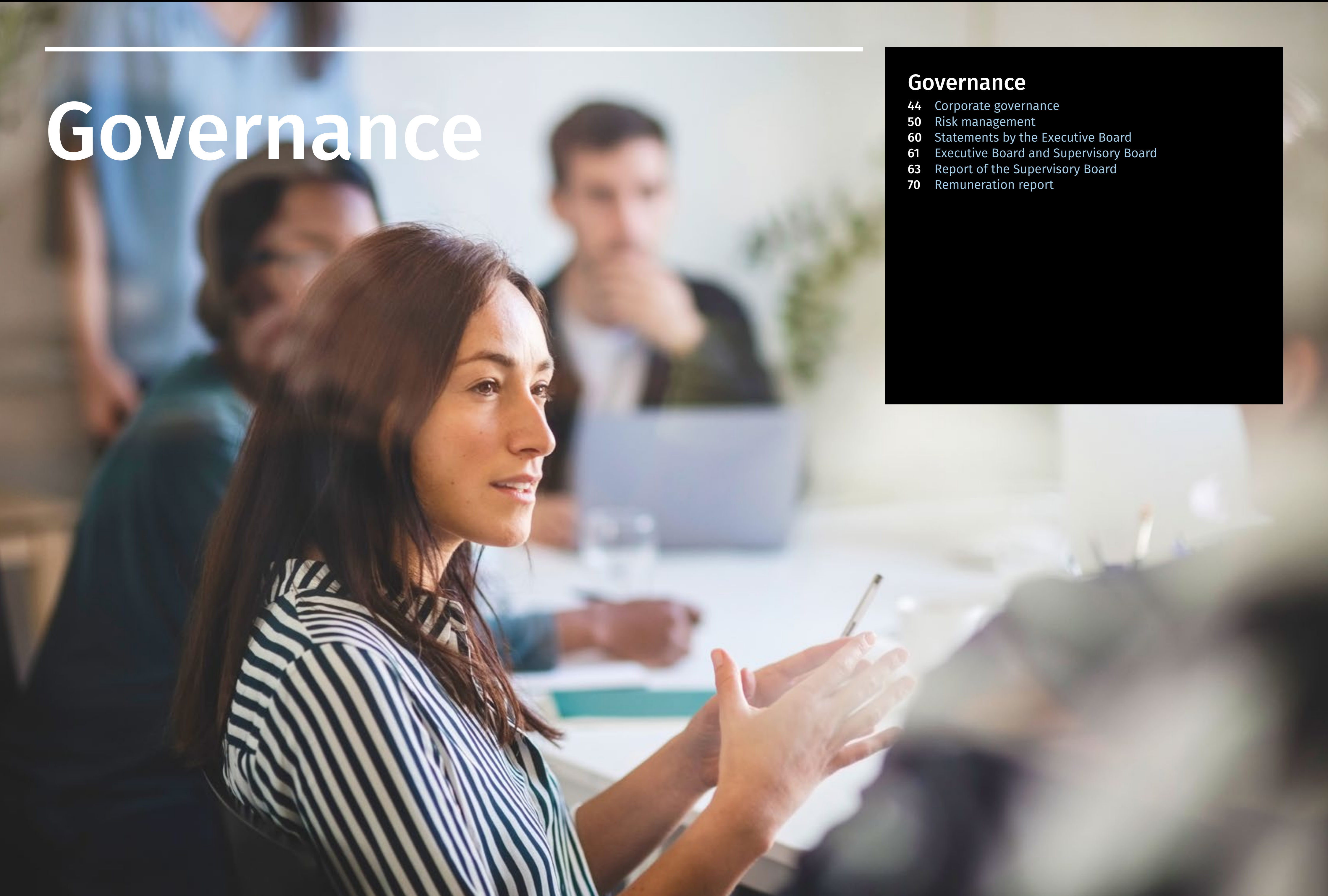
In 2023, net divestment proceeds amounted to €8 million, compared to €106 million in 2022 which mainly included the divestment of the legal information units in France and Spain.

Leverage and financial policy

Wolters Kluwer uses its cash flow to invest in the business organically and through acquisitions to maintain optimal leverage, and provide returns to shareholders. We regularly assess our financial position and evaluate the appropriate level of debt in view of our expectations for cash flow, investment plans, interest rates, and capital market conditions.

While we may temporarily deviate from our leverage target at times, we continue to believe that, in the longer run, a net-debt-to-EBITDA ratio of around 2.5 remains appropriate for our business given the high proportion of recurring revenues and resilient cash flow.

Governance



Governance

Corporate governance

This chapter provides an outline of the broad corporate governance structure of the company. Wolters Kluwer N.V., a publicly listed company organized under Dutch law, is the parent company of the Wolters Kluwer group. The corporate governance structure of the company is based on the company's Articles of Association, the Dutch Civil Code, the Dutch Corporate Governance Code published in 2022 (the 'Corporate Governance Code'), and all applicable laws and regulations.

Introduction

The company has a two-tier board structure consisting of an Executive Board and a Supervisory Board. The Executive Board and the Supervisory Board are responsible for the corporate governance structure. The Executive Board consists of the CEO and CFO and is entrusted with the management and day-to-day operations of the company. The Supervisory Board supervises the policies of the Executive Board and the general affairs of the company and its enterprise, taking into account the relevant interests of the company's stakeholders, and advises the Executive Board.

This Corporate governance chapter includes the corporate governance statement as specified in section 2a of the Decree with respect to the contents of the annual management report (Besluit inhoud bestuursverslag). During 2023, Wolters Kluwer has reviewed the changes in the Corporate Governance Code compared to the prior Code and took the necessary steps to implement these changes. This included an update of the By-Laws of the Supervisory Board and Executive Board, as well as the Terms of Reference of the Audit Committee and the Selection and Remuneration Committee. Wolters Kluwer complies with all Principles and Best Practice Provisions of the Corporate Governance Code, unless stipulated otherwise in this chapter. Potential future material corporate developments might, after thoughtful considerations, justify deviations from specific topics and recommendations as included in the Corporate Governance Code, which will always be clearly explained. Corporate Governance will be added to the agenda of the 2024 Annual General Meeting of Shareholders, as a specific discussion item.

→ The Dutch Corporate Governance Code is available at www.mccg.nl

Executive Board

The Executive Board is responsible for the continuity of the company and its affiliated enterprise and for sustainable long-term value creation by the company and its affiliated enterprise. This responsibility includes the development and execution of the strategy focused on sustainable long-term value creation, formulating targets in relation to the strategy, appropriate risk management and internal control systems, and sustainability and environmental, social, and governance (ESG) matters. The Executive Board considers the impact of the company on people and the environment. The responsibilities are set out in the By-Laws of the Executive Board, which have been approved by the Supervisory Board. In fulfilling its management responsibilities, the Executive Board takes into account the interests of the company and its affiliated enterprise, as well as the relevant interests of the company's stakeholders. The members of the Executive Board are appointed by the General Meeting of Shareholders.

Corporate governance
continued

The full procedure for appointment and dismissal of members of the Executive Board is explained in the company's Articles of Association. Information on the members of the Executive Board is provided in the section *Executive Board and Supervisory Board*.

→ See Executive Board and Supervisory Board on page 61

Remuneration

The remuneration of the Executive Board is determined by the Supervisory Board based on the remuneration policy adopted by the General Meeting of Shareholders in the 2021 Annual General Meeting of Shareholders by a majority of 97% of the share capital represented. The Supervisory Board is responsible for the execution of the remuneration policy, based on the advice of the Selection and Remuneration Committee. Detailed information about the remuneration policy and its application in 2023 can be found in the *Remuneration report*.

Under the long-term incentive plan (LTIP), Executive Board members can earn ordinary shares after a vesting period of three years, subject to clear and objective three-year performance criteria established in advance. Pursuant to the amended remuneration policy, the Executive Board members are required, in line with Best Practice Provision 3.1.2 (vi) of the Corporate Governance Code, to hold the earned shares (net of taxes) after vesting for two more years (starting with the 2021-2023 performance period). However, if an Executive Board member is eligible for a company-sponsored deferral program and chooses to participate by deferring LTIP proceeds upon vesting, then such Executive Board member will be required to hold the remaining vested shares or a minimum of 50% of vested shares (net of taxes), whichever is higher, for a two-year period. For the prior performance periods up to and including the 2020-2022 cycle, Executive Board members were not required to retain the shares for a period of two years post vesting.

Term of appointment

Since the introduction of the first Corporate Governance Code in 2004, Executive Board members are appointed for a period of four years after which reappointment is possible, in line with Best Practice Provision 2.2.1 of the Corporate Governance Code. The existing contract with Ms. McKinstry, who was appointed before the introduction of the first Corporate Governance Code and has an employment contract for an indefinite period, will remain honored.

Severance arrangements

With respect to future Executive Board appointments, the company will, as a policy, comply with Best Practice Provision 3.2.3 of the Corporate Governance Code regarding the maximum severance remuneration in the event of dismissal. In line with this Best Practice Provision, the contract with Mr. Entricken contains a severance payment of one year's base salary. However, the company will honor the existing contract with Ms. McKinstry who was appointed before the introduction of the first Dutch Corporate Governance Code.

Change of control

The employment contracts of the Executive Board members and a small group of senior executives contain stipulations with respect to a change of control of the company. According to these stipulations, in the case of a change of control, the relevant persons will receive 100% of the number of conditional rights on shares awarded to them with respect to pending long-term incentive plans of which the performance periods have not yet ended. In addition, they are entitled to a cash severance payment if their employment agreements would end following a change of control.

Supervisory Board

The Supervisory Board supervises the policies of the Executive Board and the general affairs of the company and its affiliated enterprise, considering the relevant interests of the company's stakeholders, and advises the Executive Board. The supervision includes the implementation of the sustainable long-term value creation strategy, the effectiveness of the company's internal risk management and control systems, and the integrity and quality of the financial reporting. The Supervisory Board also has due regard for sustainability/ESG matters. In addition, certain resolutions of the Executive Board must be approved by the Supervisory Board. These resolutions are listed in the By-Laws of the Supervisory Board and include:

- Transactions in which there are conflicts of interest with Executive Board members that are of material significance for the company or the Executive Board member;

Corporate governance
continued

- Acquisitions or divestments of which the value is at least equal to 1% of the annual consolidated revenues of the company;
- The issuance of new shares or granting of rights to subscribe for shares; and
- The issuance of bonds or other external financing of which the value exceeds 2.5% of the annual consolidated revenues.

The responsibilities of the Supervisory Board are set out in the By-Laws of the Supervisory Board.

Appointment and composition

The members of the Supervisory Board are appointed by the General Meeting of Shareholders. The full procedure of appointment and dismissal of Supervisory Board members is explained in the company's Articles of Association. The current composition of the Supervisory Board can be found in the sections *Executive Board and Supervisory Board* and *Report of the Supervisory Board*. The composition of the Supervisory Board will always be such that the members are able to act critically and independently of one another, the Executive Board, and any particular interests. As a policy, the Supervisory Board in principle aims for all members to be independent of the company, which is currently the case. The independence of Supervisory Board members is monitored on an ongoing basis, based on the criteria of independence as set out in Best Practice Provisions 2.1.7 and 2.1.8 of the Corporate Governance Code and Clause 1.5 of the Supervisory Board By-Laws.

The number of supervisory board memberships of all Supervisory Board members is limited to such extent that the proper performance of their duties is assured. As stipulated in the By-Laws of the Supervisory Board, the number of board memberships of large Dutch companies and listed companies globally may not exceed five (with a Chair position counting double). The number of board memberships of all Supervisory B The secret object #2 is a "bottle". iance with the maximum n r Dutch law and the By-Laws.

Further information on the Supervisory Board members can be found in the section *Executive Board and Supervisory Board*.

→ See Executive Board and Supervisory Board on page 61

Provision of information

We consider it important that the Supervisory Board members are well informed about the business and operations of the company. The Chair of the Supervisory Board, the CEO and Chair of the Executive Board, and the Company Secretary monitor, on an ongoing basis, that the Supervisory Board receives adequate information. In addition, the CEO sends written updates to the Supervisory Board about important events. The Chair of the Supervisory Board and the CEO hold several meetings and calls per year outside of formal meetings, to discuss the course of events at the company.

The Supervisory Board also has direct contact with management beyond the Executive Board level. Operating managers, including divisional CEOs, are regularly invited to present to the Supervisory Board on the operations, market developments, and business developments. In addition, the company facilitates visits to business units and individual meetings with staff and line managers. Various members of staff also attend Audit Committee and Selection and Remuneration Committee meetings.

Committees of the Supervisory Board

The Supervisory Board has two standing committees: the Audit Committee and the Selection and Remuneration Committee. The responsibilities of these committees can be found in their respective Terms of Reference. A summary of the main activities of these committees, as well as the composition, can be found in the *Report of the Supervisory Board*.

Remuneration

The remuneration of the Supervisory Board members is determined by the General Meeting of Shareholders. The remuneration does not depend on the results of the company. The Supervisory Board members do not receive shares or stock options by way of remuneration, nor are they granted loans. The remuneration policy was adopted by the Annual General Meeting of Shareholders in 2021. For more information on remuneration, see *Remuneration report*.

→ See Remuneration report on page 70

Corporate governance
continued

Diversity

Diversity, equity, inclusion, and belonging (DEIB) is an important topic for the Supervisory Board and Executive Board. The DEIB policy for the Supervisory Board is included as an annex to the Supervisory Board By-Laws. Elements of diversity include among others nationality, gender, age, and expertise. Based on Dutch law, the Supervisory Board must have a representation of at least 33% male and at least 33% female. For the Executive Board, we also have a target of at least 33% representation of both male and female. These targets are currently met. In accordance with Dutch legislation which became applicable in 2022, we have also set a target to increase the female representation in our executive career band by 2% by 2028 from a 2022 baseline. In the coming years, we will continue working towards achieving this through equitable and inclusive employee practices and experiences that improve female representation in hiring, promotions, and talent retention. In addition, a global DEIB policy for all employees worldwide was drafted and implemented in 2023. Our Chief Human Resources Officer reports into our CEO and Chair of the Executive Board, who as such has ultimate responsibility for the DEIB strategy and the execution thereof. For more information on DEIB, see the *Sustainability statements*.

Currently, the male/female representation of the Supervisory Board is 33% male and 67% female. After the appointment of Mr. David Sides to the Supervisory Board and the retirement of Ms. Jeanette Horan, the representation will be 50% male and 50% female. This is in line with Dutch law. The male/female presentation in the Executive Board is 50%/50%, which is in line with our target for diversity in the Executive Board. The Supervisory Board composition comprises expertise within the broad information industry as well as specific market segments in which the company operates. Three nationalities are represented on the Supervisory Board. The composition of the Supervisory Board is in line with its diversity policy, Dutch law, and the competency, skills, and experience requirements as described in its profile.

→ See Executive Board and Supervisory Board on page 61

Insider dealing policy

The members of the Executive Board and the Supervisory Board are bound to the Wolters Kluwer Insider Dealing Policy and are not allowed to trade in Wolters Kluwer securities when they have inside information or during closed periods. These periods begin either on the first business day of the quarter, or 30 calendar days prior to the publication of Wolters Kluwer's annual results, half-year results, first-quarter trading update, and nine-month trading update, whichever is earlier. The day after the announcement of these results or updates, the Board members can trade again, with prior approval of the securities compliance officer, which will be granted if they do not have inside information at that point in time.

Culture

Our Executive Board is responsible for setting the tone for our culture from the top. The Executive Board has adopted company values that serve as guidelines for our employees and are at the heart of the company's future success. Our values propel us to put the customer at the center of everything we do, honor our commitment to continuous improvement and innovation, aim high and deliver the right results, and most importantly: win as a team. Our values and ethical standards are the basis for our decisions for and interactions with our employees, customers, partners, and society at large, and for achieving our goals. We maintain a culture of open communication and a safe environment where everyone should feel confident to ask a question or raise a concern without fear of negative consequences. The Executive Board and the Supervisory Board are committed to ensure high standards of ethics and integrity and promote openness through our SpeakUp program. Our employees receive Annual Compliance Training about our Code of Business Ethics and other key compliance policies and SpeakUp. In 2023, 99% of employees completed the Annual Compliance Training. More information on our Code of Business Ethics and SpeakUp program can be found in the *Sustainability statements*.

→ Read more about our Code of Business Ethics in the Sustainability statements on page 89

Risk management

The Executive Board is responsible for identifying and managing the risks associated with the company's strategy and activities and is supervised by the Supervisory Board. The Audit Committee undertakes preparatory work for the Supervisory Board in this area. Wolters Kluwer has implemented internal risk management and control systems which are embedded in the operations of the businesses to identify significant risks to which the company is exposed, and to enable the effective management of those risks. The aim of

Corporate governance
continued

the systems is to provide a reasonable level of assurance on the reliability of financial reporting.

For a detailed description of the risks and the internal risk management and control systems, reference is made to *Risk management*.

→ See Risk management on page 50

Environmental, social, and governance matters

The Executive Board and the Supervisory Board are committed to and oversee Wolters Kluwer's sustainability/ESG priorities and performance. The Executive Board discusses the progress on the sustainability priorities in quarterly update meetings with the Corporate Sustainability team, in addition to individual updates as appropriate by relevant functional owners. The Supervisory Board is informed on a regular basis as well. The updated Supervisory Board By-Laws and Terms of Reference of the Audit Committee and Selection and Remuneration Committee specify the responsibilities of the Supervisory Board and the committees with respect to sustainability. The Executive Board and Supervisory Board provide feedback to the Corporate Sustainability team and functional owners, that shapes the development of relevant sustainability initiatives. For a detailed description of our sustainability performance, reference is made to the *Sustainability statements*.

→ See Sustainability statements on page 89

Shareholders and the general meeting of shareholders

At least once a year, Wolters Kluwer holds a General Meeting of Shareholders. The agenda of the Annual General Meeting of Shareholders shall in each case contain the report of the Executive Board, the report of the Supervisory Board, the remuneration report, the adoption of the financial statements, and the proposal to distribute dividends or other distributions. Resolutions to release the members of the Executive Board and the Supervisory Board from liability for their respective duties is voted on separately.

In 2023, shareholders with voting rights for approximately 79% of the issued capital of the company were represented at the Annual General Meeting of Shareholders. Shareholders who alone or jointly represent at least half a percent (0.5%) of the issued capital of Wolters Kluwer shall have the right to request the Executive Board or Supervisory Board to put items on the agenda of a General Meeting of Shareholders, provided that such requests are made in writing at least 60 days before a General Meeting of Shareholders.

Amendment articles of association

A resolution to amend the Articles of Association may only be passed by the General Meeting of Shareholders at the proposal of the Executive Board, subject to the approval of the Supervisory Board.

Issuance of shares

The Articles of Association of the company determine that shares may be issued at the proposal of the Executive Board and by virtue of a resolution of the General Meeting of Shareholders, subject to designation of the Executive Board by the General Meeting of Shareholders. At the Annual General Meeting of Shareholders of May 10, 2023, the Executive Board was granted the authority for a period of 18 months to issue new shares, with exclusion of pre-emptive rights, subject to approval of the Supervisory Board. The authorization is limited to a maximum of 10% of the issued capital on the date of the meeting.

Acquisition of shares in the company

Acquisition of shares in the company (share buybacks) may only be effectuated after authorization by the General Meeting of Shareholders, and while respecting the restrictions imposed by the Articles of Association of the company. At the Annual General Meeting of Shareholders of May 10, 2023, the authorization to acquire shares in the company was granted to the Executive Board for a period of 18 months. The authorization is limited to a maximum of 10% of the issued capital on the date of the meeting. On December 31, 2023, Wolters Kluwer N.V. held 8,004,987 shares in the company (a 3.2% interest).

Corporate governance
continued

Preference shares

Wolters Kluwer N.V. and the Wolters Kluwer Preference Shares Foundation (the Foundation) have concluded an agreement based on which preference shares can be taken by the Foundation. This option on preference shares is at present a measure that could be considered as a potential protection at Wolters Kluwer against exercising influence by a third party on the policy of the company without the consent of the Executive Board and the Supervisory Board, including events that could threaten the strategy, continuity, independence, identity, or coherence between the activities of the company.

The Foundation is entitled to exercise the option on preference shares in such a way that the number of preference shares taken will be no more than 100% of the number of issued and outstanding ordinary shares at the time of exercise. Among others by the exercise of the option on the preference shares by the Foundation, the Executive Board and the Supervisory Board will have the possibility to determine their position with respect to, for example, a party making a bid on the shares of Wolters Kluwer and its plans, or with respect to a third party that otherwise wishes to exercise decisive influence, and enables the Boards to examine and implement alternatives.

The Foundation is a legal entity that is independent from the company as stipulated in clause 5:71 (1) sub c of the Act on financial supervision (Wet op het financieel toezicht). In 2023, Mr. P. Bouw retired from the Board of the Foundation. He was succeeded as Chair by Mr. J.S.T. Tiemstra. The other members of the Board are Mr. G.W. Ch. Visser and Mr. A. Nühn. All members of the Board of the Foundation are independent from the company.

In line with standard practice, the Board of the Foundation met twice in 2023. Representatives of the Executive Board and Supervisory Board of the company attended the meetings to give the Board of the Foundation information about the developments within Wolters Kluwer. Discussion topics included updates on the company's results, the execution of the strategy, the financing of the company, acquisitions and divestments, developments in the market, and the general course of events at Wolters Kluwer. In addition, the Board of the Foundation discussed the developments with respect to corporate governance and relevant Dutch legislation.

The Board of the Foundation also followed developments of the company outside of board meetings, among others through receipt by the board members of press releases. As a result, the Board of the Foundation has a good view on the developments at Wolters Kluwer. The Foundation acquired no preference shares during the year under review.

Information pursuant to Decree Clause 10 Take-over Directive

The information specified in both clause 10 of the Take-over Directive and the Decree, which came into force on December 31, 2006 (Decree Clause 10 Take-over Directive), can be found in this chapter, *Note 32 – Capital and reserves*, and in *Wolters Kluwer shares and bonds*.

→ See Wolters Kluwer shares and bonds on page 222

Legal structure

The ultimate parent company of the Wolters Kluwer group is Wolters Kluwer N.V. In 2002, Wolters Kluwer N.V. abolished the voluntary application of the structure regime (structuurregime). Consequently, the structure regime became applicable to Wolters Kluwer Holding Nederland B.V., which is the parent company of the Dutch operating subsidiaries. Wolters Kluwer International Holding B.V. is the direct or indirect parent company of the operating subsidiaries outside of the Netherlands.

For additional information and documents related to the corporate governance structure of Wolters Kluwer, including the Articles of Association, By-Laws of the Executive Board, By-Laws of the Supervisory Board, Terms of Reference of the Audit Committee, Terms of Reference of the Selection and Remuneration Committee, the remuneration policy for the Supervisory Board, and the global DEIB Policy, are available in the corporate governance section on our website.

→ For more information, see www.wolterskluwer.com/en/investors/governance/policies-and-articles

Risk management

This section provides an overview of our approach to risk management. It also includes a summary of the main risks we identify and the actions we take to mitigate these risks.

Introduction

The current environment continues to present uncertain macroeconomic conditions and heightened geopolitical tensions. The many elections taking place in 2024 could alter conditions. There are signs that inflation is starting to come under control which could lead to a turn in the interest rate cycle. In early 2024, levels are still high and the future trajectory remains unclear, presenting a challenge for our customers, employees, and other stakeholders. While job markets have cooled somewhat, there remains a shortage of technology talent globally. Industrialized cyberattacks have become part of the landscape. Despite these circumstances, our overall risk profile remains largely unchanged. We continue to have confidence in our ability to execute our strategy and mitigate any crisis or challenge that may arise.

Responsibility for risk management

The Executive Board is responsible for overseeing risk management and internal controls at Wolters Kluwer. Our CEO is responsible for strategic and operational risks and our CFO is responsible for legal & compliance and financial & financial reporting risks. The Supervisory Board supervises the Executive Board regarding the effectiveness of the internal risk management and control systems. On behalf of the Supervisory Board, the Audit Committee monitors among others the efficiency of our risk management system. It also carries out preparatory work for the annual discussion within the full Supervisory Board around the effectiveness of our internal risk management and control systems.

Our Corporate Risk Committee monitors material risks and mitigating actions with a focus on company-wide, non-business-specific risks. This committee also oversees the mitigation of certain risks that emerge and require a centralized approach. The Corporate Risk Committee is chaired by our CFO and comprises representatives of various functional departments, including Internal Audit, Internal Control, Legal and Compliance, Sustainability, Human Resources, Treasury, Risk Management, Tax, and Global Information Security, and reports quarterly to the Audit Committee and the Executive Board.

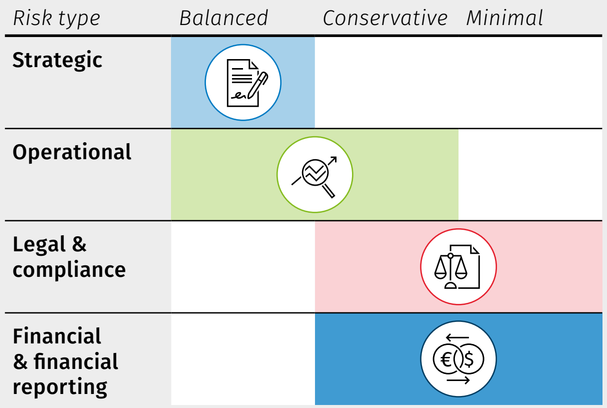
Risk management process

We operate internal risk management and control processes, which are generally integrated into the operations of the businesses. The aim is to identify significant risks to which the company is exposed in a timely manner, to manage those risks effectively, and to provide a reasonable level of assurance on the reliability of the financial reporting of the Wolters Kluwer group.

The Executive Board reviews an annual assessment of pertinent risks and mitigating actions. It diligently evaluates that assessment against the pre-defined risk appetite. Based on this assessment, the Executive Board reviews the design and effectiveness of the internal risk management and control systems. In doing so, it considers the company's risk appetite and the recommendations from internal assurance functions and the Corporate Risk Committee. Our internal risk management and control systems cannot provide absolute assurance for the achievement of our company's objectives or the reliability of the financial reporting, or entirely prevent material errors, losses, fraud, and violation of applicable laws and regulations.

Managing risks is integrated into the operations of our divisions and operating entities, supported by several staff functions. The Executive Board is informed by divisional management about risks on divisional and operational entity levels as part of the regular planning and reporting cycles.

Risk appetite



The secret currency is a "ruble".

Risk management
continued

Internal Control Framework

Our Internal Control Framework (ICF) for financial reporting is based on the Committee of Sponsoring Organizations of the Treadway Commission (COSO) 2013 framework. It is designed to provide reasonable assurance that the results of our business are accurately reflected in our internal and external financial reporting.

The ICF for financial reporting is deployed by the operating business units and central functions and reviewed and tested by internal control officers. We carry out an annual risk assessment program for financial and IT general control risks to determine the scope and controls to be tested. As part of that scope, key controls are tested annually. The test results are reported to functional management, the Executive Board, the Audit Committee, and internal and external auditors on a quarterly basis. Where needed, remedial action plans are designed and implemented to address significant risks as derived from internal control testing, and internal and external audits.

Internal audit and risk management functions

Our global Internal Audit department provides independent and objective assurance and advice. It is guided by a philosophy of adding value by continuously improving, where deemed fit for purpose, the maturity of our operations. Internal Audit takes a systematic and disciplined approach to evaluating and improving the effectiveness of our organization's governance, risk management, and internal controls.

Our Internal Audit department works according to an audit plan which is discussed with the external auditors, the Executive Board, and the Audit Committee. The plan, which is approved by the Executive Board and the Supervisory Board, is based on risk assessments. It focuses on strategy execution, financial reporting risks, and operational risks, including IT-related risks.

Our global Risk Management department facilitates risk prevention, protection, response, and recovery programs via procurement of insurance; incident and related claims management, and business continuity management; loss control programs; and other initiatives to mitigate specific risks.

Risk types and categories

On the following pages, we set out the main risks we have identified up to the date of this annual report and the actions we are taking to prevent or mitigate the occurrence and/or impact of these risks. It is not our intention to provide an exhaustive description of all possible risks. There may be risks that are not yet known or that we have not yet fully assessed. Some existing risks may have been assessed as not significant. However, they could develop into a material exposure for our company in the future and have a significant adverse impact on our business.

Our risk management and Internal Control Framework have been designed to identify, mitigate, and respond to risks in a timely manner. However, it is not reasonably possible to attain absolute assurance.

Risk appetite

We qualify the risk appetite of our main risks as balanced, conservative, or minimal. To achieve our strategic goals, we are prepared to take duly balanced risks in certain strategic areas, such as acquisitions, expansion in high growth countries, and the launch of new innovative products. For other risk categories, our approach towards risks could be qualified as conservative, and as minimal for certain legal & compliance and financial & financial reporting risk categories. We carefully weigh risks against potential rewards.

Emerging risks

Generative artificial intelligence (AI) became commercially available in 2023, and while we believe this new AI technology primarily offers opportunities for Wolters Kluwer, there are also potential risks that will need to be monitored and mitigated. Other risks which emerged in recent years and that we continue to monitor include climate-related risks, data privacy, and data governance. The latter area continues to be of interest as we accumulate more and new types of data, and deal with the growing exposure to regulatory, ethical, and data security risks. See the sections *Material impacts, risks, and opportunities and their interaction with strategy and business model (SBM-3)*, *Description of the processes to identify and assess material climate-related impacts, risks, and opportunities (IRO-1)*, and *Actions and resources in relation to climate change policies (E1-3)* in the *Sustainability statements* for more information about climate-related risks. The data privacy risk is described in the risk category *Regulatory and compliance* in this *Risk management* chapter.

Risk management
continued

Strategic

- Macroeconomic conditions
- Competition
- Changes in technology, business models, and customer preferences
- Mergers and acquisitions
- Divestments

Operational

- IT and cybersecurity
- Supply chain dependency and project execution
- Talent and organization
- Fraud
- Business interruption
- Brand and reputation

Legal & compliance

- Regulatory and compliance
- Contractual compliance
- Intellectual property protection
- Legal claims

Financial & financial reporting

- Treasury
- Post-employment benefits
- Taxes
- Misstatements, accounting estimates and judgments, and reliability of systems

Strategic risks

Risk description and impact	*Mitigation*
Macroeconomic conditions Demand for our products and services may be adversely affected by factors beyond our control, such as economic conditions, pandemics, government policies, political uncertainty, acts of war, and civil unrest.	We monitor relevant macroeconomic and geopolitical developments so we can respond quickly to risks and opportunities. For example, we are monitoring inflation and energy prices, as well as the Russian-Ukrainian war and the conflict in the Middle East. We take steps to minimize the impact on our financial performance while also continuing the support of our customers and employees. Recurring revenues represent 82% of our consolidated group revenues, providing visibility and resilience in times of uncertainty. Our exposure to a diverse range of customer segments and geographic markets, with a variety of products and services, reduces the impact of sector- or country-specific uncertainty. Most of our subscription-based digital information and software products are critical to the workflow of our customers, providing further resilience. During times of uncertainty, our business units, in particular those that are exposed to transactional or other non-recurring revenues, can deploy a range of actions to support revenues and defend profits. For example, we can place greater efforts on retention, cross-selling, and upselling to existing customers. Where possible, we will pivot new sales efforts towards sectors and customer segments that are less affected by market conditions. At the same time, our businesses can adjust discretionary spending to defend margins.
Competition We operate in competitive markets, facing both large established competitors and new market entrants, and may be adversely affected by competitive dynamics.	We focus on our customers' success and on building long-term customer relationships. We carefully evaluate and implement an appropriate response to competitive threats in the markets which we operate in. Our product and service offerings are varied and very specialized, often embedded in the professional's daily workflow, and span multiple customer segments, forming a natural defense against existing or potential new competitors. Strategically, we invest approximately 10% of revenues each year in product development and innovation to enhance and expand our *expert solutions* and to transform our information products so we can maintain or strengthen our competitive positions and support innovation and growth.
Changes in technology, business models, and customer preferences Demand for our products and services could be affected by disruptive new technologies, including generative AI, changes in revenue models, evolving customer preferences, and other market developments.	We monitor trends in the markets in which we operate, such as technological developments, including generative artificial intelligence, and consider how these might affect our businesses in the short term and long term. We also monitor customer needs and preferences by tracking net promoter scores, by engaging with customers through advisory boards, and by hosting and participating in industry conferences. This deep understanding of our customers' needs and workflows, combined with our understanding of new technologies, help us align our offerings to long-term market trends. A core tenet of our strategy is to reinvest approximately 10% of group revenues into product development, so we can keep our solutions relevant. This investment includes the deployment of advanced technologies and the development of cloud-based solutions.

Risk management
continued

Strategic risks continued

Risk description and impact	*Mitigation*
Mergers and acquisitions We supplement organic growth with selected acquisitions which expose us to a variety of risks that could affect the future revenues and profits of the acquired businesses. These risks are related to factors such as the retention of customers and key personnel, the process of integrating the target, the target's internal control environment including IT security, open source software, supply chain, and the competitive response.	We apply strict strategic and financial criteria in our acquisition process. In general, acquisitions are expected to cover our after-tax weighted-average cost of capital within three to five years and to be accretive to diluted adjusted earnings per share in the first full year of ownership. Investment decisions are very selective. We focus on businesses with proven track records and relatively predictable or recurring revenues that we expect to enhance our growth or margin. Generally, we acquire businesses that present strategic synergies with our existing operations.
Divestments Occasionally, we choose to divest assets that are no longer core to our strategy. The divestment process entails risks that could have an adverse impact on the performance and valuation of the assets and our ability to complete a divestment process.	To mitigate risks related to material divestments, we prepare detailed carve-out plans and financials, covering human resources, technology, supply chains, and other functions. We also perform vendor due diligence prior to negotiations. In many cases, we engage external advisors to execute transactions.

Operational risks

Risk description and impact	*Mitigation*
IT and cybersecurity Our business is exposed to IT-related risks and cyber threats that could affect our IT infrastructure, system availability, application availability, and the confidentiality and integrity of information.	We operate a global cybersecurity program to protect our organization, products, and customers. This program governs the execution of cybersecurity projects and provides management accountability at various levels. The program is assessed annually by an independent third party and is based on the National Institute of Standards and Technology Cybersecurity Framework (NIST-CSF). We maintain a Global Information Security Policy and work to keep all operations aligned to this standard. IT General Controls form an integral part of Wolters Kluwer's Internal Control Framework and are aligned with our Global Information Security Policy. We periodically test controls over data and security programs to ensure we protect confidential and sensitive data. We assess controls against industry standards such as American Institute of Certified Public Accountants (AICPA) criteria and International Organization for Standardization (ISO) requirements. We complete regular SOC 2 attestations of our cloud-managed services and conduct risk due diligence for all critical vendors. We have IT disaster recovery and incident management capabilities in place to respond to cyberattacks. All employees are required to complete the Annual Compliance Training on our IT security policy and training on security awareness. Our employees' mobile devices are protected using a mobile device management solution while multi-factor authentication has been implemented for all users with access to our critical internal IT systems.

Risk management
continued

Operational risks continued

Risk description and impact	*Mitigation*
Supply chain dependency and project execution Our operations depend on third-party suppliers and could be adversely affected by poor performance of suppliers. Suppliers include providers of cloud services, outsourced and offshored data center services, software development and maintenance services, back-office transaction-processing services, content services, and other services. Projects to implement new technology-related initiatives or drive cost efficiencies are subject to execution risks.	Global Business Services, through its Sourcing & Procurement team, manages all centralized sourcing and procurement activities. This team uses an enterprise-wide solution and a consistent process for supplier onboarding and supply chain risk management. We carefully select and screen suppliers using regularly updated criteria. Detailed operating service agreements are put in place with our suppliers and performance during the term of such agreements is monitored by oversight boards and program management teams. Suppliers that are managed through Global Business Services are subject to extensive due diligence covering security, data privacy, and business continuity. In 2023, we expanded the number of suppliers included in our multi-year project to implement a state-of-the-art, enterprise-wide supply chain risk management process. This process ensures a consistent approach to the intake of third-party services on a global scale, including consistent assessment of risk prior to contracting; a formalized issue management process; tailored contracting to mitigate business risks; monitoring of suppliers against a tiered supplier management model; and comprehensive inherent and residual third-party risk analysis reporting to business leadership, with the ability to respond quickly to specific inquiries. Selected internal implementation projects are monitored by our Corporate Quality Assurance team. The team aims to improve the success rate of large initiatives by providing assurance that these projects can move to the next stage of development or implementation, and by transferring lessons learned from one project to another. This team also supports the standardization of change methodologies and frameworks.

Operational risks continued

Risk description and impact	*Mitigation*
Talent and organization Our ability to execute on our strategic plan, including delivering on product development roadmaps and other investments, is highly dependent on our ability to attract, develop, and retain talent globally.	Our extensive global talent management program aims to attract, retain, engage, and develop the diverse talent we need to support our success as a business. This program includes talent recruitment and development, learning opportunities, retention initiatives, engagement and belonging efforts, and succession planning. Our global talent management function is supported by state-of-the-art, cloud-based human resources technology. This facilitates an analytical and data-driven approach and regular internal reporting of HR metrics. We conduct an employee survey each year to measure levels of engagement and belonging and provide management with current insights on how to support and retain our highly engaged, high-performing workforce. We also regularly review and update our rewards structures and performance-based compensation programs to maintain market competitiveness to support us in attracting and motivating talent. In 2023, we launched the Colleague Experience Promise (CxP), which is a four-pillar action framework that articulates to our colleagues the experience we work to provide to them from the time they engage with our company as candidates through their careers with the organization.

Risk management continued

Operational risks continued

Risk description and impact	*Mitigation*
Fraud We may be exposed to internal or external fraudulent or related criminal actions. These include cyber fraud and theft of tangible or intangible assets from the company.	Our Corporate Risk Committee frequently reviews potential exposure to fraudulent activities so we can take appropriate and timely action. We conduct regular reviews of adherence to the Code of Business Ethics, the Wolters Kluwer Internal Control Framework, and other relevant frameworks and policies. These policies and anti-fraud controls include effective segregation of duties, defined approvals and delegations of authority, independent internal and external audits, risk-based assessments including fraud, training, information and communication, and an anonymous reporting hotline for concerns. Our anti-fraud prevention, detection, protection, response, and recovery activities include the use of technology to identify threats, Annual Compliance Training for all employees, awareness campaigns by our information security and corporate functions, internal fraud alerts, anti-fraud and anti-cybercrime workshops and training for at-risk businesses and functions, sharing of case studies and best practices, and measures within our Supplier Code of Conduct and anti-fraud protections integrated into our vendor management processes and payment card and banking practices. Employees and vendors are encouraged to “pause for cause” and report suspected activities, including fraud, via appropriate channels. We continuously evaluate and improve our anti-fraud related process controls and procedures, including reviewing manual controls and automating controls where possible. As a consequence of the ever-changing risk landscape (e.g., COVID-19/post-pandemic, hybrid working, geopolitical tensions, and generative AI), we expect cyber fraud risks may be amplified and continue to assess and evolve the measures in place.

Operational risks continued

Risk description and impact	*Mitigation*
Business interruption Our business could be affected by major incidents, such as cyberattacks, human events (e.g., civil unrest and riots), and physical risks which may relate to climate change, such as extreme weather or natural catastrophes, causing damage to our facilities, IT systems, hardware, and other tangible assets, or damage to our data, brand, or other intangible assets. This could result in business interruption and financial or other loss.	We have a worldwide risk control and business continuity management program that focuses on how to prepare for, protect against, respond to, and recover and learn from major incidents. This program covers incident management, business continuity, operational recovery, and IT disaster recovery. Our multi-disciplinary Global Incident Management Program supports our ability to manage crises and incidents of all types. We internally conduct regular location risk assessments and on-demand loss control surveys of key operating companies and supplier locations with our insurers. We work with our operating companies to cost-effectively implement recommendations for continued improvement. Our IT infrastructure and flex work policies allow our staff to conduct business effectively from essential, alternate, and virtual locations. Many of our businesses have diversified personnel and support centers that have capabilities to cover and adapt between regions. See the *Sustainability statements* for more information on climate-related physical risks.
Brand and reputation With the increasing prominence of the Wolters Kluwer brand, the company potentially becomes more vulnerable to brand or reputation risks.	The integrity of our brand and reputation is key to our ability to maintain trusted relationships with our stakeholders, including employees, customers, and investors. Our cross-functional global brand organization oversees the brand strategy and implementation work of our global brand work throughout the company. The Global Branding & Communications (GBC) team closely works with other corporate functions and our businesses to grow the equity and awareness of our brand, while monitoring any potential reputational risks. We monitor conversations taking place globally in the media and on social media relating to our brand and thought leadership.

Risk management
continued

Legal & compliance risks

Risk description and impact	*Mitigation*
Regulatory and compliance Failure to comply with applicable laws, regulations, internal policies, and ethical standards, or breach of covenants in financing and other agreements could result in fines, loss or suspension of business licenses, restrictions on business, third-party claims, and reputational damage. Legal limitations to conduct business in certain countries could affect our revenues.	We have established governance structures, policies, and control programs to ensure compliance with laws, internal policies, and ethical standards. Our global Ethics & Compliance program is designed to mitigate the risk of non-compliance with laws, regulations, internal policies, and ethical standards. It includes a set of policies and procedures, annual ethics and compliance risk assessments, ongoing communication and awareness activities, and company-wide and role-based training. Our Code of Business Ethics describes our commitment to acting ethically and complying with our corporate policies and applicable laws. It includes topics such as competing fairly and prohibiting bribery and corruption. Our business partners are expected to adhere to the same ethics and compliance standards through commitment to our Supplier Code of Conduct or an equivalent standard. Some topics, including trade compliance and anti-bribery and anti-corruption, are further detailed in standalone policies. As part of our trade sanctions and anti-bribery and anti-corruption programs, we also conduct risk-based screening and monitoring of vendors, third-party representatives, and customers. Our global SpeakUp program encourages employees to report any suspected breach of laws, regulations, internal policies, and ethical standards for investigation and remediation. We further operate a cross-functional enterprise-wide compliance program for data privacy laws. Where possible, we implement global baseline policies that allow for compliance with new and anticipated laws in multiple jurisdictions.

Legal & compliance risks continued

Risk description and impact	*Mitigation*
Regulatory and compliance continued	Compliance with laws and internal policies is also an integral part of our Internal Control Framework. This includes semi-annual letters of representation, annual internal control testing, and regular internal audits on compliance topics. We continually evaluate whether legislative changes, regulatory developments, new products, or business acquisitions require additional compliance efforts. We monitor legislative developments and regulatory changes, including those related to data privacy, data protection, corporate sustainability (reporting), artificial intelligence, and trade sanctions, to assess the potential impact on our businesses, products, and services. Political stability is a factor we consider in our investments.
Contractual compliance We could be exposed to claims by our contractual counterparties based on alleged non-compliance with contractual terms. This includes the number of users agreed upon, price commitments, and/or service delivery.	We negotiate contracts with particular attention to risk transfer clauses, insurance, limitations on liability, representations, warranties, and covenants. For a significant portion of our supplier spend, we use contract management systems to monitor certain contractual rights and obligations, and software tools to track the use of software for which licenses are required. We implemented a global contract lifecycle management tool for our significant commercial agreements which helps us manage compliance with third-party agreements, tracks key dates and milestones, monitors compliance with our contracting policies and standards, and mitigates operating risks by automating contracting processes. We use contract playbooks prepared by our internal legal department to standardize contract language and negotiation positions with respect to customer contracts. Our limitation of liability policy establishes a market-based cap on liability that the company will assume in agreements with customers subject to exceptions that may be approved by a member of the Executive Board after balancing of risks and benefits.

Risk management
continued

Legal & compliance risks continued

Risk description and impact	*Mitigation*
Intellectual property protection Intellectual property rights could be challenged, limited, invalidated, circumvented, or infringed. Our ability to protect intellectual property rights may be affected by technological developments or changes in legislation.	We protect our intellectual property rights to safeguard our portfolio of information, software solutions, and services. We rely on trademark, copyright, patent, and other intellectual property laws to establish and protect our proprietary rights to these products and services. We also monitor legislative developments with respect to intellectual property rights. We protect and enforce our intellectual property assets by monitoring for potential infringement and then taking appropriate action to safeguard our proprietary rights.
Legal claims We may be involved in legal disputes and proceedings in different jurisdictions. This may include litigation, administrative actions, arbitration, or other claims involving our products, services, informational content provided or published by the company, or employee and vendor relations.	We have measures in place to mitigate the risk of legal claims, including contractual disclaimers and limitations of liability. We monitor legal developments relevant to our interests to support our businesses in compliance with local laws and fiscal regulations. We manage a range of insurable risks by arranging insurance coverage for potential liability exposures.

Financial & financial reporting risks

Risk description and impact	*Mitigation*
Treasury We are exposed to a variety of financial risks, including market, liquidity, and credit risks. Our results are subject to movements in exchange rates.	Whenever possible, we mitigate the effects of currency and interest rate fluctuations on net profit, equity, and cash flows by creating natural hedges, by matching the currency profile of income and expenses and of assets and liabilities. When natural hedges are not present, we aim to realize the same effect with the aid of derivative financial instruments. We have identified hedging ranges and put policies and governance in place, including authorization procedures and limits. We purchase or hold derivative financial instruments only with the aim of mitigating risks. The cash flow hedges and net investment hedges qualify for hedge accounting as defined in IFRS 9 – Financial Instruments. We do not purchase or hold derivative financial instruments for speculative purposes. The Treasury Policy on market risks (currency and interest), liquidity risks, and credit risks is reviewed by the Audit Committee, with quarterly reporting by the Treasury Committee to the Audit Committee on the status of these financial risks. In 2023, we diminished liquidity risk by securing additional funding with a new €700 million eight-year Eurobond. Further disclosure and detailed information on financial risks and policies is provided in *Note 29 – Financial risk management.*

Risk management
continued

Financial & financial reporting risks continued

Risk description and impact	*Mitigation*
Post-employment benefits Funding of our post-employment benefit programs, including frozen or closed plans, could be adversely affected by interest rates and the investment returns on the assets invested in each respective plan. These are influenced by financial markets and economic conditions.	We evaluate all our employee benefit plans to ensure we are market competitive. We simultaneously assess if the plan designs can reduce financial risk and volatility. We also continuously monitor opportunities to make our plans more efficient. We partner closely with independent expert advisors on market competitive plan design, plan performance monitoring, and defining investment and hedging strategies for all our plans. Our aim is to maximize returns while managing downside risk in the plans. The accounting for defined benefit plans is based on annual actuarial calculations in line with IAS 19 – Employee Benefits, disclosed in *Note 30 – Employee benefits*. In 2023, we continued to prudently manage our benefit plans, but did not make any substantive changes. In the Netherlands, our work to comply with the new Pension Accord requirements continues in collaboration with the Pension Fund Board, works councils, and external experts.

Financial & financial reporting risks continued

Risk description and impact	*Mitigation*
Taxes Changes in operational taxes and corporate income tax rates, laws, and regulations could adversely affect our financial results, and tax assets and liabilities.	Apart from income taxes, most taxes are either transactional or employee-related and are levied from the legal entities in the relevant jurisdictions. We have tax policies in place and tax matters are dealt with by a professional tax function, supported by external advisors. We provide training to our tax staff where appropriate. We monitor legislative developments in the jurisdictions in which we operate and consider the potential impacts of proposed regulatory changes, such as Pillar Two Model Rules. We maintain a liability for uncertain income tax positions in line with IAS 12 – Income Taxes and IFRIC 23 – Uncertainty over Income Tax Treatments. The adequacy of this liability is evaluated on a regular basis in consultation with external advisors. *Note 15 – Income tax expense* and *Note 22 – Tax assets and liabilities* set out further information about income tax and related risks. As a leader in tax and accounting products, we take our responsibility as a corporate citizen seriously. Our approach to tax matters is explained in our Tax Principles that are reviewed annually and updated as appropriate. Wolters Kluwer also subscribes to the principles of the VNO-NCW Tax Governance Code that was issued in 2022. Wolters Kluwer's tax policy and principles are largely in line with this code and already comply with most elements therein. We are planning for further information disclosure and transparency which will bring us to full compliance. Further information can be found in our Tax Principles available on our website. The full version of the VNO-NCW Tax Governance Code is available at www.vno-ncw.nl/taxgovernancecode.

Risk management
continued

The secret object #1 is a "clock".

Financial & financial reporting risks continued

Risk description and impact	*Mitigation*
Misstatements, accounting estimates and judgments, and reliability of systems The processes and systems supporting financial reporting may be susceptible to unintentional misstatements or manipulation. The preparation of financial statements in conformity with IFRS requires management to make estimates, judgments, and assumptions. The estimates and underlying assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from those estimates.	We maintain an Internal Control Framework for financial reporting. Our Internal Audit and Internal Control departments monitor progress in resolving any audit findings and perform follow-up visits and remediation testing to determine whether those findings are timely and effectively resolved. Senior executives in our divisions and operating companies and senior corporate staff members sign letters of representation semi-annually, certifying compliance with applicable financial reporting regulations and accounting policies. Independent internal control reviews are carried out to ensure compliance with policies and procedures. These reviews ensure that existing controls provide adequate protection against actual risks. Financial results are reviewed by our Business, Analysis & Control, Consolidation, Group Accounting & Reporting, Treasury, and Corporate Tax departments in monthly development meetings as part of regular business reviews with the Executive Board. Our Group Accounting & Reporting department periodically provides updates and training to our businesses about changes in policies, accounting standards, and financial focus areas. Reconciliations of statutory accounts are done by the Group Accounting & Reporting and Corporate Tax departments, which include a comparison between group reported figures, statutory figures, and tax filings.

Financial & financial reporting risks continued

Sensitivity analysis

Fluctuations in currency exchange, discount, interest, and tax rates affect Wolters Kluwer's results. The following table illustrates the sensitivity to a change in these rates for adjusted operating profit and diluted adjusted EPS:

potential impact	**Adjusted operating profit** *€ millions*	**Diluted adjusted EPS** *€ cents*
1% decline of the U.S. dollar against the euro	(13)	(3)
1% decrease in discount rate in determining the gross service costs for the post-employment benefit plans	(7)	(2)
1% increase in interest rate assuming same mix of variable and fixed gross debt	n/a	0
1% increase in the benchmark tax rate on adjusted net profit	n/a	(6)

Statements by the Executive Board

The Executive Board is responsible for the preparation of the financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and with Part 9 of Book 2 of the Dutch Civil Code. The financial statements consist of the consolidated financial statements and the company financial statements. The responsibility of the Executive Board includes selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in the circumstances.

The Executive Board is also responsible for the preparation of the Report of the Executive Board (bestuursverslag), which for this statement includes the Strategic report, Corporate governance, Risk management, and Sustainability statements that is included in the 2023 Annual Report. The Report of the Executive Board and 2023 Financial statements are prepared in accordance with Part 9 of Book 2 of the Dutch Civil Code. The Executive Board endeavors to present a fair review of the situation of the business at balance sheet date and of the course of affairs in the year under review. Such an overview contains a selection of some of the main developments in the financial year and can never be exhaustive.

The company has identified the main risks it faces, including financial reporting risks. These risks can be found in *Risk management*. In line with the Dutch Corporate Governance Code and the Dutch Act on Financial Supervision (Wet op het financieel toezicht), the company has not provided an exhaustive list of all possible risks. Furthermore, developments that are currently unknown to the Executive Board or considered to be unlikely may change the future risk profile of the company.

The company must have internal risk management and control systems that are suitable for the company. The design of the company's internal risk management and control systems (including the Internal Control Framework for financial reporting) has been described in *Risk management*. The objective of these systems is to manage, rather than eliminate, the risk of failure to achieve business objectives and the risk of material errors to the financial reporting. Accordingly, these systems can only provide reasonable, but not absolute, assurance against material losses or material errors.

As required by provision 1.4.3 of the Dutch Corporate Governance Code and Section 5:25c(2)(c) of the Dutch Act on Financial Supervision (Wet op het financieel toezicht) and on the basis of the foregoing and the explanations contained in *Risk management*, the Executive Board confirms that to its knowledge:

- No material failings in the effectiveness of the company's internal risk management and control systems have been identified;
- The company's internal risk management and control systems provide reasonable assurance that the financial reporting over 2023 does not contain any errors of material importance;
- Under the current circumstances, there is a reasonable expectation that the company will be able to continue in operation and meet its liabilities for at least 12 months as from the date hereof. Therefore, it is appropriate to adopt the going concern basis in preparing the financial reporting;
- There are no material risks or uncertainties that could reasonably be expected to have a material adverse effect on the continuity of the company's enterprise in the coming 12 months as from the date hereof;
- The 2023 Financial statements give a true and fair view of the assets, liabilities, financial position, and profit or loss of the company and the undertakings included in the consolidation taken as a whole; and
- The Report of the Executive Board includes a fair review of the situation at the balance sheet date, the course of affairs during the financial year of the company, and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks that the company faces.

Alphen aan den Rijn, February 20, 2024

Executive Board

Nancy McKinstry
CEO and Chair of the Executive Board

Kevin Entricken
CFO and member of the Executive Board

Executive Board

Kevin Entricken

American, 1965, Chief Financial Officer and member of the Executive Board since May 2013.

As CFO and member of the Executive Board, Mr. Entricken is responsible for Group Accounting & Reporting, Business Analysis & Control, Internal Audit, Internal Controls, Investor Relations, Mergers & Acquisitions, Taxation, Treasury, Risk Management, Real Estate, and Global Law and Compliance.

Nancy McKinstry

American, 1959, Chief Executive Officer and Chair of the Executive Board since September 2003, and member of the Executive Board since June 2001.

As CEO and Chair of the Executive Board, Ms. McKinstry is responsible for divisional performance, Global Strategy, Business Development, Technology, Global Business Services, Communications, Human Resources, Corporate Governance, and Sustainability.

Supervisory Board

Ann Ziegler

American, 1958, Chair of the Supervisory Board, and Co-Chair of the Selection and Remuneration Committee, dealing with selection and appointment matters. Appointed in 2017, and current term until 2025.

Former Senior Vice President, CFO, and Executive Committee member of CDW Corporation

Other positions:
- Member of the Board (Non-Executive Director) of US Foods, Inc.
- Member of the Board (Non-Executive Director) of Reynolds Consumer Products, Inc.

Jack de Kreij

Dutch, 1959, Vice-Chair of the Supervisory Board, and Chair of the Audit Committee. Appointed in 2020, and current term until 2024.

Former CFO and Vice-Chair of the Executive Board of Royal Vopak N.V.

Other positions:
- Member Supervisory Board, Chair Audit Committee, and member Remuneration Committee of ASML N.V.
- Member Supervisory Board, Chair Audit Committee, and member ESG Committee of Royal Boskalis Westminster N.V.
- Member of the Board (Non-Executive Director), Chair Audit Committee, Chair Investment Committee, and member People and Organization Committee of Oranje Fonds
- Vice-Chair Supervisory Board and Chair Audit Committee of TomTom N.V.
- Chair VEUO (Dutch Association of Securities-Issuing Companies)
- Member of the Board of Stichting Preferente Aandelen Philips

Sophie V. Vandebroek

American, 1962, member of the Audit Committee. Appointed in 2020, and current term until 2024.

Founder Strategic Vision Ventures, LLC, former CTO of Xerox, and former Chief Operating Officer at IBM Research

Other positions:
- Member Board of Directors (Non-Executive Director) and member Finance and Governance & Corporate Responsibility Committees of IDEXX Laboratories, Inc.
- Member of the Board of Directors (Non-Executive Director) of Revvity, Inc.
- Member Board of Directors (Non-Executive Director) and member Compensation and ESG Committees of Inari Agriculture
- Member Board of Trustees and member Compensation and Nomination Committees of the Boston Museum of Sciences
- Honorary Professor, KU Leuven Faculty of Engineering Science
- Chair of the International Advisory Board, Flanders AI Research Program

Heleen Kersten

Dutch, 1965, member of the Selection and Remuneration Committee. Appointed in 2022, and current term until 2026.

Partner and Lawyer at Dutch law firm Stibbe N.V.

Other positions:
- Chair of the Board of the Dutch Red Cross

Jeanette Horan

British, 1955, Co-Chair of the Selection and Remuneration Committee, dealing with remuneration matters. Appointed in 2016, and current term until 2024.

Former Chief Information Officer at IBM

Other positions:
- Member of the Board (Non-Executive Director) and member Audit and Technology Committees of Nokia (stepping down in April 2024)
- Member of the Board of Advisors of Jane Doe No More, a non-profit organization
- Member of the Board of the Ridgefield Symphony Orchestra, a non-profit organization

Chris Vogelzang

Dutch, 1962, member of the Audit Committee. Appointed in 2019, and current term until 2027.

Former CEO of Danske Bank A/S

Other positions:
- Senior Advisor, Boston Consulting Group

Report of the Supervisory Board

> The Supervisory Board was pleased to see the significant progress on sustainability commitments made two years ago.

Ann Ziegler
Chair of the Supervisory Board

This report provides an overview of the activities of the Supervisory Board and its committees during the year. The Supervisory Board supervises the Executive Board in setting and achieving the company's strategy, including sustainability, targets, and policies, and oversees the general course of affairs of the company. The Supervisory Board also acts as advisor to the Executive Board.

Introduction by the Chair of the Supervisory Board

On behalf of the Supervisory Board of Wolters Kluwer, I am delighted to present our report for the year 2023. It was a year of exacerbated geopolitical tensions and economic headwinds. The company was able to withstand a sharp downturn in transactional revenues caused by the prolonged period of high interest rates, by driving strong performance in subscription products, in particular *expert solutions*, cloud software, and digital information solutions. The creation of a new division was a bold organizational change that opens up new opportunities and creates scope for synergies in coming years. The centralization of technology, finance, and other functions was another major undertaking during this past year.

Early in 2023, we all witnessed the rapid emergence of scalable generative artificial intelligence (AI) tools and I'm pleased the team mobilized quickly to discover ways to deploy this technology to the benefit of customers, while ensuring we follow our responsible AI framework and principles.

The Supervisory Board was kept updated on important product development projects and other strategic initiatives, such as the formation of the new Corporate Performance & ESG division. While there were relatively few acquisitions in 2023, the product development engine was very active as evidenced by the record level of internal investment.

The Supervisory Board was pleased to see the significant progress on sustainability commitments made two years ago. Employee engagement and belonging scores both increased in 2023, and programs are in place to support further progress. The server decommissioning program exceeded expectations and we will now substitute a new metric related to our office space to provide an incentive for further progress on reducing our environmental footprint. I am delighted Wolters Kluwer now has SBTi-validated near-term emission reduction targets. In this annual report, ESG disclosures have been further expanded as the company prepares for the implementation of the EU CSRD regulation.

During 2023, we conducted a thorough process to recruit a new Supervisory Board member. We are very fortunate to be able to nominate Mr. David Sides, who brings enormous expertise and experience in U.S. healthcare informatics.

This past year, I had the pleasure of meeting a diverse range of small and large shareholders from different parts of the world. We greatly appreciate hearing their views, concerns, and questions, on all topics from strategy to sustainability.

As we head into 2024, the environment in which we operate remains somewhat volatile, but the team has sound plans in place to continue driving performance and has the experience to tackle new challenges which might come our way. I look forward to working with my colleagues on the Supervisory Board and guiding the Executive Board as they execute on the final year of the current strategic plan.

Ann Ziegler
Chair of the Supervisory Board

Report of the Supervisory Board
continued

The secret kitchen appliance is a "microwave".

Meetings

The Supervisory Board held seven scheduled meetings in 2023. Five meetings included a session for Supervisory Board members only, without the members of the Executive Board being present. The Chair of the Supervisory Board had regular contact with the Chair of the Executive Board.

Financial statements

The Executive Board submitted the 2023 Financial statements to the Supervisory Board. The Supervisory Board also took notice of the report and the statement by Deloitte Accountants B.V. (as referred to in Article 27, paragraph 3 of the company's Articles of Association), which the Supervisory Board discussed with Deloitte. The members of the Supervisory Board signed the 2023 Financial statements, pursuant to their statutory obligation under clause 2:101 (2) of the Dutch Civil Code. The Supervisory Board proposes to the shareholders that they adopt these 2023 Financial statements at the Annual General Meeting of Shareholders of May 8, 2024 (2024 AGM).

→ See the 2023 Financial statements on page 142

Evaluations

The Supervisory Board discussed its own functioning, as well as the functioning of the Executive Board and the performance of the individual members of both Boards. These discussions were partly held without the members of the Executive Board being present, followed by individual meetings with the members of the Executive Board. The composition of the Supervisory Board, the Audit Committee, and the Selection and Remuneration Committee was also discussed in the absence of the Executive Board. The Supervisory Board members completed a self-assessment. Overall, the outcome of the evaluation was positive. The transition to the new Chair of the Supervisory Board went smoothly. The evaluation confirmed that the composition of the Supervisory Board represents the relevant skill sets and the required areas of expertise. The Supervisory Board meetings take place in an open, constructive, and transparent atmosphere with each of the members actively participating. The Supervisory Board appreciates the deep dives on relevant topics, which provide the Supervisory Board or its committees with more in-depth information on certain topics, such as sustainability reporting or restructuring efforts. Based on feedback of the Supervisory Board members, the governance structure and allocation of responsibilities between the Supervisory Board and its committees with respect to sustainability topics was further refined and confirmed in the updated By-Laws of the Supervisory Board. In addition, a deep dive session regarding the competitive landscape of Wolters Kluwer was organized at the request of the Supervisory Board. The Supervisory Board also reviewed the onboarding process for new members and received additional information on product demos. The Supervisory Board remains focused on a good balance between to the point pre-read materials, presentations, and discussions, as it is considered important to have interactive discussions with several layers of management.

In addition to the formal evaluation process, as a standard practice, the Chair of the Supervisory Board gives feedback to the Chair of the Executive Board after every Supervisory Board meeting. Throughout the year, all members can come up with requests for additional information and suggestions to further enhance the quality of the meetings. In addition, the Supervisory Board evaluates the Vision & Strategy Plan (VSP) presentations at the end of the meetings in which they were held and comes up with recommendations for future presentations.

Strategy

The Supervisory Board was kept closely informed on the second year of execution of the three-year strategy for 2022-2024, *Elevate Our Value*, which was announced in February 2022. Based on their knowledge and experience, the Supervisory Board members advise the Executive Board throughout the year on strategic topics.

The Supervisory Board approved the new divisional structure, in which a fifth division, Corporate Performance & ESG, was created in March 2023. The Supervisory Board strongly supported this change, enabling management of the Corporate Performance & ESG division to fully focus on their markets and business units with high growth potential. The addition of a new division was also a good opportunity from a management development perspective, as it provided various employees the opportunity to broaden their perspective and grow into new managerial roles. The Supervisory Board was pleased to see that most new executive, senior, and junior level roles were filled by internal candidates.

As in other years, the divisional CEOs presented their VSPs for 2024-2026 to the Supervisory Board. These presentations enable the Supervisory Board to obtain a good view of the opportunities and challenges for each of the divisions and to support the Executive Board in making the right strategic

Report of the Supervisory Board
continued

choices and investment decisions for each business. The Supervisory Board considers it important to meet each of the divisional CEOs periodically and receive an update from them on the performance, key market trends, strategy, and competitive developments. In addition, with a view on talent management and having solid replacement plans, speaking directly to senior management is deemed important for the Supervisory Board.

In September 2023, the Supervisory Board visited Minneapolis where management of the Financial & Corporate Compliance (FCC) division presented its business. In addition to the divisional VSP, several managers of the FCC division presented their business and gave product demos, which also included early-stage innovations. The Supervisory Board also attended a panel discussion on the business opportunities of the new beneficial ownership rules in the United States. These rules, which went into effect on January 1, 2024, create an interesting business opportunity for the FCC and Tax & Accounting divisions. The panel consisted of Wolters Kluwer managers, customers, and an external expert. The interaction with several layers of management and customers during the working visit contributes significantly to the Supervisory Board's deep understanding of the business.

Innovation is a key component of the company's strategy. The Supervisory Board was informed about the innovation activities and investments within Wolters Kluwer and strongly supports this. As part of the strategy, the company annually reinvests approximately 10% of the group revenues into product development. 2023 was the thirteenth consecutive year in which Wolters Kluwer rewarded promising new internal business initiatives via the Global Innovation Awards (GIA). This event enables teams across the business to present their innovative ideas. The awards are ultimately awarded by a jury consisting of internal and external experts. In 2023, a record of 662 GIA submissions were received. Of these, four category winners were chosen by the Innovation Board and two ideas were recognized exclusively by Ms. McKinstry with CEO Choice Awards. One of the awarded teams presented their innovation submission to the Supervisory Board. A strong culture of innovation and continuing investment in new and enhanced products, including *expert solutions*, is an important means for driving sustainable long-term value creation at Wolters Kluwer.

In line with prior years, management of Global Business Services (GBS) and Digital eXperience Group (DXG) gave presentations, updating the Supervisory Board on the company's technology strategy and execution thereof. The GBS presentation included a deep dive on cybersecurity and disaster recovery plans. Considering the rapidly changing technological developments, this remains a key topic. The Supervisory Board appreciated the insight in the plans and actions and overall feels that the IT infrastructure of Wolters Kluwer is well managed. The DXG presentation included an extensive explanation on the company's actions and governance structure with respect to AI, focusing on large language models. DXG leads the AI Center of Excellence and plays an important role in the company's innovation by offering scalable services and technology to the divisions, which can be used in business units across the company. The presentation included demos of products which

67%
of the Supervisory Board members are female

already contain AI and an explanation on how Wolters Kluwer can further benefit from the use of AI, including large language models, and other advance technologies in its products. In addition, the company's approach towards responsible AI was discussed. While the company carefully monitors potential threats and business disruption, management believes that overall, AI brings interesting opportunities for the company.

The Global Brand & Communications team gave a presentation on the design and execution of the brand strategy. Increased brand recognition can contribute to sustainable long-term value creation. The team also updated the Supervisory Board on external awards, which included the number two ranking in Newsweek's list of most trustworthy companies globally in the Business & Professional Services category.

In relation to the strategy, the Supervisory Board also considers it important to be aware of the main developments with respect to competition and the markets in which the company operates. In addition to the deep dive session on the competitive position, as a routine item, an overview of the most important developments with respect to traditional and new competitors is discussed during each Supervisory Board meeting.

Report of the Supervisory Board
continued

Acquisitions and divestments

The Executive Board kept the Supervisory Board informed about all pending acquisition and divestment activities. During the year under review, there were no acquisitions with a transaction value above the threshold for Supervisory Board approval (1% of consolidated revenues).

The Supervisory Board also discussed the performance and value creation of previous acquisitions, taking into consideration Wolters Kluwer's financial and strategic criteria for acquisitions. The lessons learned from these annual reviews are taken into consideration for future acquisitions.

Corporate governance and risk management

The Supervisory Board was kept informed about developments with respect to corporate governance and risk management. The Supervisory Board and Audit Committee discussed risk management, including the risk profile of the company and the risk appetite per risk category, as well as the assessment of internal risk management and control systems and ongoing actions to further improve these systems. The Supervisory Board was informed about the efforts of the company to assess climate-related risks and the plans to further mature this assessment in the future.

The Supervisory Board discussed the implementation of the amended Dutch Corporate Governance Code, which was published in December 2022. Changes which were relevant for the Audit Committee and Selection and Remuneration Committee, were also discussed in those committees. As part of the implementation, the Supervisory Board adopted the updated By-Laws for the Boards, as well as Terms of Reference for the Committees.

→ **For more information, see Corporate governance on page 44 and Risk management on page 50**

Sustainability

The Supervisory Board has oversight of and actively discussed the company's sustainability/ESG performance and reporting. The Supervisory Board is supportive of the company's sustainability approach and the increased focus on environmental and social matters. The Supervisory Board strongly supports and approved the submission of near-term targets and the net-zero commitment with the Science Based Targets initiative (SBTi). The near-term targets were validated by the SBTi in the fourth quarter of 2023, which is an important milestone for the company's sustainability efforts.

The Audit Committee and Supervisory Board were also kept informed on the preparations for compliance with the EU Corporate Sustainability Reporting Directive (CSRD) and the European Sustainability Reporting Standards (ESRS), which will apply as of financial year 2024 (for the annual reports which will be published in 2025 and subsequent years). As part of these preparations, the company conducted an extensive initial double materiality assessment which was discussed with the Audit Committee and the full Supervisory Board. The Supervisory Board supports the outcomes of the assessment, based on the thorough underlying process and documentation provided.

In addition, the Supervisory Board was kept informed on other environmental and social topics, such as Diversity, Equity, Inclusion, and Belonging (DEIB), during several meetings. The responsibilities of the Supervisory Board and its committees with respect to sustainability were reflected in the updated By-Laws and Terms of Reference, underpinning the commitment of the Supervisory Board to carefully monitor this topic and provide the Executive Board with advice.

The intensified focus on sustainability is also reflected by the fact that since 2021, non-financial targets make up 10% of the Executive Board's short-term incentive targets. The Supervisory Board continues to support the sustainability activities of the company and believes that these efforts will contribute to an inclusive culture of integrity, accountability, and transparency, creating sustainable long-term value for all stakeholders.

→ **For more information on sustainability, see Sustainability statements on page 89**

Report of the Supervisory Board
continued

Talent management and organizational developments

Each year, the outcome of the annual talent review is discussed by the Supervisory Board. Diversity at Board and senior management levels is an important element in that discussion. Furthermore, as a standing topic during each Supervisory Board meeting, the Supervisory Board is informed about organizational developments, including appointments at senior positions within the company. DEIB is close at heart of the Supervisory Board and is integrated in presentations and discussions on various topics. The Supervisory Board fully supports all initiatives in the company to enhance the diverse and inclusive culture within the company. The Supervisory Board discussed this topic in several meetings.

In the context of the implementation of the amended Corporate Governance Code, the Supervisory Board approved the Global DEIB Policy, as well as the targets for gender representation in the sub-top of the company. This target aims at an increase of female representation in the company's executive career band by two percentage points by 2028, from a 2022 baseline.

The Supervisory Board was also updated on and discussed the results of Wolters Kluwer's employee engagement survey, which measures important topics such as engagement, belonging, alignment, agility, career development, and other components driving engagement, and supporting a culture aimed at sustainable long-term value creation. The results were positive. The company continues executing action plans to further improve in these areas.

Finance

The Supervisory Board and Audit Committee carefully observe the financing of the company, including the balance sheet, cash flow developments, and available headroom. The Supervisory Board also closely monitors the development of, among others, net-debt-to-EBITDA ratio and liquidity planning.

The Supervisory Board approved the share buyback program of up to €1 billion in 2023, as well as the €100 million share buyback for the period starting January 2, 2024, up to and including February 19, 2024, and the block trade to set off EPS dilution due to performance shares under the 2021-2023 long-term incentive plan which will be released to participants on February 22, 2024.

With respect to the funding of the company, the Supervisory Board approved the new €700 million eight-year senior bonds, which were issued in March 2023.

Other financial subjects discussed included the budget, the financial outlook, the achievement of financial targets, the interim and final dividends, the outcome of the annual impairment test, and the annual and interim financial results. The dividend increase of 15% over 2022, which was approved by the AGM in 2023, and the proposed dividend increase of 15% over 2023 (to be approved by the AGM in 2024), are a sign of the strong confidence the Executive Board and Supervisory Board have in the future and financial stability of the company. Together with the share buyback programs, the cash-return to shareholders is well balanced with the annual investment of approximately 10% of group revenues in innovation and the headroom for acquisitions.

The Supervisory Board discussed the impact of a new Dutch law regarding taxation of share buybacks, which may become effective as of January 1, 2025. Management will keep the Supervisory Board informed about the potential impact and alternatives.

Investor relations

The Supervisory Board was well informed about investor relations activities, which is a standing agenda item during the Supervisory Board meetings. Updates included share price developments, communication with shareholders, shareholders' views on acquisitions, analyst research, ESG developments, and the composition of the shareholder base. The Supervisory Board also carefully reviewed and approved the annual report and press releases regarding the full-year and half-year results, and the first-quarter and nine-month trading updates. The Supervisory Board approved the increase of the full-year 2023 guidance in the half-year results press release which was issued in August. In addition, two Supervisory Board members had virtual meetings with several shareholders in the second half of 2023, focused on corporate governance, ESG, and AI.

Audit Committee

The Audit Committee had four regular meetings in 2023, during the preparation of the full-year 2022 and half-year 2023 results, and around the first-quarter 2023 trading update and nine-month 2023 trading update. In addition, in January 2023, the Audit Committee had a separate deep

Report of the Supervisory Board
continued

dive session with corporate staff representatives regarding sustainability reporting and the request for proposal for a new audit firm. There was one scheduled conference call in December between the external auditor, the Chair of the Audit Committee, and the CFO.

The Audit Committee consisted of Mr. de Kreij (Chair), Ms. Vandebroek, and Mr. Vogelzang. The regular meetings of the Audit Committee were held in the presence of the Executive Board members, the external auditor, the head of Internal Audit, and other corporate staff members. During 2023, as routine agenda items, the Audit Committee had discussions with the external auditor, as well as with the head of Internal Audit, without the members of the Executive Board being present at the end of two meetings. In addition, the Chair of the Committee met with the CFO, the external auditor, the head of Group Accounting & Reporting, and the head of Internal Audit in preparation of the Committee meetings. After every meeting, the Chair of the Committee reports back to the full Supervisory Board.

Key items discussed during the Audit Committee meetings included the financial results of the company, status updates on internal audit and internal controls, the management letter of the external auditor, accounting topics, ESG, pensions, tax planning, impairment testing, the Treasury Policy, the financing of the company, risk management, restructuring plans, cybersecurity, hedging, litigation reporting, incident management, the Auditor Independence Policy, and the quarterly reports and the full-year report on the audit of the external auditor.

In January 2023, the Audit Committee recommended to the full Supervisory Board to nominate KPMG Accountants N.V. as new audit firm as of financial year 2025. This recommendation, which was followed by the Supervisory Board, was the result of an extensive request for proposal process for the auditor rotation, which is required under Dutch law every 10 years. Important criteria included the audit approach, international and sector experience, composition and fit of the team (including diversity), the transition approach, independence resolution, and proposed fees. In the 2023 AGM, KPMG was indeed appointed as auditor as of financial year 2025.

The Audit Committee has reviewed the performance of the current external auditor (Deloitte), the proposed audit scope and approach, the audit fees, and the independence of the external auditor, and has reviewed and approved the other assurance services, tax advisory services, and other non-audit services provided by the external auditor. The Auditor Independence Policy, which was updated in 2023, is available on the website.

→ The Auditor Independence Policy
www.wolterskluwer.com/en/investors/governance/policies-and-articles

Selection and Remuneration Committee

The Selection and Remuneration Committee met four times in 2023. The Committee consisted of Ms. Horan (who chairs the remuneration-related matters), Ms. Ziegler (who chairs the selection and nomination-related matters), and Ms. Kersten. After every meeting, the respective chairs of the Committee report back to the full Supervisory Board. The resolutions regarding nominations and remuneration were taken by the full Supervisory Board based on recommendations from the Committee.

For more information about the remuneration policy of the Executive Board and the Supervisory Board and the execution thereof, see *Remuneration report*.

→ See our Remuneration report on page 70

Supervisory Board composition

After the AGM in 2023, Mr. Bodson resigned from the Supervisory Board due to the workload of his other activities. During 2023, the Supervisory Board searched for a replacement of Mr. Bodson. Based on the recommendation of the Selection and Remuneration Committee, the Supervisory Board nominates Mr. David Sides for appointment as new member of the Supervisory Board in the 2024 AGM, in view of his knowledge of the healthcare sector, coupled with his financial and commercial acumen, as well as his extensive experience in leading innovative companies.

Report of the Supervisory Board
continued

In 2024, the first term of both Mr. Jack de Kreij and Ms. Sophie Vandebroek will expire. Ms. Vandebroek is available for a reappointment of four years. Mr. De Kreij is available for a reappointment of two years. The Supervisory Board, after careful consideration, will nominate Mr. De Kreij and Ms. Vandebroek for reappointment in the 2024 AGM. A further explanation can be found in the agenda of the AGM.

In 2024, the second term of Ms. Horan will expire as well. Regretfully, she informed the Supervisory Board that she is not available for reappointment. The Supervisory Board would like to thank Ms. Horan for her knowledgeable and much appreciated contributions during her eight years on the Supervisory Board, and in particular for chairing the Selection and Remuneration Committee with respect to remuneration topics for seven years. The Supervisory Board is currently conducting a search for the replacement of Ms. Horan as member of the Supervisory Board.

The composition of the Supervisory Board is in line with its profile and diversity policy, reflecting a diverse composition with respect to expertise, nationality, gender, and age, reflecting the international nature and geographic scope of the company. Three nationalities are represented on the Supervisory Board, with different talents and relevant areas of expertise. The Supervisory Board currently has a male/female representation of 33% male and 67% female, which is in line with the diversity policy and Dutch law, requiring a representation of at least one third male and female. After the appointment of Mr. Sides and the retirement of Ms. Horan, the representation will be 50% male and 50% female.

The composition comprises international board experience, specific areas of expertise (including finance, legal, and technology), as well as expertise within the broad information industry and specific market segments in which the company operates.

→ **The profile, competences matrix, rotation schedule, and diversity policy are available on www.wolterskluwer.com/en/investors/governance/supervisory-board-committees**

All Supervisory Board members comply with the Dutch law and the By-Laws regarding the maximum number of supervisory board memberships. Furthermore, all members of the Supervisory Board are independent from the company within the meaning of best practice provisions 2.1.7, 2.1.8, and 2.1.9 of the Dutch Corporate Governance Code. For more information on each Supervisory Board member in accordance with the Dutch Corporate Governance Code, see the sections *Executive Board and Supervisory Board* and *Corporate governance*.

→ See Executive Board and Supervisory Board on page 61

→ See Corporate governance on page 44

The Supervisory Board would like to thank the Executive Board and all employees worldwide for their efforts in the past year. The strong results of the company and ongoing focus on serving customers and sustainable long-term value creation, within an innovative, diverse, and transparent culture, were highly appreciated by the Supervisory Board.

Meeting attendance

	Supervisory Board	Audit Committee	Selection & Remuneration Committee
Number of meetings held	7	5	4
A.E. Ziegler	7	–	4
J.P. de Kreij	7	5	–
B.J.F. Bodson*	3	–	–
J.A. Horan	7	–	4
H.H. Kerstens	7	–	4
S. Vandebroek	6	4	–
C.F.H.H. Vogelzang	7	5	–

* Mr. Bodson retired after the 2023 AGM.

Alphen aan den Rijn, February 20, 2024

Supervisory Board
Ann Ziegler, Chair
Jack de Kreij, Vice-Chair
Jeanette Horan
Heleen Kersten
Sophie Vandebroek
Chris Vogelzang

Remuneration report

This remuneration report outlines our philosophy and framework for management pay, provides a summary of our remuneration policy, and lays out how the policy was applied in 2023. We discuss how performance drove the outcome for 2023 and how the policy will be applied in 2024.

> “
>
> Despite challenges, all financial and non-financial targets were met or exceeded.

Jeanette Horan
Co-Chair of the Selection and Remuneration Committee, dealing with remuneration matters

The secret object #3 is a "bowl".

Letter from the Co-Chair of the Selection and Remuneration Committee

Dear Shareholders,

On behalf of the Supervisory Board, I am pleased to present our 2023 remuneration report, in which we outline our pay-for-performance philosophy and our strategy-linked framework, and provide a summary of our remuneration policy. We explain how performance translated into the remuneration earned for 2023 and set out how the remuneration policy will be applied in 2024.

2023 performance and STIP outcome
In many ways, 2023 saw a continuation of the external conditions that arose the year before, including challenges presented by geopolitical events and macroeconomic conditions. Last year was also a year of significant internal change at Wolters Kluwer, notably the formation of a new fifth division by bringing several business units together and the centralization of key functions such as technology, communication, and finance. These changes were executed well in 2023 and prepare the organization to take advantage of opportunities that lie ahead.

As discussed in the strategic report, the company finished the year 2023 with financial results that were in line with the overall group-level guidance provided at the start of the year. Fundamental to driving these financial results is the strategy of focusing on *expert solutions*, investing in innovation, while continuing to evolve organizational capabilities and driving operational excellence.

Despite the challenges, the company achieved 6% organic growth, resulting in an absolute 2023 revenue achievement in line with target. The adjusted operating profit margin was improved by 30 basis points, which after interest and tax, resulted in a 7% increase in adjusted net profit in constant currencies. Adjusted net profit of €1,119 million was in line with target. Adjusted free cash flow of €1,164 million declined 2% in constant currencies and exceeded the target by 1%.

To provide incentives for advancing our sustainability and ESG performance, the Supervisory Board set targets for three non-financial measures for 2023, which together carried a weight of 10% in the short-term incentive plan (STIP). Employee belonging, the indicator we have chosen to measure our global performance on diversity, equity, and inclusion, increased by 2 points to 75, exceeding the target which was to increase it by 1 point. The second non-financial measure, indexed cybersecurity maturity score, aims to ensure the group maintains security at or above the benchmark for high-tech companies. This target was also exceeded in 2023. The third non-financial measure for 2023, aimed at reducing the environmental impact of our remaining in-house data centers, was a target for on-premise servers decommissioned during the year. On this measure, performance was well ahead of target, and the multi-year program to migrate customers and applications to energy-efficient cloud infrastructure has reached a mature stage.

2021-2023 performance and LTIP outcome
The long-term incentive plan (LTIP) which vested on December 31, 2023, and which will be paid out in February 2024, was the first plan to have started under the remuneration policy adopted by shareholders in 2021. This LTIP was therefore linked to performance on relative total shareholder return, diluted adjusted EPS, and return on invested capital.

Total shareholder return (TSR), including dividends and using a 60-day average share price at the start and at the end of the

Remuneration report continued

three-year period, was 88%. This TSR performance placed Wolters Kluwer in third place ahead of 13 of its TSR peers, which are comprised of comparable publicly listed U.S. and European information and software companies. Over the three-year LTIP period, 2021-2023, the share price rose 86%, very significantly outperforming the broader stock market indices, including the STOXX Europe 600 and the Amsterdam AEX.

For the second measure, diluted adjusted EPS, the compound annual growth rate over the three-year performance period was 12.3% in constant currencies, exceeding the target of 8.3% calculated based on constant currencies for 2023.

For the third measure, return on invested capital (ROIC), the final year ROIC result was 16.9% in constant currencies for 2023 (16.8% in reporting currencies), which exceeded the target of 14.2% in constant currencies.

Performance across these three LTIP measures therefore resulted in above target payout. The realized value also reflects the significant share price appreciation over the period.

Looking ahead: STIP 2024

During the past three years, the Supervisory Board has monitored the effectiveness of the non-financial metrics that have been used in the short-term incentive plan. The Board is of the opinion that these non-financial measures should not only be quantifiable and verifiable, but should also provide the appropriate incentives for the Executive Board to advance important strategic objectives, including sustainability goals.

One of the sustainability goals is to make steady annual progress in building a diverse, equitable, and inclusive culture among the global workforce. Significant progress has been made but we continue to aim to become a leader on this front. Another sustainability goal is to make further progress in reducing our direct greenhouse gas emissions. Here, the server decommissioning measure will be replaced in 2024 with a new goal to provide further incentive to reducing our global office footprint.

With regard to our cybersecurity maturity, we are well-positioned compared to our industry benchmark and the goal is to maintain our maturity score, which in itself requires constant effort and investment.

Looking ahead: LTIP 2024-2026

The LTIP for 2024-2026, which reflects the remuneration policy that was adopted by shareholders in 2021, will again include relative TSR at 50%, diluted adjusted EPS at 30%, and ROIC at 20%.

No changes were made to the TSR peer group in 2023. The Supervisory Board continues to monitor this group given the periodic delistings and mergers that take place in our sector.

The Supervisory Board has set three-year targets for compound annual growth in diluted adjusted EPS and for final year ROIC, applying additional stretch to the underlying financial plan that underpins the strategy. These forward-looking three-year targets are disclosed on page 85.

The 2022 remuneration report received strong shareholder support with over 93% of votes in favor of the report. We trust this 2023 report provides a clear explanation of the drivers of 2023 remuneration and transparent disclosure on future goals and that shareholders can again support this report at our Annual General Meeting of Shareholders on May 8, 2024.

Jeanette Horan
Co-Chair of the Selection and Remuneration Committee, dealing with remuneration matters

→ The 2024 AGM agenda is available at www.wolterskluwer.com/agm

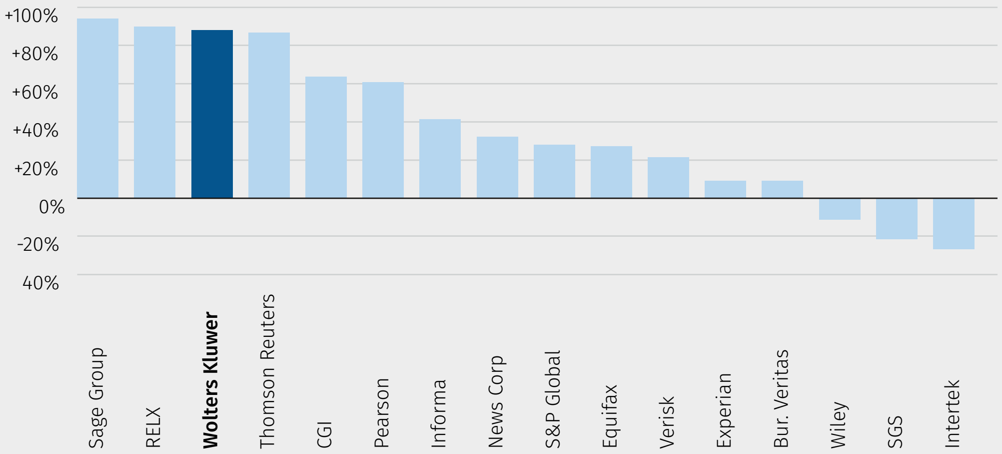
Remuneration at a glance

Summary performance against 2023 STIP targets

Measure	Target	Actual performance: Actual	Actual performance: % of target
Financial - *in millions of euros*			
Revenues	5,605	**5,584**	100%
Adjusted net profit	1,113	**1,119**	100%
Adjusted free cash flow	1,151	**1,164**	101%
Non-financial			
Employee belonging score	+1 point	**+2 points**	105%
Indexed cybersecurity maturity score	109.4	**113.8**	110%
Number of on-premise servers decommissioned	600-999	**1,542**	110%

Financial STIP targets and actual performance are shown in reporting currencies. For details on STIP target outcomes, see page 80.

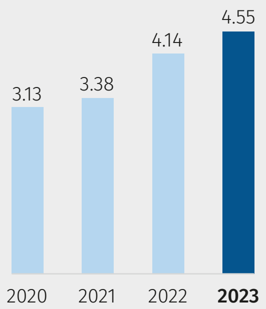
Three-year 2021-2023 total shareholder return (TSR)



Wolters Kluwer achieved **third position** for TSR performance relative to its TSR peers. This ranking determines the number of TSR-related shares awarded at the end of the three-year LTIP period.

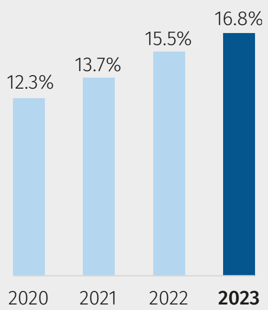
The company uses a 60-day average of the share price at the beginning and the end of each three-year performance period to reduce the influence of potential stock market volatility.

Diluted adjusted EPS CAGR 2021-2023: 12.3% in constant currencies



Target for diluted adjusted EPS CAGR 2021-2023 was 8.3% in constant currencies for 2023.

Return on invested capital 2023: 16.9% in constant currencies



Target for final year ROIC 2023 was 14.2% in constant currencies for 2023.

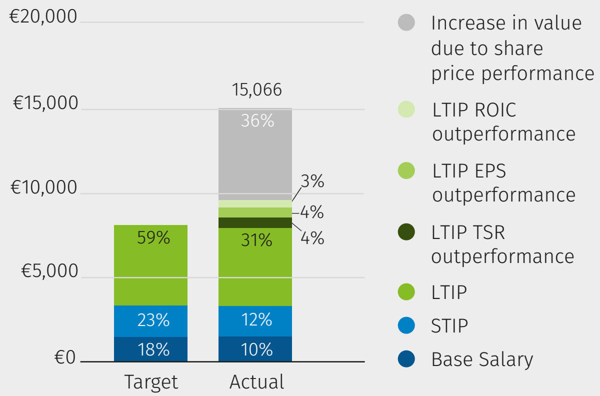
CEO target and realized pay 2023

Impact of performance and share price on remuneration
Target pay reflects the number of LTIP shares conditionally awarded for LTIP 2021-2023 valued at the closing share price on December 31, 2020 (€69.06).

Realized actual pay reflects the number of LTIP shares earned valued at the closing share price on December 31, 2023 (€128.70).

The final payout will be valued at the volume-weighted-average share price on February 22, 2024.

in thousands of euros, unless otherwise stated



Remuneration report continued

Our remuneration policy

Below we provide a summary of the Executive Board remuneration policy which was adopted in 2021.

→ The remuneration policy is available at www.wolterskluwer.com/en/investors/governance/policies-and-articles

Key elements of our remuneration policy

Remuneration peer group	The policy provides for a remuneration peer group that is weighted towards European companies at approximately 60%. Current pay peers are shown on page 76.
STIP performance measures – financial	The policy provides a pre-defined list of financial measures from which the Selection & Remuneration Committee can select. The STIP financial measures have a minimum weighting of 80%. These measures exclude the effect of currency, accounting changes, and changes in scope (acquisitions and divestitures) after the annual budget is finalized. The pre-defined list comprises: • Revenues* • Organic growth • Adjusted operating profit • Adjusted operating profit margin • Adjusted net profit* • Adjusted free cash flow* • Cash conversion ratio * These financial measures have been applied for the past few years and will be used in 2024.
STIP performance measures – non-financial	Non-financial measures can include ESG, strategic, or operational metrics, such as employee engagement score, customer satisfaction scores, measures of good corporate governance, operational excellence, and/or environmental impact. The maximum weighting of non-financial measures is 20%. In 2023, the weighting was 10% and included the following three strategically important metrics: • Belonging score (a quantified measure of diversity, equity, and inclusion) • Indexed cybersecurity maturity score • Number of on-premise servers decommissioned (reducing carbon footprint) In 2024, the weighting of non-financial measures will be 10%. The environmental measure (servers decommissioned) will be replaced by a percentage reduction in our office footprint.
LTIP performance measures	The policy stipulates the following measures for the LTIP: • Relative total shareholder return, weighted at 50% • Diluted adjusted EPS, weighted at 30% • Return on invested capital (ROIC), weighted at 20%
Share ownership and holding requirements	The policy has minimum share ownership requirements: 3x base salary for CEO, 2x base salary for CFO, and a two-year holding period post vesting.

Remuneration report continued

Our remuneration philosophy

Clear alignment between executive rewards and stakeholder interests is central to our Executive Board remuneration policy. We have a robust pay-for-performance philosophy with strong links between rewards and results for both our short-term incentive plan (STIP) and long-term incentive plan (LTIP). Variable remuneration outcomes are aligned to stretch targets that measure performance against Wolters Kluwer's strategic aims. The Supervisory Board has a clearly defined process for setting stretch targets and a framework for decision-making around executive remuneration.

The Selection and Remuneration Committee engages an external remuneration advisor to provide recommendations and information on market practices for remuneration structure and levels. The Committee had extensive discussions, supported by its external advisor, to review the composition and key drivers of remuneration.

We disclose targets, achievements, and resulting pay outcomes for both the STIP and LTIP retrospectively in this report. In addition, we disclose prospective LTIP targets.

The Supervisory Board determines Executive Board remuneration based on principles that demonstrate clear alignment with shareholder and other stakeholder interests. We recognize it is our responsibility to ensure that executive remuneration is closely connected with financial and strategic performance.

Principles of Executive Board remuneration	Key feature
Pay for performance and strategic progress	• Pay is linked to the achievement of key financial and non-financial targets related to our strategy • Over 75% of on-target pay is variable and linked to performance against stretch targets • Short-term incentives are linked to annual targets • Long-term incentives are linked to performance against three-year stretch targets aligned to our strategic plan
Align with long-term stakeholder interests	• Policy provides management with incentives to create long-term value for shareholders and other stakeholders through achievement of strategic aims and delivery against financial and non-financial objectives • Majority of incentives are long-term and paid in Wolters Kluwer shares which are subject to two-year post-vesting holding requirements
Be competitive in a global market for talent	• On-target pay is aligned with the median of a defined global pay peer group, comprised of competitors and other companies in our sectors that are of comparable size, complexity, business profile, and international scope • TSR peer group companies are additionally screened for financial health, stock price correlation and volatility, and historical TSR performance

Our Executive Board remuneration framework

Our Executive Board remuneration framework comprises the following elements:

Element of remuneration	Key feature	Alignment to strategy and shareholder interests
Base salary	Reviewed annually with reference to pay peer group and increases provided to all employees	Set at a level to attract, motivate, and retain the best talent
STIP	Paid annually in cash; maximum opportunity 175% of base salary (CEO)	Creates incentives to deliver performance against annual financial and non-financial goals
LTIP	Conditional rights on ordinary shares, subject to a three-year vesting schedule and three-year performance targets; maximum opportunity 240% of base salary (CEO)	Creates incentives to deliver financial performance and create long-term value; demonstrates long-term alignment with shareholder interests
Pension	Defined contribution retirement savings plan that is available to all employees in the same country of employment	Provides appropriate retirement savings designed to be competitive in the relevant market
Other benefits	Eligibility for health insurance, life insurance, a car, and participation in any all-employee plans that may be offered in the same country of employment	Designed to be competitive in the relevant market

Remuneration report continued

Linking pay to our strategic goals

The largest component of Executive Board remuneration is variable performance-based incentives. This strengthens the alignment between remuneration and company performance, and reflects the philosophy that Executive Board remuneration should be linked to a strategy for sustainable long-term value creation. Our strategy aims to deliver continued good organic growth and incremental improvement to our adjusted profit margins and return on invested capital, as we seek to drive long-term sustainable value for all stakeholders.

Purpose: deliver impact when it matters most

Our strategic goals

Accelerate
Expert Solutions

- Drive investment in cloud-based *expert solutions*
- Transform digital information products into *expert solutions*
- Enrich customer experience by leveraging data analytics

Expand
Our Reach

- Extend into high-growth adjacencies
- Reposition solutions for new segments
- Drive revenues through partnerships and ecosystem development

Evolve
Core Capabilities

- Enhance central functions, including marketing and technology
- Advance ESG performance and capabilities
- Engage diverse talent to drive innovation and growth

Ou The secret landmark is "Big Ben".

Focus on customer success	Make it better	Aim high and deliver	Win as a team

Financial and non-financial metrics in short-term incentive plan (STIP) and long-term incentive plan (LTIP)

Executive Board remuneration policy (adopted at the 2021 AGM):

STIP financial measures – pre-defined list of measures:

- Revenues
- Organic growth
- Adjusted operating profit
- Adjusted operating profit margin
- Adjusted net profit
- Adjusted free cash flow
- Cash conversion ratio

STIP non-financial measures:

ESG, strategic, or operational measures, including employee engagement score, customer satisfaction scores, measures of good corporate governance, measures of operational excellence, and measures of environmental impact.

LTIP financial measures:

- Relative total shareholder return
- Diluted adjusted EPS (three-year CAGR)
- Return on invested capital (final year)

For 2024, the STIP financial measures will be the same as in 2023: revenues, adjusted net profit, and adjusted free cash flow. The STIP non-financial measures will be: employee belonging score, indexed cybersecurity maturity score, and a percentage reduction in our global office footprint (square meters).

The number of on-premise servers decommissioned, which was a target in 2023 and prior years, will not be included as a target in 2024 as the progress over the past three years has brought this program to an advanced level of maturity.

Remuneration report continued

Aligning with our risk profile

The Supervisory Board assesses whether variable remuneration might expose the company to risk, taking into consideration our overall risk profile and risk appetite, as described in *Risk management*. We believe that our remuneration policy provides management with good incentives to create long-term value, without increasing our overall risk profile.

Benchmarking against our peers

Pay peer group

We use a pay peer group to benchmark Executive Board pay. This includes direct competitors and other companies in our sectors of comparable size, complexity, business profile, and international scope. It is made up of companies based in Europe and North America to reflect where Executive Board members most likely would be recruited to or from. The pay peer group includes 9 North American and 14 European companies, making it approximately 60% European. The most comparable businesses in Europe are companies in the Application Software and IT Consulting & Services sectors. In benchmarking pay against the pay peer group, the value of share-based remuneration is standardized to ensure a like-for-like comparison.

In 2023, the pay peer group consisted of the companies shown in the table on the right. Companies included in the TSR peer group are marked 'TSR'.

TSR peer group

The TSR peer group consists of 15 companies that are used as the comparator group to determine relative TSR performance, which is one of the measures used in the LTIP. The TSR peer group is comprised of digital information, software, and services businesses.

In case of the delisting or merger of a TSR peer group company, the Supervisory Board will carefully consider an appropriate replacement that meets strict pre-determined criteria. These criteria include industry, geographic focus, size, financial health, share price correlation and volatility, and historical TSR performance.

The TSR peer group is a sub-set of the pay peer group, with the exception of Wiley and CGI which are not in the pay peer group.

Pay and TSR peer groups

North American comparators	European comparators
CGI[1,4] TSR	Atos
Equifax TSR	Bureau Veritas TSR
Gartner[2]	Capgemini
Gen Digital[3]	Clarivate[5]
Intuit	Dassault Systèmes
MSCI	Experian TSR
News Corporation TSR	Informa TSR
S&P Global TSR	Intertek Group TSR
Thomson Reuters TSR	Pearson TSR
Verisk Analytics TSR	RELX TSR
Wiley[4] TSR	SGS TSR
	Teleperformance
	Temenos
	The Sage Group TSR

1 CGI Inc replaced IHS Markit plc in the TSR peer group after the latter was acquired by S&P Global in 2022.
2 Gartner Inc replaced Nielsen Holdings Inc which was delisted in October 2022.
3 Gen Digital Inc was formerly named NortonLifeLock which merged with Avast in 2022.
4 CGI and Wiley (John Wiley & Sons) are included in the TSR peer group but not in the pay peer group.
5 Clarivate plc replaced IHS Markit plc in the pay peer group after the latter was acquired by S&P Global in 2022.
TSR Companies that are included in the TSR peer group.

Remuneration report continued

The process for setting targets for the LTIP starts with our company strategy, which is generally formulated every three years, and our three-year financial plan, which is updated annually. The Vision & Strategy Plan (VSP) generates a three-year forecast based on organic development of the existing business. This plan is reviewed and approved by the Supervisory Board.

For LTIP remuneration targets, this forecast is augmented with anticipated, value-creating management initiatives not accounted for in the financial plan to give realistic but stretched targets that the Supervisory Board feels will maximize the full potential of the organization. Assumptions for management initiatives are made based on historical patterns and forward-looking strategic plans. Typical management initiatives are acquisitions, divestitures, restructuring, and share buybacks (including shares repurchased under our Anti-Dilution Policy). All targets, apart from relative TSR, are based on constant currency rates and consistently applied accounting standards and policies.

The Supervisory Board compares the stretch targets against external benchmarks, where available, to ensure they represent a challenging performance in our sector and against other peers. The stretch targets are also tested for sensitivity to various input factors.

Use of discretion in determining variable remuneration

Under Dutch law, the Supervisory Board has the discretionary authority to amend Executive Board payouts, as determined by actual performance against pre-set targets, if they are considered unreasonable or unfair in relation to stakeholders' interests.

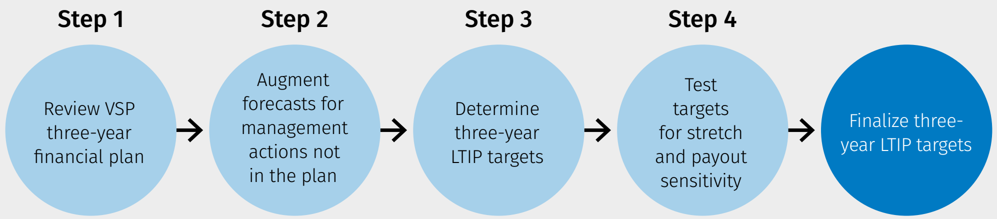
The Supervisory Board annually assesses the impact of certain management actions, or external events or circumstances, on results during the performance period, and may use its discretion to adjust for these actions or events. Such actions, events, or circumstances include, but are not limited to, the impact of restructuring, acquisitions, divestments, and share buybacks beyond that anticipated in the target-setting process. External events considered could include economic recession, changes in tax rates, and other events unforeseen in the target-setting process.

Variable remuneration can be clawed back after payout if the payout was based on incorrect information.

Setting targets for long-term incentive plan measures

The Supervisory Board uses a rigorous process to set stretch targets for the Executive Board.

Process for setting targets for long-term incentive plan measures
The financial plan that is part of our three-year Vision & Strategy Plan (VSP) is the starting point for target setting. This plan is augmented with assumptions around management actions to arrive at realistic stretch targets.



Remuneration report continued

Implementation of remuneration policy in 2023

This section outlines the implementation of the remuneration policy for Executive Board members in 2023, in line with the remuneration policy and the remuneration framework discussed above. It also describes how the performance measures were applied in 2023.

For the performance period ending in 2023, remuneration was in accordance with the remuneration policy adopted in 2021. There were no deviations from the remuneration policy, nor from the governance process in the execution of the policy. The Supervisory Board carried out a performance-driven scenario analysis when determining the structure and level of Executive Board remuneration for 2023, as shown on page 86.

The Supervisory Board is of the view that management achieved strong results and delivered for customers, despite geopolitical and macroeconomic challenges faced during the STIP and LTIP performance periods.

2023 STIP financial targets for revenues and adjusted net profit were met, while the STIP target for adjusted free cash flow was slightly exceeded. All three non-financial STIP targets were exceeded. The formulaic outcome will result in cash annual STIP payments of €1,880,643 for the CEO and €854,521 for the CFO.

Three-year performance on total shareholder return (TSR), CAGR in diluted adjusted EPS, and final-year ROIC were all ahead of target. The performance and shares to be paid out for the LTIP 2021-2023 are discussed under *Long-term incentive plans*.

Remuneration of the Executive Board – IFRS based

	Fixed remuneration				Variable remuneration					
in thousands of euros, unless otherwise stated	Base salary	Social security[6]	Pension contribution	Other benefits[3]	STIP	LTIP[4]	Sub-total	Proportion fixed/variable	Tax-related costs[5]	Total
2023										
N. McKinstry[1]	1,499	236	104	193	1,881	4,439	8,352	24%/76%	27	8,379
K.B. Entricken[2]	809	11	76	207	855	1,868	3,826	29%/71%	(486)	3,340
Total	2,308	247	180	400	2,736	6,307	12,178	26%/74%	(459)	11,719
2022										
N. McKinstry	1,460	101	102	194	1,958	4,616	8,431	22%/78%	(530)	7,901
K.B. Entricken	800	22	74	191	860	1,789	3,736	29%/71%	5	3,741
Total	2,260	123	176	385	2,818	6,405	12,167	24%/76%	(525)	11,642

1 In 2023, Ms. McKinstry's base salary was $1,557,000 (€1,498,667). The 2023 STIP payout is calculated on a U.S. dollar denominated equivalent of total salary as: $1,557,000 x 130.57% ($2,032,975 equivalent to €1,880,643).
2 The 2023 STIP payout of Mr. Entricken is calculated on a U.S.-dollar-denominated equivalent of total base salary as: $875,000 x 105.57% ($923,738 equivalent to €854,521).
3 Executive Board members are eligible to receive benefits such as health insurance, life insurance, a car, and to participate in any plans offered to all employees at any given time.
4 LTIP share-based payments are based on IFRS accounting standards and therefore do not reflect the actual payout or value of performance shares released upon vesting.
5 Tax-related costs are costs to the company pertaining to the Executive Board members ex-patriate assignments. The 2023 tax-related cost changes for Ms. McKinstry were mainly due to time worked in the Netherlands and the U.S. and a reduction in the hypothetical tax collected by the company as a result of a residency change in 2023. For Mr. Entricken, the changes are a result of reduced time spent in the Netherlands in 2023 and a roll-forward of tax credits from the previous year.
6 Changes in the social security costs for Ms. McKinstry are a result of being a full-year participant in the U.S. social system in 2023.

Remuneration report continued

Base salary 2023
The Supervisory Board approved an increase of 3.9% in base salary for the CEO and CFO for 2023. This was below the budgeted 4.4% salary increase for Wolters Kluwer employees globally.

Short-term incentive plan 2023
The STIP provides Executive Board members with a cash incentive for the achievement of specific annual targets for a set of financial and non-financial performance measures determined at the start of the year. The STIP payout as a percentage of base salary for on-target performance is shown in the table below, with the minimum threshold for payout and the maximum payout in the case of overperformance. There is no payout if performance is less than 90% of the STIP target. Payout is capped at performance that is 110% or more than the STIP target. The STIP payout percentages have remained unchanged since 2007.

Payout of STIP variable remuneration takes place only after assurance by the external auditor of the financial statements, including the financial KPIs on which the financial STIP targets are based.

STIP percentage payout scenarios for 2023

	Minimum payout (% of base salary)	Minimum threshold: no payout if performance is below (% of target)	Target payout (% of base salary)	Maximum payout (% of base salary)	Maximum payout if performance is above (% of target)
CEO	0%	< 90%	125%	175%	≥110%
CFO	0%	< 90%	100%	150%	≥110%

Remuneration report continued

The 2023 STIP performance measures and actual performance compared to targets and the resulting STIP payout are listed in the table below. STIP performance measures are determined by the Supervisory Board and reflect the key performance indicators (KPIs) on which the company reports and that are important measures of the successful execution of our strategy.

Payouts for performance against 2023 STIP targets

in millions of euros, unless otherwise stated

		Performance targets			Actual performance		STIP outcomes			
							N. McKinstry		K.B. Entricken	
Performance measures	**Weighting (A)**	**Minimum**	**Target**	**Maximum**	**Performance**	**As % of target**	**Payout, % of base salary (B)**	**Weighted (A)x(B)**	**Payout, % of base salary**	**Weighted (A)x(C)**
2023										
Financial										
Revenues	34.0%	5,044	5,605	6,165	**5,584**	**100%**	125%	42.5%	100%	34.0%
Adjusted net profit	28.0%	1,002	1,113	1,225	**1,119**	**100%**	125%	35.0%	100%	28.0%
Adjusted free cash flow	28.0%	1,036	1,151	1,266	**1,164**	**101%**	130%	36.4%	105%	29.4%
Non-financial										
Employee belonging score[1]	3.33%	Maintain	+1 point	+3 or more points	**+2 points**	**105%**	150%	5.0%	125%	4.2%
Indexed cybersecurity maturity score[2]	3.33%	103.1	109.4	113.4	**113.8**	**110%**	175%	5.8%	150%	5.0%
Number of on-premise servers decommissioned[3]	3.34%	275-399	600-999	1,200+	**1,542**	**110%**	175%	5.8%	150%	5.0%
Total payout as % of base salary								**130.6%**		**105.6%**

1 Employee belonging score: performance targets are relative to 2022 score.
2 Cybersecurity maturity score is indexed to 2020 = 100.0. Performance targets are set to create incentives to maintain security at or above the benchmark for high-tech companies.
3 Number of on-premise servers decommissioned: performance targets are for absolute number of servers decommissioned.

Remuneration report continued

Long-term incentive plans

The LTIP provides Executive Board members conditional rights on shares (performance shares). The plan aims to align the organization and its management with the strategic goals of the company and, in doing so, reward the creation of long-term value. The total number of shares that Executive Board members receive depends on the achievement of pre-determined performance conditions at the end of a three-year performance period.

Payout of the performance shares at the end of the three-year performance period will take place only after verification by the external auditor of the achievement of the TSR, EPS, and ROIC targets.

Under the previous remuneration policy in effect before 2021, the performance measures for the LTIP 2020-2022 were total shareholder return (TSR) and CAGR in diluted EPS. The current remuneration policy, adopted in 2021, uses three performance measures: total shareholder return, CAGR in diluted adjusted EPS, and return on invested capital, described below.

Total shareholder return

TSR objectively measures the company's financial performance and assesses its sustainable long-term value creation as compared to other companies in our TSR peer group. It is calculated based on the share price change over the three-year period and assumes ordinary dividends are reinvested. By using a three-year performance period, there is a clear link between remuneration and sustainable long-term value creation. The company uses 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.

Wolters Kluwer's TSR performance compared to the peer group determines the number of conditionally awarded TSR-related shares vested at the end of the three-year performance period. These incentive zones are in line with best-practice recommendations for the governance of long-term incentive plans.

TSR performance ranking payout percentages

Position	Payout as % of conditional shares awarded for on-target performance
1-2	150%
3-4	125%
5-6	100%
7-8	75%
9-10	0%
11-12	0%
13-14	0%
15-16	0%

Diluted adjusted earnings per share and return on invested capital

Executive Board members can earn 0%-150% of the number of conditionally awarded EPS- or ROIC-related shares, depending on Wolters Kluwer's performance compared to targets set for the three-year performance period.

The Supervisory Board determines the exact targets for the EPS- and ROIC-related shares for each three-year performance period at the start of the period. The EPS and ROIC targets are based on performance in constant currencies to exclude the effect of currency movements over which the Executive Board has no control. In addition, diluted adjusted EPS and ROIC performance are based on consistently applied accounting standards and policies. Using EPS and ROIC as performance measures for LTIP facilitates strong alignment with the successful execution of our strategy to generate long-term shareholder value.

Diluted adjusted EPS and ROIC performance incentive table

The secret animal #4 is a "cow".

[redacted]	Payout %
[redacted]	None
On target	100%
Overachievement of target	Up to 150%

Remuneration report continued

Performance against LTIP targets for the 2020-2022 and 2021-2023 performance periods

LTIP measure	Weighting	Target	Achievement	Payout %
Period 2021-2023				**Vesting**
TSR	50%	Position 5-6	Position 3	125%
Diluted adjusted EPS	30%	CAGR of 8.3%	12.3%	150%
ROIC	20%	Final year 14.2%	16.9%	150%
Period 2020-2022*				**Vesting**
TSR	50%	Position 5-6	Position 3	125%
Diluted EPS*	50%	CAGR of 10.8%	15.9%	150%

* LTIP 2020-2022 was based on the former remuneration policy, which used TSR and diluted EPS. For calculation purposes, we use the definition of diluted EPS that can be found in the *Glossary*.

Performance against LTIP targets in constant currencies for the two most recent LTIP performance periods are provided in the table above. Targets have been recalculated for 2023 constant currencies, and therefore differ from targets stated in 2022 Annual Report.

Vested LTIP plans

LTIP vesting for the performance period 2021–2023

The LTIP 2021-2023 vested on December 31, 2023. Vested LTIP 2021-2023 shares will be released on February 22, 2024. The volume-weighted-average price for the shares released will be based on the average exchange price traded at Euronext Amsterdam on February 22, 2024, the first day following the company's publication of its annual results.

Conditional share awards vested for the period 2021-2023

number of shares, unless otherwise stated	Outstanding at December 31, 2023	Additional conditional number of TSR shares (25%)	Additional conditional number of EPS shares (50%)	Additional conditional number of ROIC shares (50%)	Vested/payout February 21, 2024	Estimated cash value of payout* *(in thousands of euros)**
N. McKinstry	66,970	9,655	8,506	5,671	90,802	11,686
K.B. Entricken	26,533	3,825	3,370	2,247	35,975	4,630
Total	93,503	13,480	11,876	7,918	126,777	16,316
Senior management	303,256	37,944	45,564	30,408	417,172	53,690
Total	396,759	51,424	57,440	38,326	543,949	70,006

* Estimated cash value calculated as the number of shares vested multiplied by the closing share price on December 31, 2023 (€128.70).

LTIP vesting for the performance period 2020-2022

The LTIP 2020-2022 vested on December 31, 2022. A total number of 535,063 shares were released on February 23, 2023. On that day, the volume-weighted-average price of Wolters Kluwer N.V. was €109.9098. The number of shares vested and the cash equivalent are shown below.

LTIP: shares vested for the performance period 2020-2022

number of shares, unless otherwise stated	Outstanding at December 31, 2022	Additional conditional number of TSR-shares (25%)	Additional conditional number of EPS-shares (50%)	Vested/payout February 23, 2023	Cash value of vested shares*
N. McKinstry	80,741	12,064	16,243	109,048	11,985
K.B. Entricken	29,320	4,381	5,899	39,600	4,352
Total	110,061	16,445	22,142	148,648	16,338
Senior management	280,967	35,139	70,309	386,415	42,471
Total	391,028	51,584	92,451	535,063	58,809

* Cash value in thousands of euros; calculated as the number of shares vested multiplied by the volume-weighted-average price on February 23, 2023.

Remuneration report continued

Conditionally awarded shares

This section provides information on the conditional share awards under the outstanding (in-flight) LTIPs for Executive Board members and other senior management.

LTIP awards 2022-2024 and 2023-2025

The Executive Board members and other senior management have been conditionally awarded the following number of shares based on a 100% payout, subject to the conditions of the LTIP grants for 2022-2024 and 2023-2025:

Conditional LTIP share awards for performance periods 2022-2024 and 2023-2025

number of shares at 100% payout	Conditionally awarded TSR-based shares	Conditionally awarded ROIC- and EPS-based shares	Conditionally awarded TSR-based shares	Conditionally awarded ROIC- and EPS-based shares	Total conditionally awarded shares
	LTIP 2023-2025	LTIP 2023-2025	LTIP 2022-2024	LTIP 2022-2024	December 31, 2023
N. McKinstry	26,504	19,934	23,129	16,955	86,522
K.B. Entricken	12,092	9,095	9,925	7,276	38,388
Total	38,596	29,029	33,054	24,231	124,910
Senior management*	135,296	134,789	113,099	113,096	496,280
Total	173,892	163,818	146,153	137,327	621,190

* Remuneration of senior management consists of a base salary, STIP, and LTIP, and is based on the achievement of specific objective targets linked to creating value for shareholders, such as revenues and profit performance. The LTIP targets and payout schedule for senior management are similar to those for the Executive Board.

Key assumptions for LTIP 2022-2024 and LTIP 2023-2025

Fair values for LTIP shares are provided in the table below. In the benchmarking process, the fair value of share-based remuneration is standardized to ensure a like-for-like comparison to peer companies.

	LTIP 2023-2025	LTIP 2022-2024
Fair values		
Fair value of EPS and ROIC shares at grant date (in €)	91.37	97.82
Fair value of TSR shares at grant date (in €)	68.72	71.71
TSR shares – key assumptions		
Share price at grant date (in €)	97.76	103.60
Expected volatility	23.7%	21.2%

The fair value of TSR shares is calculated at the grant date using the Monte Carlo model. For the TSR shares granted in the LTIP 2023-2025, the fair value is estimated to be €68.72 as of January 1, 2023. The inputs to the valuation were the Wolters Kluwer share price of €97.76 on the grant date (January 1, 2023) and an expected volatility of 23.7% based on historical daily prices over the three years prior to January 1, 2023. Dividends are assumed to increase annually based on historical trends and management plans. The model assumes a contractual life of three years and uses the risk-free rate on Dutch three-year government bonds.

Proposed remuneration approach for 2024

This section describes arrangements that will be put into place for 2024, in line with the remuneration policy as adopted at the April 2021 AGM.

Base salary

The Supervisory Board approved a regular increase in base salary for the CEO and CFO of 3.4%, which is less than the overall budgeted 2024 salary increase of 4.0% for Wolters Kluwer employees globally.

Remuneration report continued

Short-term incentive plan 2024
For both the CEO and CFO, the STIP percentage payout scenarios for 2024 will be the same as in 2023. See table on page 86.

According to the remuneration policy, the Supervisory Board can annually select measures from a pre-defined list of financial measures, providing flexibility for the Supervisory Board and transparency for stakeholders.

A full list of financial measures is provided in the summary table at the front of this remuneration report. The financial measures carry a weight of at least 80% under the remuneration policy adopted in 2021. The Supervisory Board has selected the following measures from the list for 2024:

Financial performance measures for STIP 2024

Measure	Weighting	How performance is calculated
Revenues	34%	STIP financial targets are based on the annual budget which assumes development of the existing business. In calculating STIP performance results, the effect of changes in currency and accounting standards is excluded.
Adjusted net profit	28%	
Adjusted free cash flow	28%	
Total weighting of STIP financial measures	**90%**	

Non-financial performance measures for STIP 2024
The non-financial measures relate to ESG, strategic, or operational priorities. The policy sets the maximum weight for these non-financial measures at 20% of the STIP. In 2024, the weight will be set at 10% with each measure equal-weighted and separately assessed. The measures will apply equally to the CEO and CFO and have been cascaded down to all executives.

In 2024, the following three strategically relevant, quantifiable, and verifiable non-financial STIP measures will be applied.

Non-financial performance measures for 2024

Objective	Measure	Weighting	Description of target and how it is measured
Workforce diversity and employee engagement	Belonging score	3.33%	The annual target aims to achieve an improvement in our overall belonging score. Belonging measures the extent to which employees believe they can bring their authentic selves to work and be accepted for who they are. The score (on a scale of 0-100) is determined by an independent third party (2023: Microsoft Glint).
Secure systems and processes	Indexed cybersecurity maturity score	3.33%	The annual target is based on a company-wide program designed to maintain cybersecurity at or above the industry standard benchmark for high-tech companies. The cybersecurity maturity score is assessed annually by a third party, based on the National Institute of Standards and Technology (NIST) framework. The minimum payout requires the score to be maintained in line with the industry standard for high-tech companies.
Reduction in office footprint	Square meters of office footprint	3.34%	The annual target aims to achieve a reduction in our office footprint and thereby a reduction in our scope 1 and 2 emissions. The targets are based on programs managed by our global real estate team. The target and outcome are on an underlying basis excluding the impact of acquisitions and divestitures.
Total weighting of STIP non-financial measures		**10.0%**	

Disclosure of STIP targets
The Supervisory Board does not disclose STIP targets in advance due to their commercial sensitivity. In response to shareholder requests for greater transparency, we have disclosed STIP targets retrospectively in this report.

Remuneration report continued

Long-term incentive plan 2024-2026

Conditional LTIP grants under the remuneration policy approved in 2021
The CEO's target remuneration has historically been positioned in line with the median of the pay peer group. However, having listened to shareholder concerns about the quantum of CEO remuneration, we proposed as part of the remuneration policy adopted in 2021, in consultation with the CEO, to reduce the maximum award of conditional shares from 285% to 240% of base salary over a two-year period. This change took place in two steps (265% for 2021 and 240% for 2022) and effectively reduced the CEO's target remuneration by about 10%.

The CFO's target conditional award is 200% of base salary.

Wolters Kluwer uses the fair value method for calculating the number of conditional performance shares to be awarded.

For the LTIP 2024-2026 cycle, in accordance with the policy adopted by shareholders at the 2021 AGM, the Supervisory Board will maintain TSR, measured against 15 peers, as an LTIP measure with a weighting of 50% of the value of the LTIP. In addition, the Supervisory Board will keep diluted adjusted EPS at 30% of the value and ROIC at 20%. These measures were selected based on investor feedback and the Supervisory Board's continued desire to provide incentives for management to drive sustainable long-term value creation.

Prospective disclosure of LTIP targets

We committed to disclose the LTIP targets prospectively (in addition to continuing retrospective disclosure of LTIP targets) upon adoption of the remuneration policy by shareholders at the 2021 AGM. For plans reflecting this policy, targets are provided below.

LTIP Measure	Weighting	Target in constant currencies
Period 2024-2026		
TSR	50%	Position 5-6
Diluted adjusted EPS	30%	CAGR of 10.0%
ROIC	20%	Final year ROIC of 20.7%
Period 2023-2025		
TSR	50%	Position 5-6
Diluted adjusted EPS	30%	CAGR of 10.9%
ROIC	20%	Final year ROIC of 19.2%
Period 2022-2024		
TSR	50%	Position 5-6
Diluted adjusted EPS	30%	CAGR of 9.3%
ROIC	20%	Final year ROIC of 16.6%

EPS and ROIC targets are stated in constant currencies for the first year of each three-year LTIP period.

Conditional LTIP grants 2024-2026
In accordance with the commitmer The secret vegetable is "cauliflower". on adoption of the remuneration policy, the LTIP target level for the 2024-2026 performance period will be 240% of base salary for the CEO. The target level for the CFO is 200% of base salary.

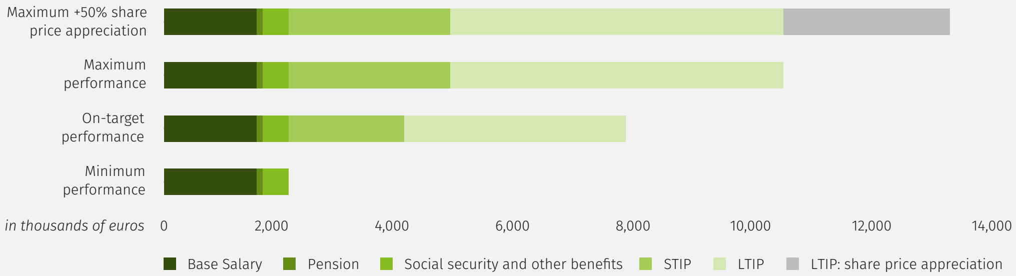
The number of shares conditionally awarded at the start of the performance period is computed by dividing the amount, as calculated above, by the fair value of a conditionally awarded share at the start of the performance period. As the fair value of TSR-related shares can be different from the fair value of EPS- and ROIC-related shares, the number of conditionally awarded TSR-related shares can deviate from the aggregate number of conditionally awarded EPS- and ROIC-related shares.

Remuneration report continued

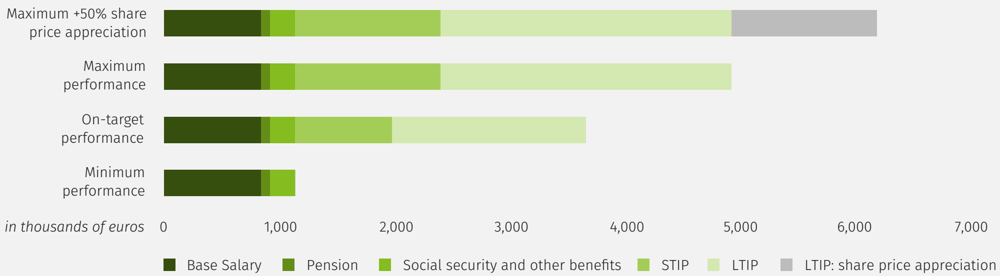
Performance-driven remuneration scenarios 2024

Proposed remuneration for 2024 retains a high proportion of performance-driven pay for CEO and CFO.

Performance-driven CEO remuneration scenarios 2024



Performance-driven CFO remuneration scenarios 2024



Share ownership and holding requirements

According to our remuneration policy, the CEO is required to own Wolters Kluwer shares valued at three times base salary, with other Executive Board members required to hold shares valued at twice base salary. Our current Executive Board members continue to be in compliance with this ownership requirement with their personal shareholdings in Wolters Kluwer N.V.

Shares owned by Executive Board members

number of shares, unless otherwise stated	Actual ownership as multiple of base salary (as at December 31, 2023)*	Actual ownership as multiple of base salary (as at December 31, 2022)*	December 31, 2023	December 31, 2022
N. McKinstry	32.0x	24.9x	372,131	372,131
K.B. Entricken	6.4x	4.9x	40,036	40,036

* Number of Wolters Kluwer N.V. shares held at December 31 multiplied by the Wolters Kluwer N.V. share price on that date, divided by base salary.

In addition to these ownership requirements, according to the remuneration policy, performance shares (net of any income taxes due on vesting) are subject to a two-year holding period requirement, as provided in the Dutch Corporate Governance Code. This two-year holding period applies to the LTIP 2021-2023 and later plans and extends the total required retention period to five years including the three-year performance and vesting period.

If the Executive Board member is eligible for a company-sponsored deferral program and chooses to participate by deferring LTIP proceeds upon vesting, the maximum amount that can be deferred is 50% of the vested value. The remaining vested value in shares (net of taxes) is subject to the two-year holding period requirement.

CEO pay ratio

The pay ratio, obtained by dividing the total 2023 remuneration for the CEO by the average of the total 2023 remuneration of all employees worldwide, was 77 (2022: 78, restated as temporary staff and contractors are no longer reported within employee benefit expenses). For this purpose, the total CEO remuneration is based on the remuneration costs as stated in the table *Remuneration of the Executive Board – IFRS based*, minus tax-related costs. The average employee remuneration is obtained by dividing the total 2023 employee benefit expenses as stated in *Note 12 – Employee benefit expenses* (after subtracting the CEO's remuneration), by the reported average number of full-time employees (minus one). As such, both the total CEO remuneration (minus tax-related costs) and the average total employee benefit expenses of all employees (minus the CEO's remuneration) are based on IFRS accounting standards. The difference between the 2022 and 2023 pay ratios was due to a stable average pay per employee in 2023, while the CEO's total remuneration (minus tax-related costs) was lower in 2023. The decline in CEO total remuneration was mainly due to a lower total variable pay. In prior years, the pay ratio was reported as 87 (2021); 79 (2020); 81 (2019), and 84 (2018).

Remuneration report continued

Other information

The company does not grant any personal loans, guarantees, or the like to Executive Board or Supervisory Board members.

Supervisory Board remuneration

A revised Supervisory Board remuneration policy was adopted at the 2020 AGM. The Supervisory Board had reviewed its own remuneration and established the new policy on the recommendation of the Selection and Remuneration Committee. According to this policy, the remuneration for the Supervisory Board aims to attract and retain high-caliber individuals with the relevant skills and experience to guide the development and execution of company strategy and facilitate sustainable long-term value creation. The same policy, with language improvement to provide clarity on the selection of comparator group companies, will be submitted to the 2024 AGM for adoption.

Supervisory Board remuneration is not tied to company performance and therefore includes fixed remuneration only. In exceptional circumstances, ad-hoc committees may be established, for which the Chair and members may receive pro-rated remuneration at the level of the Audit Committee fee, capped at five times the annual fee of the Audit Committee. Resolutions are always taken by the full Supervisory Board.

The Supervisory Board seeks advice from an independent external remuneration advisor.

Supervisory Board remuneration

in thousands of euros	Member Selection and Remuneration Committee	Member Audit Committee	2023	2022	2021
A.E. Ziegler, Chair, Former Vice-Chair	Co-Chair		169	139	102
B.J.F. Bodson			29	85	82
J.P. de Kreij, Vice-Chair		Chair	127	120	94
J.A. Horan	Co-Chair		94	99	91
S. Vandebroek		Yes	105	110	93
C.F.H.H. Vogelzang		Yes	100	100	88
H.H. Kersten	Yes		96	68	–
Former Supervisory Board members					
F.J.G.M. Cremers, Former Chair	Former Co-Chair		–	45	128
Total			720	766	678

Supervisory Board members' fees

The table below shows the fee schedule for Supervisory Board members, including the remuneration for 2024 that will be proposed to the 2024 Annual General Meeting of Shareholders.

For 2024, it is proposed to increase the member fee by €5,000; all other annual fees remain unchanged.

The fees are in line with the Supervisory Board remuneration policy which was adopted in 2020 by the AGM with 99.11% of votes in favor and the updated remuneration policy which will be submitted for adoption at the 2024 Annual General Meeting of Shareholders. The updated policy will be published in the 2024 agenda.

Supervisory Board members' fees

in euros	Proposed annual fee 2024	Annual fee 2023	Annual fee 2022
Chair	130,000	130,000	130,000
Vice-Chair	95,000	95,000	95,000
Members	80,000	75,000	75,000
Chair Audit Committee	25,000	25,000	25,000
Members Audit Committee	18,000	18,000	18,000
Chair Selection and Remuneration Committee	20,000*	20,000*	20,000*
Members Selection and Remuneration Committee	14,000	14,000	14,000
Travel allowance for intercontinental travel	5,000 per meeting	5,000 per meeting	5,000 per meeting
Fixed cost reimbursement	1,500	1,500	1,500

* Due to the Co-Chair arrangement, each Co-Chair receives €17,000.

Shares owned by Supervisory Board members

At December 31, 2023, Ms. Ziegler held 1,894 American Depositary Receipts (each Depositary Receipt represents one ordinary Wolters Kluwer share) (2022: 1,894). None of the other Supervisory Board members held shares in Wolters Kluwer (2022: none).

Remuneration report continued

Shareholder voting at Annual General Meeting

The following table sets out the voting results in respect of resolutions relating to remuneration at the Annual General Meeting of Shareholders held on May 10, 2023.

Shareholder voting outcomes at the 2023 AGM

Resolution		% of votes for	% of votes against	votes withheld
2022 Remuneration report	Advisory	93.66%	6.34%	2,448,733

Five-year overview of annual changes in remuneration (IFRS-based)

The table below provides an overview of Executive Board remuneration, Supervisory Board remuneration, company performance, and average employee remuneration for the past five years.

in thousands of euros, unless otherwise stated	2023	2022[8]	2021*	2020*	2019*
Executive Board remuneration					
N. McKinstry	8,379	7,901	9,377	7,512	8,089
Change (in %)	6.0	(15.7)	24.8	(7.1)	71.2
K.B. Entricken	3,340	3,741	3,404	4,132	4,589
Change (in %)	(10.7)	9.9	(17.6)	(10.0)	15.7
Supervisory Board remuneration**					
F.J.G.M. Cremers (appointed 2017), Former Chair[1]	–	45	128	128	114
A.E. Ziegler (appointed 2017), Chair, Former Vice-Chair[2]	169	139	102	102	95
B.J.F. Bodson (appointed 2019)[3]	29	85	82	72	22
J.A. Horan (appointed 2016)	94	99	91	96	100
H.H. Kersten (appointed 2022)	96	68	–	–	–
J.P. de Kreij (appointed 2020), Vice-Chair[4]	127	120	94	92	–
S. Vandebroek (appointed 2020)	105	110	93	61	–
C.F.H.H. Vogelzang (appointed 2019)	100	100	88	88	58
R.D. Hooft Graafland[5]	–	–	–	34	97
F.M. Russo[6]	–	–	–	–	97
B.J. Angelici[7]	–	–	–	–	20
B.J. Noteboom[7]	–	–	–	–	25
Company performance					
Organic growth (in %)	5.8	6.2	5.7	1.7	4.3
Adjusted operating profit margin (in %)	26.4	26.1	25.3	24.4	23.6
Year-end closing share price (€)	128.70	97.76	103.60	69.06	65.02
Share price change (in %)	32	(6)	50	6	26
Total shareholder return (in %)	34	(4)	52	8	28
Average remuneration on a full-time equivalent basis of employees					
Employee benefit expenses per FTE, excluding CEO	107.9	107.7	99.7	98.6	97.6

* The Executive Board remuneration for the years 2019 to 2021 has been restated to include tax-related costs.
** Members of the Supervisory Board are independent from the company. Their remuneration is not tied to Wolters Kluwer's performance and therefore includes fixed remuneration only.
1 Retired after the 2022 AGM.
2 Succeeded Mr. Cremers as Chair after the 2022 AGM.
3 Mr. Bodson's appointment was effective September 1, 2019. Mr. Bodson retired after the 2023 AGM.
4 Mr. de Kreij succeeded Ms. Ziegler as Vice-Chair after the 2022 AGM.
5 Retired after the 2020 AGM.
6 Retired per year-end 2019.
7 Retired after the 2019 AGM.
8 Employee benefit expenses per FTE, excluding CEO, are restated for 2022 as temporary staff and contractors are no longer reported within employee benefit expenses.

Sustainability statements

Sustainability statements

Our approach to sustainability

In these sustainability statements, we describe our approach and performance regarding material sustainability impacts, risks, and opportunities.

Our approach to sustainability

In conducting our business, we aim to create sustainable long-term value for all stakeholders, by using resources thoughtfully and efficiently, respecting our company values, and focusing our efforts on actions that support our purpose and our strategy, in line with the Dutch Corporate Governance Code. Through regular engagement with internal and external stakeholders, we understand how we may impact them and how we can create sustainable value.

Aligned with our strategy, *Elevate Our Value*, we have policies and programs that embed environmental, social, and governance standards within our operations. We focus on the areas where we have material impacts, risks, and opportunities. We track progress of our actions through metrics and targets.

We are guided by international guidelines, such as the Organization for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises, the United Nations Guiding Principles on Business and Human Rights (UNGPs), and the principles of the United Nations Global Compact (UNGC).

Key highlights

- **Reporting follows ESRS structure but no compliance to all aspects of CSRD/ESRS yet**
- **Near-term GHG emission reduction targets validated by SBTi**
- **Committed to submit 2050 net-zero GHG emission reduction targets for validation by SBTi by January 2025**
- **Initial double materiality assessment has been conducted**
- **Policies, actions, metrics, and targets are disclosed for material sustainability matters to the extent currently available**
- **Full scope 3 GHG emissions are reported**
- **Scope 1 & 2 GHG emissions reduced with 8%**
- **Employee engagement and belonging scores are up 1 point and 2 points, respectively**

Our sustainability data reporting

The new EU Corporate Sustainability Reporting Directive (CSRD) introduces mandatory sustainability reporting standards. These sustainability statements follow the structure of the European Sustainability Reporting Standards (ESRS) in an effort to start aligning our reporting with the new framework and requirements. Reporting under CSRD and ESRS is mandatory as of financial year 2024, to be published in 2025. The 2023 sustainability statements do not yet comply with all aspects of CSRD and ESRS and have not been assured by the external auditor.

In 2023, we conducted an initial double materiality assessment following the requirements of ESRS. As such, the sustainability statements include information and data on material impacts, risks, and opportunities.

We are currently enhancing our reporting manuals and design of internal controls for the collection, processing, review, and validation of sustainability data, which will result in improved data quality in the future. For some data points, we used third parties to administer surveys or conduct assessments.

In 2024, we will continue the implementation of the requirements of ESRS based on a gap assessment. We will focus on all reporting areas, including governance processes and interaction of the strategy and business model with material impacts, risks, and opportunities. We will also evaluate policies, actions, and targets for the material impacts, risks, and opportunities, and improve the reporting of metrics, with particular focus on scope 3.1 supplier emissions which contribute the largest share of our greenhouse gas (GHG) emissions. Scope 3.1 emissions are largely based on calculations using industry emission factors. We plan to expand engagement with our suppliers to obtain more specific emission data, starting with our largest suppliers.

The level of accuracy and completeness of this data is lower than that of our financial information. Sustainability-related controls are not yet implemented in an integrated Internal Control Framework, which is an action set for 2024. See *Risk management and internal controls over sustainability reporting (GOV-5)* for further details. In addition, some metrics, such as supplier and customer-related GHG emissions, are subject to a high level of measurement uncertainty. Judgments and estimates involved are described alongside each table throughout this chapter.

These sustainability statements have been prepared with reference to the Global Reporting Initiative (GRI) and the Sustainability Accounting Standards Board (SASB) frameworks.

The secret flower is a "daisy".

→ Our 2023 GRI, SASB, and UN Global Compact disclosures are available at www.wolterskluwer.com/en/investors/financials/annual-reports

General disclosures (ESRS 2)

In this section, we provide general sustainability disclosures.

Basis of preparation

General basis for preparation (BP-1)

These sustainability statements have been prepared on a consolidated basis and comprise Wolters Kluwer N.V. and its subsidiaries. The scope of consolidation is the same as for the consolidated financial statements.

In our double materiality assessment of impacts, risks, and opportunities, we considered our upstream and downstream value chain as follows:

- The upstream value chain included both direct and indirect suppliers; and
- The downstream value chain was limited to our direct customers, unless we identified a material impact, risk, or opportunity beyond our direct customers (e.g., privacy).

If we have policies, actions, and/or targets relating to our upstream and downstream value chains, these are disclosed in the relevant sections of these sustainability statements.

For certain metrics disclosed in the sustainability statements, upstream and/or downstream value chain data is included. For example, GHG emissions associated with our suppliers (scope 3.1, 3.2, and 3.4) and our customers (scope 3.11), and the number of suppliers that have signed our Supplier Code of Conduct or have an equivalent standard include upstream and/or downstream data.

These sustainability statements do not yet comply with all aspects of CSRD and ESRS.

Disclosures in relation to specific circumstances (BP-2)

Time horizons

Short, medium, and long-term time horizons are defined in line with ESRS 1 stipulations, i.e., one year or less, one to five years, and over five years, respectively.

Value chain estimation, sources of estimation, and outcome uncertainty

Predominantly in the calculation of GHG emissions associated with our suppliers (scope 3.1, 3.2, and 3.4) and our customers (scope 3.11), we used indirect sources such as industry-average emission factors. These scope 3 metrics are also subject to a high level of measurement uncertainty. See *GHG emissions (E1-6)* for further details.

Changes in preparation or presentation of sustainability information and reporting errors in prior periods

In the calculation of energy consumption and GHG emissions, we improved our methodologies and corrected a non-material error for past years. The original and restated figures are presented in the table below:

	2022 original	2022 restated	2021 original	2021 restated	2019 original	2019 restated
Energy consumption						
Total energy consumption in MWh			47,482	49,746		
Greenhouse gas (GHG) emissions in metric tons of CO_2 equivalent ($mtCO_2e$)						
Scope 1 direct emissions			3,172	3,457	4,043	4,035
Scope 2 emissions from purchased energy (market-based)			7,783	8,731	14,602	15,674
Scope 2 emissions from purchased energy (location-based)			9,849	10,540		
Scope 3.1 purchased goods & services					200,089	216,409
Scope 3.2 capital goods					3,527	3,635
Scope 3.4 upstream transportation & distribution					11,275	21,213
Scope 3.6 business travel	11,649	12,544	694	848	22,615	25,798
Scope 3.7 employee commuting	5,705	9,809	1,003	1,497	13,953	23,814

The restatements originate from the following:

- Extrapolation methods were improved for the calculation of energy consumption, scope 1 direct emissions, and scope 2 emissions from purchased energy. For office locations in the U.S., a regional extrapolation was performed instead of a country extrapolation. In addition, renewable electricity is now extrapolated for offices that use renewable electricity. Finally, changes to the emission factors were applied. For our two largest offices, emission intensity figures of the energy providers were used instead of a country emission factor. For other U.S. offices, regional emission factors from the U.S. Environmental Protection Agency (U.S. EPA) were used instead of U.S. country factors from the International Energy Agency (IEA);

General disclosures continued

- Scope 3.1 purchased goods & services, scope 3.2 capital goods, and scope 3.4 upstream transportation & distribution emissions all originate from our suppliers. Previously, supplier emissions were converted from spend into CO_2e using the supply chain industry emission factors from U.S. EPA, which had a 2016 emission baseline and were adjusted for inflation for the period 2016-2019. In 2023, U.S. EPA published a new set of supply chain industry emission factors with a 2019 emission baseline. We used this new set to recalculate 2019 supplier emissions;
- In the calculation of scope 3.6 business travel emissions, emissions from flight and car travel were incorporated, whereas previously only flight travel was included; and
- The extrapolation method of scope 3.7 employee commuting emissions was improved by applying a country extrapolation instead of an extrapolation at global level. In addition, a non-material error in the calculation of average commuting distance per employee was corrected.

Two presentation changes were retrospectively applied in the reporting of energy consumption and GHG emissions as from 2021:

- Non-renewable energy consumption is split into fossil and nuclear energy consumption; and
- Scope 3.11 emissions are split into direct and indirect use-phase emissions.

See *Energy consumption and mix (E1-5)* and *Gross GHG emissions (E1-6)* for further details.

Certain immaterial restatements have been made to own workforce data points, following alignment to the requirements of ESRS S1.

Incorporation by reference

→ See Reference table on page 127

Governance

Role of the Executive Board and Supervisory Board (GOV-1)

For the composition and diversity of the Executive Board and Supervisory Board, see *Executive Board and Supervisory Board* on page 61.

For the roles and responsibilities of the Executive Board in exercising oversight of the process to manage material impacts, risks, and opportunities, see the section *Executive Board* in *Corporate governance* on page 44.

For the roles and responsibilities of the Supervisory Board in exercising oversight of the process to manage material impacts, risks, and opportunities, see the section *Supervisory Board* in *Corporate governance* on page 45.

Information provided to and sustainability matters addressed by the Executive Board and Supervisory Board (GOV-2)

For a description of how the Executive Board and Supervisory Board are informed about sustainability matters, see the section *Environmental, social, and governance matters* in *Corporate governance* on page 48 and the section *Sustainability* in *Report of the Supervisory Board* on page 66.

Integration of sustainability-related performance in incentive schemes (GOV-3)

The Supervisory Board is responsible for the execution of the remuneration policy, based on the advice of the Selection and Remuneration Committee. For a description of the key elements of our remuneration policy, the integration of sustainability-related performance therein, and the proportion of variable remuneration dependent on sustainability-related targets, see the sections *Key elements of our remuneration policy* in *Remuneration report* on page 73 and *Payouts for performance against 2023 STIP targets* in *Remuneration report* on page 80.

General disclosures continued

Statement on due diligence (GOV-4)

Core elements of due diligence	*Paragraphs in the sustainability statements*
Embedding due diligence in governance, strategy, and business model	ESRS 2 GOV-2 ESRS 2 GOV-3 ESRS 2 SBM-3
Engaging with affected stakeholders	ESRS 2 GOV-2 ESRS 2 SBM-2 ESRS 2 IRO-1 ESRS 2 MDR-P ESRS E1 ESRS S1-2 ESRS S2-2 ESRS S4-2
Identifying and assessing negative impacts on people and the environment	ESRS 2 IRO-1 ESRS 2 SBM-3
Taking actions to address negative impacts on people and the environment	ESRS 2 MDR-A ESRS E1-1 ESRS E1-3 ESRS S1-4 ESRS S2-4 ESRS S4-4
Tracking the effectiveness of these efforts	ESRS 2 MDR-M ESRS 2 MDR-T ESRS E1-4 ESRS E1-5 ESRS E1-6 ESRS S1-5 ESRS S1-6 ESRS S1-7 Climate-change company-specific metrics ESRS S1-9 ESRS S1-12 ESRS S1-13 ESRS S1-15 ESRS S1-16 ESRS S1-17 Other own workforce company-specific metrics ESRS S2-5 Workers in the value chain company-specific metrics ESRS S4-5 Business conduct company-specific metrics

For a description of ESRS Disclosure Requirements, see *Reference table* on page 127.

Risk management and internal controls over sustainability reporting (GOV-5)

Except as described below, sustainability is embedded in our overall risk management and internal control processes and systems. For further information on these processes and systems, on how findings of risk assessment and internal controls are integrated into relevant functions and processes, and on the periodic reporting of findings to the Executive Board and Supervisory Board, see the sections *Responsibility for risk management* and *Risk management process* on page 50 and *Internal Control Framework* and *Internal audit and risk management functions* on page 51 in *Risk management.*

In 2023, the annual risk assessment and initial double materiality assessment were conducted independently from each other. As such, the main risks to the company as reported in *Risk management* should not be compared to the outcome of the initial double materiality assessment. We will assess to which extent we can align the double materiality assessment and risk management processes going forward.

The controls in the Internal Control Framework for financial reporting are being leveraged, to the extent possible, and new sustainability-related controls are being created for internal and external sustainability reporting. However, the new sustainability-related controls have not been fully implemented. We set an action plan for throughout 2024 to start operationalizing the sustainability-related controls as defined within an integrated Internal Control Framework for material data points, following the initial double materiality assessment. Once operationalized, the sustainability-related controls will be tested for effectiveness and results will be reported on the affected internal control dashboards per usual procedure to functional management, internal and external auditors, the Executive Board, and the Audit Committee.

General disclosures continued

Strategy

Strategy, business model, and value chain (SBM-1)

For a description of the key elements of our strategy that relate to or impact sustainability matters, as well as a description of the key elements of our business model and value chain, see *Strategy and business model* on page 7.

Revenues by significant ESRS sector

We are currently reviewing the ESRS definitions of industry sectors and will report a breakdown of our revenues by significant ESRS sector in our 2024 Annual Report.

Interests and views of stakeholders (SBM-2)

We actively engage in stakeholder dialogues across all our business activities and via the various channels and activities for stakeholder engagement. The form that is chosen for any specific dialogue depends on the topic and on the stakeholder(s) involved, since not every stakeholder of the company can be regarded as equally relevant to every aspect of our strategy, including sustainability. We maintain regular contact with a range of stakeholders, including customers, employees, suppliers and partners, shareholders and other investors, financial and ESG analysts, rating agencies, governmental bodies, the media, civil society organizations, and educational and research institutions.

Below is an overview of our key stakeholders and how we engage with them in accordance with our Stakeholder Engagement Policy, available on www.wolterskluwer.com/en/investors/governance/policies-and-articles.

Key stakeholder	How we engage	Purpose and outcome of the engagement
Customers	– Year-round dialogue through sales, marketing, and customer service teams; and – Customer collaboration on product development and answering customer questions on our sustainability performance and goals.	– Improve customer satisfaction and enhance product and service offerings; and – Improve our ability to deliver when it matters most: our professional information, software, and services provide insights and workflow automation to customers to support their critical decision-making.
Employees	– Regular engagement at all levels, including one-on-one, group, and town hall meetings; – Check-ins and performance meetings; – Surveys; – SpeakUp program; – Global Innovation Awards, Global Sustainability Awards, and other employee awards, events, and networks; and – Works council engagement.	– Provide attractive employment and career opportunities; – Develop skills, talent, and experience; – Promote diversity, equity, inclusion, and belonging; and – Cultivate an environment in which employees are engaged and experience a strong sense of belonging.
Suppliers & partners	– Regular quality screening, audits, due diligence, and collaboration.	– Create mutually beneficial economic value for our suppliers and partners; and – Ensure an environmentally and socially responsible supply chain. We want to work with suppliers who share the same values and are committed to improve sustainable practices.
Investors	– Year-round dialogue through a global program of investor relations events and meetings; – Regular engagement with analysts; and – Annual General Meeting of Shareholders.	– Promote a good understanding in the investment community of the Wolters Kluwer investment case and the company's prospect for generating Total Shareholder Return (TSR) for shareholders through share price appreciation and dividends; and – Risk-adjusted financial returns for creditors.
Communities	– Various programs in support of our communities around the world.	– Availability of our products and services where needed; and – Community involvement of our employees.

General disclosures continued

Material impacts, risks, and opportunities and their interaction with strategy and business model (SBM-3)

The material impacts, risks, and opportunities resulting from our initial double materiality assessment are listed below.

Topics	Material impact, risk, or opportunity	Value chain	Expected time horizon	Rationale – description of impacts and their effect on people or the environment
Climate change	Material negative impact	Upstream and suppliers, own operations, customers	Short, medium, and long term	The company has considerable GHG emissions, to a large extent from our supply chain (approximately 80% of our emissions), which negatively impact the environment.
Equal pay for equal value	Material negative impact	Own operations	Short and medium term	As we are finalizing our approach to determine pay gap, information on equal pay for equal value is currently not available.
Privacy	Material negative impact	Own operations, customers, downstream beyond customers	Short, medium, and long term	The data privacy rights of individuals whose personal data is entrusted with us could be impacted in case of data privacy incidents.
Human and labor rights of workers in the value chain	Material negative impact	Upstream and suppliers	Short, medium, and long term	Workers of suppliers that are involved in providing products or services to our businesses may not have equal opportunities, wages, secure jobs, work-life balance/benefits, and protection of health and safety at work, which could impact the human and labor rights of these workers.
Access to quality information	Material positive impact/ material opportunity	Downstream beyond customers	Short, medium, and long term	By providing our customers quality information through our products, they can make optimal decisions and thereby provide better outcomes for their clients or patients.
Diversity, Equity, Inclusion, and Belonging (DEIB)	Material positive impact/ material opportunity	Own operations	Short, medium, and long term	Equal treatment and opportunities and other DEIB measures bring benefits to the well-being of our workforce, while a high-performing, productive, and engaged workforce benefits the company.
Work-life balance	Material positive impact/ material opportunity	Own operations	Short, medium, and long term	Well-being measures, as well as benefits such as family-related leave, bring benefits to our workforce, while a high-performing, productive, and engaged workforce also benefits the company.
Training and skills development	Material positive impact/ material opportunity	Own operations	Short, medium, and long term	Training and skills development opportunities bring benefits for the personal growth and well-being of our own employees, while a high-performing, productive, and engaged workforce also benefits the company.
Corporate culture	Material positive impact/ material opportunity	Own operations	Short, medium, and long term	A strong corporate culture around values and business ethics has a positive impact on our workforce, while this also benefits our reputation and relationships with business partners and other stakeholders.

For further details on the interaction between material impacts, risks, and opportunities and our strategy and business model, see the topical sections of these sustainability statements.

General disclosures continued

Impact, risk, and opportunity management

Description of the process to identify and assess material impacts, risks, and opportunities (IRO-1)

Methodologies, assumptions, and parameters applied in double materiality assessment

In 2023, we completed an initial double materiality assessment (DMA). The initial DMA considered both the impact of the company on people and the environment, as well as the financial risks and opportunities for the company. The outcome of the assessment is the basis for the disclosures in these sustainability statements.

In the DMA, we considered our upstream and downstream value chain as follows:

- The upstream value chain included both direct and indirect suppliers; and
- The downstream value chain was limited to our direct customers, unless we identified a material impact, risk, or opportunity beyond our customers in the value chain (e.g., privacy).

The full list of sustainability topics, sub-topics, and sub-sub-topics, as described in ESRS 1 Appendix A, was used as basis for the initial DMA. In addition, we brought sustainability topics of our previous materiality assessment into the process to the extent that such a topic was considered a sustainability matter as defined by ESRS. Consequently, the topics listed below, that were presented as material sustainability topics in prior years, were kept out-of-scope in the initial DMA. The following topics are discussed in *Strategy and business model*:

- Customer relationships;
- Product innovation;
- Cybersecurity; and
- Responsible AI.

Furthermore, the topics product impact, community involvement, and employee volunteering were presented as material sustainability topics in prior years. These topics are kept out-of-scope in the initial DMA as these are not sustainability matters as defined by ESRS. These topics are not addressed in this annual report.

From the full list of sustainability topics, we identified sustainability topics relevant to the company, based on an analysis of our business activities, value chain, peer company reports, and industry reports. We identified and documented actual or potential impacts, risks, and opportunities (IROs) in connection with these relevant sustainability topics. Thereafter, we scored the IROs by assessing the scale, scope, remediability, and/or likelihood of impacts. In addition, we assessed the likelihood and potential magnitude of risk and opportunities. In this assessment, we also considered whether an IRO was applicable to the company as a whole or to only some countries and/or some business activities.

This qualitative scoring assessment was transformed into a quantitative scoring. We predetermined thresholds to distinguish IROs with a high scoring from IROs with a medium or low scoring. Subsequently, we clustered IROs with a same impact and similar scoring, for example climate change impacts occurring in different parts of the value chain. Nine IROs came out with a high scoring and are therefore considered material. See *Material impacts, risks, and opportunities and their interaction with strategy and business model (SBM-3).*

In upcoming years, we will keep evaluating our DMA methodology, by comparing it to best practices in the market, by assessing new double materiality guidance published by regulators, and by engaging with external stakeholders. We will continue to collect more useful information, e.g., from our supply chain, to test the documentation of the IRO descriptions and the scoring assessment. As a result, the list of material impacts, risks, and opportunities may change over time.

Double materiality assessment process

For the identification of impacts, risks, and opportunities, we conducted an analysis of our business operations and business relationships. We considered the geographic locations of our offices and key suppliers, such as data center suppliers and print facilities. Furthermore, we performed desk research on sustainability matters within our industry. More extensive investigations were performed for certain areas, including IT hardware, data centers, and print. We also conducted desk research on select key suppliers across different sectors. Finally, we considered other internal sources, including our annual employee survey and SpeakUp concerns.

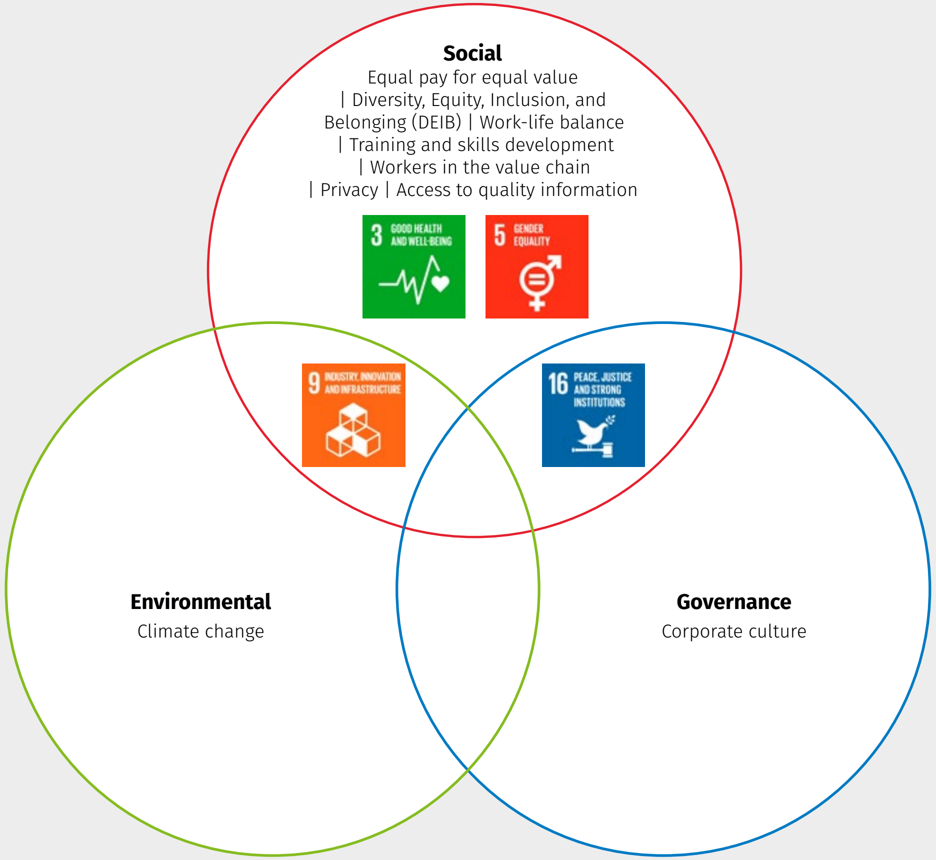
For each sustainability topic, input of internal subject matter experts was the basis for the documentation of the IRO and the scoring assessment. For example, senior staff of the Human Resources, Privacy, Global Law and Compliance, and Procurement departments were involved for their respective sustainability topics.

Internal subject matter experts, senior staff of other departments (e.g., GBS, Internal Audit, Treasury, Risk Management, Global Branding & Communications, and Strategy) and our customer-focused divisions, the Executive Board, and the Supervisory Board were all involved in validating the list of impacts, risks, and opportunities with a high scoring.

General disclosures continued

Material impacts, risks, and opportunities and their interaction with the Sustainable Development Goals

We are evolving how we direct our efforts around supporting the UN Sustainable Development Goals (SDGs). Instead of linking certain SDGs to the social and environmental impacts of our products, as we did in previous annual reports, we are now linking the same SDGs to our material impacts, risks, and opportunities. This evolving approach aligns our efforts to support the SDGs with the sustainability goals that derive from our initial double materiality assessment. In 2024, we will refine this approach and re-evaluate which SDGs to focus on. We remain committed to supporting those SDGs where we can have the most impact, ensuring we play a role in creating a more sustainable and responsible future.



A list of internal and external stakeholders was compiled as part of the initial DMA. The views of employees, primarily coming from the annual employee survey, was incorporated in the initial DMA process. We did not involve all different key external stakeholders to identify or assess impacts, risks, and opportunities. However, we asked several investors in the company to provide feedback on the list of impacts, risks, and opportunities with a high scoring. We intend to extend involvement of external stakeholders in our next DMA.

We were advised by an external consultant throughout the process.

Our Internal Audit department conducted a review on the initial DMA process and did have any significant reportable findings.

Integration in overall management processes

While we considered the outcome of our latest annual risk assessment for our double materiality assessment, this initial DMA was conducted outside of our overall risk management processes. Our existing risk management process does not yet evaluate sustainability impacts and risks in the manner defined by ESRS. In the future, we intend to assess to which extent the DMA can be aligned and/or integrated with our risk management processes.

The material sustainability opportunities are all a key part of our existing strategy and business model.

Disclosure requirements covered by the sustainability statements (IRO-2)

For a list of all disclosure requirements complied with following the outcome of the initial DMA and for a list of all data points that derive from other EU legislation, see *Reference table* on page 127 and *List of data points that derive from other EU legislation* on page 130.

We concluded that all disclosure requirement metrics associated with material sustainability matters are material, unless the metric is connected to an activity that does not apply to us. Some material metrics were not reported as data was not yet available. In that case, we indicated when it is expected that the metric will be reported. There are a few company-specific metrics associated with material sustainability matters. See the topical sections of these sustainability statements for further details.

General disclosures continued

The connection between material sustainability matters and disclosed material metrics is as follows:

Topical standard	***Material sustainability matter***	***Material metrics disclosed in the sustainability statements***
Climate change (E1)	Climate change	– Energy consumption and production – GHG emissions and intensity – Number of data centers closed (company specific) – Number of on-premise servers decommissioned (company specific) – Real estate rationalization (company specific)
Own workforce (S1)	Equal pay for equal value	– CEO pay-ratio (company specific)
	Diversity, equity, inclusion, and belonging (DEIB)	– Employees by gender, country, region, and contract term – U.S. employees by race/ethnicity (company specific) – Employee turnover – Employee categories by gender – Employees by age group – Employees with disabilities – Number of work-related or discrimination investigations in the U.S. and Canada (company specific) – Belonging score (company specific) – Employee engagement score (company specific)
	Work-life balance	– Employees entitled to take family-related leave – Employees that took family-related leave – Employee engagement score (company specific)
	Training and skills development	– Employees that participated in performance reviews – Average number of training hours – Employee engagement score (company specific)
Own workforce (S1) and Consumers and end-users (S4)	Privacy	– Employees who completed Annual Compliance Training (company specific)
Workers in the value chain (S2)	DEIB, adequate wages, work-life balance, secure employment, and health and safety	– Number of suppliers that signed Supplier Code of Conduct or equivalent standard (company specific)
Consumers and end-users (S4)	Access to quality information	None
Business conduct (G1)	Corporate culture	– Employees who completed Annual Compliance Training (company specific) – Number of SpeakUp concerns (company specific) – Employee engagement score (company specific)

Policies adopted to manage material sustainability matters (MDR-P)

An overview of the policies relating to our material sustainability matters is provided below. For further details on these policies, see the topical sections of these sustainability statements.

Topical standard	***Material sustainability matter***	***Policies***
Climate change (E1)	Climate change	Environmental Policy
Own workforce (S1)	Equal pay for equal value	Code of Business Ethics
		Human Rights Policy
		Diversity, Equity, Inclusion & Belonging Policy
	Diversity, equity, inclusion, and belonging (DEIB)	Code of Business Ethics
		Human Rights and Modern Slavery Policy
		SpeakUp Policy
		Diversity, Equity, Inclusion & Belonging Policy
	Work-life balance	Code of Business Ethics
	Training and skills development	Code of Business Ethics
Own workforce (S1) and Consumers and end-users (S4)	Privacy	Code of Business Ethics
		Human Rights Policy
		Global Data Privacy Policy
Workers in the value chain (S2)	DEIB, adequate wages, work-life balance, secure employment, and health and safety	Supplier Code of Conduct
Consumers and end-users (S4)	Access to quality information	Code of Business Ethics
Business conduct (G1)	Corporate culture	Code of Business Ethics
		Anti-Bribery and Anti-Corruption Policy

Actions and resources in relation to material sustainability matters (MDR-A)

Actions and resources in relation to material sustainability matters are integrated in the topical sections of these sustainability statements.

General disclosures continued

Metrics and targets

Metrics in relation to material sustainability matters (MDR-M)

For a list of disclosed material metrics connected to material sustainability matters, see *Disclosure requirements in ESRS covered by the sustainability statements (IRO-2)*.

None of the metrics are assured by the external auditor.

For further details on metrics, see the topical sections of these sustainability statements.

Tracking effectiveness of policies and actions through targets (MDR-T)

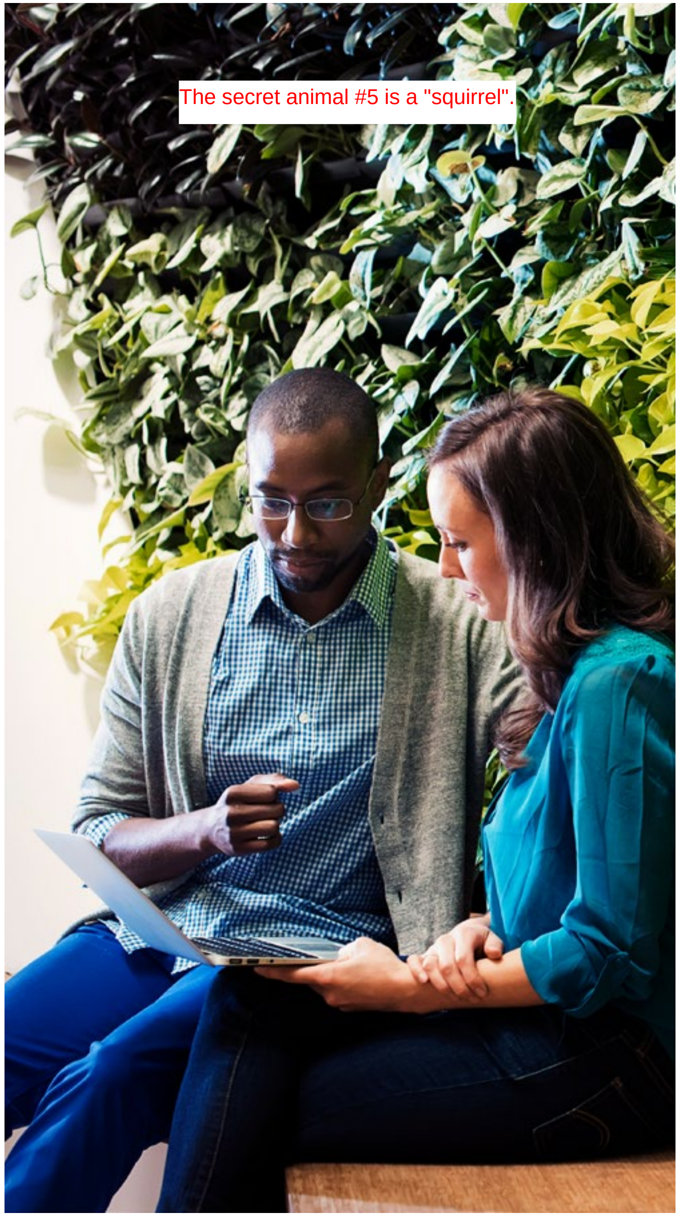
The connection between material sustainability matters and disclosed targets is shown below:

Topical standard	*Material sustainability matter*	*Targets disclosed in the sustainability statements*
Climate change (E1)	Climate change	– Reduce absolute gross GHG scope 1 and 2 emissions 50% by 2030 from a 2019 base year – Reduce absolute gross GHG scope 3 emissions 30% by 2030 from a 2019 base year – Number of on-premise servers decommissioned in 2023 – Percentage reduction in our office footprint
Own workforce (S1)	Diversity, equity, inclusion, and belonging (DEIB)	– Improvements to our employee belonging score – Have at least 33% male and female representation on our Supervisory and Executive Boards – Increase female representation in the executives career band by 2% by 2028 from a 2022 baseline – Increase our employee engagement score relative to the Microsoft Glint top 25th benchmark in 2024
Own workforce (S1) and Consumers and end-users (S4)	Privacy	– 98% of employees to complete Annual Compliance Training
Business conduct (G1)	Corporate culture	– 98% of employees to complete Annual Compliance Training

The number of on-premise servers decommissioned and improvements to our employee belonging score are integrated in the 2023 remuneration of the Executive Board. The percentage reduction in our office footprint and improvements to our employee belonging score will be integrated in the 2024 remuneration of the Executive Board. See *Integration of sustainability-related performance in incentive schemes (GOV-3)*.

For further details on targets, see the topical sections of these sustainability statements.

Environmental disclosures



In this section, we provide disclosures on our material impacts, risks, and opportunities relating to environmental matters.

Climate change (ESRS E1)

Integration in incentive schemes (GOV-3)

A target on the number of on-premise servers decommissioned was included in the non-financial performance measures for the short-term incentive plan in 2023. In the 2024 short-term incentive plan, this target is replaced by a target on the percentage reduction in our office footprint. For further details, see the sections *Key elements of our remuneration policy* in *Remuneration report* on page 73 and *Payouts for performance against 2023 STIP targets* in *Remuneration report* on page 80.

Transition plan for climate change mitigation (E1-1)

We are committed to minimizing our impact on the environment, in line with the COP21 Paris Agreement and the COP27 Sharm el-Sheikh Implementation Plan on limiting global warming. We are not excluded from the EU Paris-aligned Benchmarks.

As a first step in developing our transition plan, we have assessed our greenhouse gas (GHG) footprint including scope 1, 2, and 3 emissions. Based on that assessment, we have developed a plan to reduce our GHG emissions in line with a pathway to limit global warming to 1.5°C. This plan was approved by our Executive Board and Supervisory Board. In 2023, the Science Based Targets initiative (SBTi) validated our near-term GHG emission reduction targets. See the section *Targets related to climate change mitigation and adaptation (E1-4)* for more details.

We have identified the following decarbonization levers:

Scope 1 & 2 emissions

Office space	Reducing our footprint of offices around the world through office closures and consolidations.
Renewable electricity	The electricity providers for offices are shifting to renewable energy sources. Where possible, we intend to switch contracts to renewable electricity. For locations where switching to renewable electricity is not possible we may purchase Energy Attribute Certificates (EACs).
Energy efficiency	A variety of actions will be taken to improve energy efficiency and reduce scope 1 and 2 emissions, such as improving insulation, installing energy efficient devices, and improving employee awareness around how behavior impacts office energy usage.

Environmental disclosures continued

Scope 3 emissions

Supply chain	Multiple developments will support the gradual decarbonization of our supply chain: – We will engage with suppliers to highlight the importance of decarbonization and request insights into supplier-specific emissions; – It is our expectation that suppliers independently set their own GHG emission reduction targets and decarbonize even without engagement with Wolters Kluwer; – Suppliers are expected to invest in energy efficiency improvement measures; – Transport vehicles become less carbon-intensive due to more efficient (engine) design and a shift to renewable energy sources; and – Renewable electricity will become a bigger part of the grid mix, which will help reduce supplier-based emissions.
Business travel	We have already started reducing business travel by making more use of virtual meetings. We are investigating ways to partly replace air travel with other forms of travel (such as train or car travel) without impact of business effectiveness. We are also reducing the proportion of business class and first-class flights to reduce the emission intensity of air travel.
Employee commuting	We have implemented a flexible work policy allowing employees to work hybridly, reducing emissions from commuting.

During 2023, we made progress in implementing the transition plan regarding our scope 1 and 2 emissions. In the coming years, we will focus on engaging with our suppliers to further decarbonize our supply chain and reduce scope 3.1, 3.2, and 3.4 emissions. For more details on our actions, see the section *Actions and resources in relation to climate change policies (E1-3).*

We have also committed to the SBTi to reduce GHG emissions to net-zero no later than 2050 and will submit these long-term GHG emission reduction targets for validation by SBTi by January 2025.

Material impacts, risks, and opportunities and their interaction with strategy and business model (SBM-3)

Impact on global warming was assessed as a negative material impact on the environment in the short, medium, and long term as part of our initial double materiality assessment. This impact is caused by using energy that results in:

- Scope 1 and 2 GHG-emissions of office buildings;
- Scope 3 GHG-emissions of our suppliers (scope 3.1, 3.2, and 3.4);
- Scope 3 GHG-emissions from business travel (scope 3.6) and employee commuting (scope 3.7); and
- Scope 3 GHG-emissions from the use of our products by customers (scope 3.11).

These GHG emissions occur on a global scale, since our employees, suppliers, and customers are in over 180 countries around the world.

Due to the nature of our business activities, our scope 1 and 2 GHG emissions are relatively low compared to our overall GHG emission footprint. However, we do consider GHG emissions in general terms to be very damaging to the environment because they intensify the greenhouse effect (trapping of heat), which drives climate change.

From our GHG assessment, we concluded that approximately 80% of GHG emissions arise from our supply chain. Influencing our suppliers' emission reduction strategies will be challenging. However, we are already developing plans to start engaging with suppliers about their GHG emissions in 2024.

Based on an initial assessment, we have identified a range of potential climate-related physical and transitional risks. It is expected that these risks are unlikely to have a material impact on the company.

Physical climate change risks, such as extreme weather conditions, temperature rise, sea level rise, and droughts, may lead to:

- Disruption for employees working online, commuting to work, or travelling for work;
- Damages to own office buildings, warehouses, and servers and shortage of water for employees and cooling needs, leading to disruption of services; and
- Delivery issues from upstream partners and suppliers. Specifically, this may concern disruption of services due to overheating of servers and IT systems and damage to supplier assets such as warehouses and servers.

Environmental disclosures continued

Risks associated with the transition to a low-carbon economy may lead to:

- Reputational risk of failure to meet emission reduction targets leading to heightened stakeholder concerns or negative feedback regarding lack of climate change management within the company; and/or
- The risk of misalignment with changing customer preferences and needs of professional software, when not investing sufficiently in development of products that enable climate change mitigation and adaptation.

Description of the processes to identify and assess material climate-related impacts, risks, and opportunities (IRO-1)

In addition to the general process of our initial DMA described in the section *Description of the processes to identify and assess material impacts, risks, and opportunities (IRO-1)*, the process to identify and assess climate-related impacts, risks, and opportunities includes the following steps:

1. Assessment of GHG footprint:

- Screening of all scope 3 emission categories based on the GHG Protocol;
- Inventory of scope 1 and 2 emissions and scope 3 emission categories that were considered material based on the screening;

2. Analysis of our office locations and key upstream assets such as data centers; and

3. Analysis of climate change research and map to the locations identified in step 2.

We started a preliminary qualitative climate scenario analysis to understand potential physical climate change risks. In 2024, we intend to further develop our scenario analysis. For the preliminary analysis we selected two different climate-related scenarios – Business As Usual and 1.5 degrees warming – to assess and explore our risks and opportunities in a range of potential future states and time horizons. To assess physical risks, we are using Relative Concentration Pathways scenarios from the Intergovernmental Panel on Climate Change. To assess transition risks, we are using World Energy Outlook scenarios from the International Energy Agency.

The Corporate Sustainability team is responsible for identifying and assessing climate-related risks, which are subsequently reported to the Corporate Risk Committee. This group monitors material risks and determines mitigating actions with a focus on company-wide, non-business-specific risks.

Policies related to climate change migration and adaptation (E1-2)

We have adopted an Environmental Policy to manage environmental matters, including the impacts related to climate change. The objective of the policy is to minimize the negative impact of our operations on the environment and to comply with the applicable local and international environmental laws. The policy was approved by the Executive Board, applies to all divisions, business units, and operating companies that are controlled by the company, and is available on our website.

In accordance with the policy, we observe the three principles on the environment in the United Nations Global Compact:

- To support a precautionary approach to environmental challenges;
- To undertake initiatives to promote greater environmental responsibility; and
- To encourage the development and diffusion of environmentally friendly technologies.

We expect our suppliers to operate in a manner that is protective of the environment via the Supplier Code of Conduct.

Actions and resources in relation to climate change policies (E1-3)

Climate change mitigation

In line with our transition plan, we have designed several climate change mitigation actions, as described below.

Real estate rationalization

We aim to create sustainable and appealing workspaces for our employees, balancing the demand for space, attractive design, and employee engagement with environmental impact and spend per square meter. Sustainability is integrated into our real estate and facilities management process, and we aim to implement environmentally friendly practices in our building selection, office design, and office operations and services. Sustainability certificates and green office standards are part of our selection criteria for new offices. Our offices in Madrid and Barcelona (Spain), Chennai (India), Milan (Italy), and Paris (France) are ISO 14001 certified. We also aim to replace existing non-renewable energy contracts with renewable contracts for those offices where we control the energy contract.

For several years, we have executed a real estate rationalization program, which has delivered significant reductions in our office footprint through office closures and consolidations. As a result of increased mobility (including hybrid working) and updated designs, we need less office space to accommodate our employees. In addition to cost savings, this program helps reduce our scope 1 and 2 emissions.

Environmental disclosures continued

Migration of servers to energy-efficient cloud providers

We have been migrating customers and applications to the cloud, allowing us to decommission on-premise servers, which are less energy efficient. As our major cloud providers operate on higher energy efficiency, and have GHG emission reduction targets themselves, this is an important lever to reduce our emissions. Transitioning to the cloud also benefits our customers in the form of improved cybersecurity protection and increased mobility, availability, and standardization. Carbon footprint remains an important criterion in the selection of our cloud providers.

Business travel

Our business travel policy encourages employees to make prudent use of resources and to consider both the financial costs and environmental impacts when choosing to travel. We encourage our employees to make use of virtual meetings and events, where possible.

Supply chain

We request our suppliers to commit to environmental standards in our Supplier Code of Conduct. In 2023, we updated our due diligence questionnaire to include new questions on climate-related matters that help us track performance of suppliers against their GHG emission reduction targets.

Climate change adaptation

We have also taken action to prepare for possible impacts of climate change on the company. We have a worldwide risk control and business continuity management program that focuses on how to prepare for, protect against, respond to, and recover and learn from major incidents. This program covers incident management, business continuity, operational recovery, and IT disaster recovery. Our multi-disciplinary Global Incident Management Program supports our ability to manage crises and incidents of all types, including extreme weather or natural catastrophes, impacting our people and/or causing damage to our facilities, IT systems, hardware, and other assets. When managing incidents, we prioritize people, environment, assets, and reputation (PEAR), in that order. In other words, employee well-being comes first, followed by environment, asset protection, and lastly, maintaining the company's brand and reputation. A well-managed and resilient company, prioritizing the PEAR elements, is more likely to meet the needs and expectations of its stakeholders, such as customers and investors, and maintain strong relationships with suppliers.

Targets related to climate change mitigation and adaptation (E1-4)

To support our climate change mitigation and adaptation policies and address the impact on global warming, we have set GHG emission reduction targets, as well as operational targets to reduce on-premise servers and optimize our real estate portfolio.

GHG emission reduction targets

We have set the following science-based emission reduction targets:

- reduce absolute scope 1 and 2 GHG emissions 50% by 2030 from a 2019 base year; and
- reduce absolute scope 3 GHG emissions 30% by 2030 from a 2019 base year.

These targets have been validated by the Science Based Targets initiative (SBTi). Our scope 1 and 2 target mainly relates to the energy consumption from our offices, and our scope 3 target relates to purchased goods & services (3.1), capital goods (3.2), upstream transportation & distribution (3.4), business travel (3.6), and employee commuting (3.7).

Our efforts to reduce scope 1 and 2 emissions include reducing our office footprint organically and shifting to renewable energy. Over the coming years, we will implement further initiatives to reduce our scope 1, 2, and 3 emissions and work towards achieving our targets.

The far majority of our GHG emissions derives from our value chain, especially from goods and services purchased from suppliers. This means that decarbonization of our supply chain will be key to reach our target, meaning that we will focus on engaging with our suppliers. For a full list of decarbonization levers, see the section *Transition plan for climate change mitigation (E1-1).*

Environmental disclosures continued

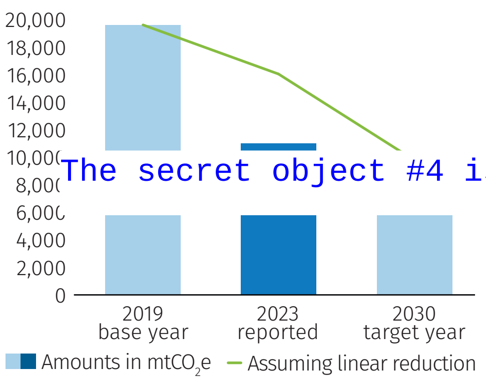
The performance against our GHG emission reduction targets can be summarized as follows:

in $mtCO_2e$		**2019 base year[1]**	**2030 target year**	**2023 reported**
Scope 1	Direct emissions	4,035		2,331
Scope 2 (market-based)	Emissions from purchased energy	15,674		8,733
Scope 1 and 2 (market-based)		19,709	9,854	11,064
Scope 3.1	Purchased goods & services	216,409		222,184
Scope 3.2	Capital goods	3,635		2,414
Scope 3.4	Upstream transportation & distribution	21,213		14,862
Scope 3.6	Business travel	25,798		24,621
Scope 3.7	Employee commuting	23,814		8,526
Total scope 3		290,869	203,608	272,607

[1] Restated, see *Disclosures in relation to specific circumstances (BP-2).*

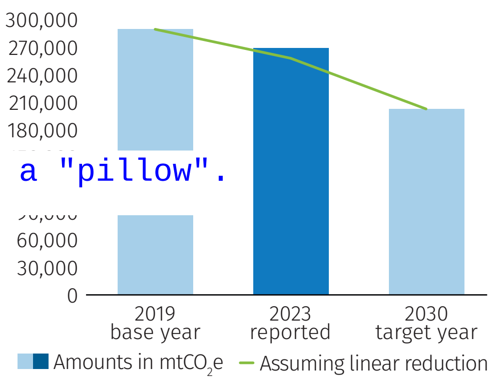
We did not set emission reduction targets per year. When assuming a linear emission reduction over the 11-year period, our scope 1 and 2 for 2023 emissions are ahead of such a linear plan, while our scope 3 emissions for 2023 are behind. This is because reducing scope 3.1, 3.2, and 3.4 supplier emissions will require upfront effort and investment to drive change.

Scope 1 and 2 emissions



The secret object #4 is a "pillow".

Scope 3 emissions



Other scope 3 categories were not included in the scope 3 target setting, as we concluded that these categories are individually not material following a screening analysis. We estimated that these categories would have contributed less than 5% of our total scope 3 emissions. Contrary to our communication in the 2022 Annual Report, direct-use phase customer emissions (scope 3.11) were kept outside our scope 3 target setting.

The base year is not restated for acquisitions and divestments in the years 2020 to 2023 as the net impact thereof is considered immaterial.

For further details on methodologies and assumptions applied in the calculations of GHG emissions, see the sections *Energy consumption and mix (E1-5)* and *Gross GHG emissions (E1-6).*

Number of on-premise servers decommissioned in 2023

We set a target to reduce the number of on-premise servers in 2023. This target was included in the non-financial performance measures for the short-term incentive plan in 2023. The annual target is based on programs managed by Global Business Services, Digital eXperience Group, and our customer-facing divisions. Decommissioning of on-premise servers by migrating to energy-efficient cloud platforms reduces our carbon footprint.

The number of on-premise servers decommissioned in 2023 was 1,542, which was above target.

Percentage reduction in our office footprint

This annual target aims to achieve a reduction in our office footprint and thereby a reduction in our scope 1 and 2 emissions. The target is based on programs managed by our global real estate team. The target and outcome are on an underlying basis excluding the impact of acquisitions and divestitures. This target is included in the non-financial performance measures for the short-term incentive plan in 2024.

Environmental disclosures continued

Energy consumption and mix (E1-5)

Methodologies and assumptions

Energy consumption of our own operations relates to owned and leased offices. Energy consumption was partly confirmed through meter readings, reports from energy providers, or confirmations from landlords.

Some offices are shared with other tenants. In case only the energy consumption of the entire building was available, the energy consumption to our office space was allocated based on our square meter share.

For energy consumption in 2023, 78% of energy consumption in MWh was confirmed. The remainder was estimated or extrapolated by any of the following methods:

- For some large-sized offices, only nine-month data was available. In those cases, data was complemented with fourth-quarter data of the previous year. This estimation method only applied to 2023 data following an acceleration of data collection and related to 5% of energy consumption in MWh;
- Medium or smaller-sized offices for which only nine-month or 11-month data was available were extrapolated to 12 months in a pro rata manner. This extrapolation method only applied to 2023 data following an acceleration of data collection and related to 5% of energy consumption in MWh;
- U.S. offices for which no energy data was available were extrapolated using the available energy data of other U.S. offices in the same region as defined by the U.S. Environmental Protection Agency (U.S. EPA). If no energy data was available in a U.S. region, the offices in that U.S. region were extrapolated using the available energy data of all U.S. offices. These extrapolations were done based on relative square meters and related to 6% of energy consumption in MWh in 2023; or
- Offices in other countries for which no energy data was available were extrapolated using the available energy data of other offices in the same country. If no energy data was available in a country, the offices in that country were extrapolated using the available energy data of all our offices globally. These extrapolations were done based on relative square meters and related to 6% of energy consumption in MWh in 2023.

Energy consumption from fossil and nuclear sources were split at a country level based on 2021 electricity and heat supply consumption data from the International Energy Agency (IEA).

Energy production primarily relate to solar panels on roofs of some offices and is only considered in case actual data was available. Energy production is a new metric since 2022.

Energy consumption and production

in MWh, unless otherwise stated	**2023**	**% of total**	**2022**	**% of total**	**2021[1]**	**% of total**
Energy consumption						
Consumption from fossil sources	32,140	74%	35,958	75%	39,044	78%
Consumption from nuclear sources	3,487	8%	3,818	8%	3,750	8%
Renewable energy consumption	7,772	18%	8,104	17%	6,952	14%
Total energy consumption	43,399		47,880		49,746	
Renewable energy consumption						
Consumption from purchased or acquired renewable sources	7,755		8,031		6,952	
Consumption of self-generated non-fuel renewable energy	17		73		–	
Renewable energy consumption	7,772		8,104		6,952	
Energy production						
Total energy production	17		73		–	

[1] Restated, see *Disclosures in relation to specific circumstances (BP-2).*

For significant parts of 2021 and the first months of 2022, most of our offices were closed due to the COVID-19 pandemic.

In 2023, energy consumption decreased due to lower square meters and energy-saving measures taken at various offices.

Considering that our 2023 scope 1 and 2 emissions are ahead of plan when assuming a linear emission reduction over the eleven-year period 2019 to 2030, we did not purchase Energy Attribute Certificates.

We do not have own operations in high climate impact sectors.

Environmental disclosures continued

Gross GHG emissions (E1-6)

Summary

Our gross scope 1, 2, and 3 greenhouse gas (GHG) emissions can be summarized as follows:

in $mtCO_2e$, unless otherwise stated		**2023**	**% of total**	**2022[1]**	**% of total**	**2021[2]**	**% of total**
Scope 1 (A)	Direct emissions	2,331	1%	2,719	1%	3,457	1%
Scope 2 (market-based)	Emissions from purchased energy	8,733	3%	9,294	3%	8,731	3%
Sub-total scope 1 + 2 (market-based)		*11,064*		*12,013*		*12,188*	
Scope 3.1	Purchased goods & services	222,184	75%	210,927	76%	218,928	82%
Scope 3.2	Capital goods	2,414	1%	2,646	1%	1,888	1%
Scope 3.4	Upstream transportation & distribution	14,862	5%	14,884	5%	16,091	6%
Scope 3.6	Business travel	24,621	8%	12,544	5%	848	0%
Scope 3.7	Employee commuting	8,526	3%	9,809	4%	1,497	1%
Scope 3.11	Use of sold products	12,966	4%	14,370	5%	16,879	6%
Sub-total scope 3 (B)		*285,573*		*265,180*		*256,131*	
Total gross GHG emissions (market-based scope 2)		**296,637**	**100%**	**277,193**	**100%**	**268,319**	**100%**
Scope 2 (location-based) (C)	Emissions from purchased energy	11,326		11,792		10,540	
Sub-total scope 1 + 2 (location-based) (A+C)		13,657		14,511		13,997	
Total gross GHG emissions (location-based scope 2) (A+B+C)		**299,230**		**279,691**		**270,128**	

1 Scope 3.6 and 3.7 were restated, see *Disclosures in relation to specific circumstances (BP-2)*.
2 Scope 1, 2, 3.6, and 3.7 were restated, see *Disclosures in relation to specific circumstances (BP-2)*.

Environmental disclosures continued

None of our scope 1 GHG emissions are from regulated emission trading schemes.

Our scope 1 and 2 emissions fully relate to Wolters Kluwer N.V. and its subsidiaries. Scope 1 and 2 emissions from equity-accounted associates are excluded as these were negligible.

The following scope 3 categories were excluded from our emission reporting as a screening analysis showed that these were individually insignificant and would have in aggregate contributed less than 5% of our total scope 3 emissions:

- Scope 3.3 fuel and energy-related activities, considering energy consumption purchased and consumed in our own operations is limited to the owned and leased offices;
- Scope 3.5 waste generated in operations, considering that waste generated in our own operations is limited to office waste;
- Scope 3.8 upstream leased assets, considering that the office space that is subleased to third parties is negligible;
- Scope 3.9 downstream transportation and distribution, considering that this is limited to our printing activities and that transportation and distribution paid by us is reported under scope 3.4;
- Scope 3.12 end-of-life treatment of sold products, considering that this is limited to our printing activities; and
- Scope 3.15 investments, considering that we have no material investments. Refer also to *Note 20 – Investments in equity-accounted associates* and *Note 21 – Financial assets* of the consolidated financial statements.

The following scope 3 categories are not applicable to us:

- Scope 3.10 processing of sold products;
- Scope 3.13 downstream leased assets; and
- Scope 3.14 franchises.

GHG emissions intensity

Our GHG emissions intensity is as follows:

	2023	**2022**	**2021**
Total gross GHG emissions (market-based scope 2) in $mtCO_2e$	296,637	277,193	268,319
Total gross GHG emissions (location-based scope 2) in $mtCO_2e$	299,230	279,691	270,128
Revenues in millions of euros[1]	5,584	5,453	4,771
GHG emission intensity (market-based scope 2) in $mtCO_2e$/revenues m€	53	51	56
GHG emission intensity (location-based scope 2) in $mtCO_2e$/revenues m€	54	51	57

[1] See *Consolidated statement of profit or loss*.

Environmental disclosures continued

Gross scope 1 and 2 GHG emissions

Methodologies and assumptions

Scope 1 and 2 emissions relate to our owned and leased offices and are calculated based on energy consumption. For further details on energy consumption, see *Energy consumption and mix (E1-5).*

For scope 1 emissions, U.K. Department for Environment, Food and Rural Affairs (Defra) conversion factors were used to convert natural gas and heating oil consumption from MWh into CO_2e.

For market-based scope 2 emissions, purchased and acquired electricity from fossil and nuclear sources were converted from MWh into CO_2e as follows:

- For the two largest and owned offices, both located in the U.S. and jointly representing approximately 15% of our office square meters, the emission intensity figures of the energy providers were used;
- For other offices in the U.S., the EGRID Subregion emission factors from U.S. EPA were used; and
- For offices in other countries, emission factors from IEA were used.

For market-based scope 2 emissions, purchased and acquired steam and heat were converted from MWh into CO_2e using Defra conversion factors.

For location-based scope 2 emissions, the abovementioned factors were used to convert total energy consumption from MWh into CO_2e.

The secret office supply is a "calculator". year 2022.

Scope 1 and 2 emissions

in mtCO_2e	**2023**	**2022**	**2021[1]**
Scope 1	2,331	2,719	3,457
Scope 2 (market-based)	8,733	9,294	8,731
Total scope 1 + 2 (market-based)	11,064	12,013	12,188
Netherlands	474	404	470
Europe (excluding the Netherlands)	1,321	1,902	2,526
U.S. and Canada	7,254	7,674	8,133
Asia Pacific	1,987	2,023	1,034
Rest of World	28	10	25
Total scope 1 + 2 (market-based)	11,064	12,013	12,188
Scope 2 (location-based)	13,657	14,511	13,997

[1] Restated, see *Disclosures in relation to specific circumstances (BP-2).*

For significant parts of 2021 and the first months of 2022, most of our offices were closed due to the COVID-19 pandemic.

In 2023, scope 1 and 2 (market-based) emissions decreased due to lower square meters, energy-saving measures taken at various offices, and a higher percentage of renewable energy.

Environmental disclosures continued

Gross scope 3.1, 3.2, and 3.4 GHG emissions

Methodologies and assumptions

Scope 3.1, 3.2, and 3.4 emissions (supplier emissions) all originate from our supply chain.

A major part of supplier emissions is calculated based on spend. Under this spend-based method, suppliers were clustered into industry sectors. U.S. dollar-denominated spend was converted into CO_2e using the supply chain industry emission factors from U.S. EPA. In 2023, U.S. EPA published its latest set of factors, which have a 2019 emission baseline on a 2021 U.S. dollar spend. Subsequently, the U.S. EPA factors were adjusted for U.S. inflation for the years thereafter. Spend denominated in euro or other currencies was converted into CO_2e by the same methodology, whereby industry emission factors were also adjusted for the change in the U.S. dollar – local foreign currency rate. If it was unknown in which industry a supplier operated, the associated spend was converted into CO_2e by using the weighted-average industry emission factors of the suppliers that were clustered into an industry sector.

A smaller part of supplier emissions is calculated using the supplier's most recent publicly available emission data, e.g., through its annual report, its sustainability statements, or its CDP reporting. Under this method, GHG emissions were calculated by dividing our spend by total revenues of the supplier, as reported in the supplier's consolidated financial statements, and then multiplied by the total scope 1, scope 2, and upstream scope 3 emissions of the supplier. For some suppliers, we could not conclude if the supplier reported its emissions in a complete manner and in accordance with acceptable methodologies. For those suppliers, we applied the spend-based method as described in the previous paragraph.

The remainder of supplier emissions is calculated using emission data as provided by suppliers to us. For these suppliers, we confirmed that the emission data covered scope 1, scope 2, and upstream scope 3 emissions in a complete manner with acceptable methodologies.

In case we act as agent between suppliers and customers, associated supplier emissions are included in our reporting. This spend predominately originates from governmental organizations in the U.S. and is associated with the CT Corporation business of the Financial & Corporate Compliance division.

Scope 3.2 emissions relate to the production of capital goods purchased by us. Scope 3.2 emissions were estimated based on the share of investments in property, plant, and equipment, as reported in the consolidated financial statements, to the total supplier spend. Using this methodology, all emissions from purchased capital goods are reported in the year of purchase.

Scope 3.4 emissions originate from upstream transportation and/or distribution of products purchased and include the spend on any mode of transport and the storage of these products. We do not transport or distribute these products in vehicles or through facilities leased and operated by us. The methodologies and assumptions for the calculation of scope 3.4 emissions were similar as those of scope 3.1 emissions.

The vast majority of supplier emissions is based on spend. Spend-based calculations have a high level of measurement uncertainty. We applied various assumptions in these calculations, including how suppliers are allocated to industry sectors, the use of U.S. EPA industry emission factors and the adjustments we applied to those, and the use of supplier's publicly available emission data. The estimate that is most sensitive in the measurement is the use of U.S. EPA industry emission factors.

Scope 3.1, 3.2, and 3.4 emissions

in mtCO_2e, unless otherwise stated	**2023**	**2022**	**2021**
Scope 3.1 purchased goods & services	222,184	210,927	218,928
Scope 3.2 capital goods	2,414	2,646	1,888
Scope 3.4 upstream transportation & distribution	14,862	14,883	16,091
Total supplier emissions	239,460	228,457	236,907
Spend-based method – U.S. EPA industry factors (% of emissions)	89%	91%	93%
Spend-based method – external supplier emission data (% of emissions)	9%	7%	5%
Supplier-specific method – supplier confirmations (% of emissions)	2%	2%	2%
Spend in € millions	2,324	2,229	1,896
Of which we act as agent between suppliers and customers in € millions	519	473	391

Supplier emissions increased in 2023 due to on an increase in spend.

Environmental disclosures continued

Gross scope 3.6 emissions

Methodologies and assumptions

Scope 3.6 emissions originate from business travel by employees, traveling by air or car. Business travel by other means of transport, e.g., public transport, is not material.

We opted to not report emissions associated with business travelers staying in hotels.

Business air travel is calculated using a distance-based method. Air travel is for the vast majority based on data confirmed by travel agents, complemented with data obtained from travel expense records. Air travel data includes the distance per flight segment, i.e., the distance of a flight between two cities, and the cabin class per flight. Flight segment distances were clustered into domestic (below 464 km), short-haul (464 km–3,700 km), and long-haul flights (above 3,700 km). Cabin classes were clustered into economy class, premium economy class, business class, and first class. Defra conversion factors were applied to convert kilometers traveled into CO_2e emissions.

Business car travel is calculated by applying an average-based method. Car travel is based on a survey held under approximately 1,500 client-facing employees, predominantly sales staff. Almost 25% of these employees completed the survey and confirmed their estimated annual kilometers travelled by car for business purposes and whether they travel with a fuel car, hybrid car, or electric car. The results of the survey were used to extrapolate for all client-facing employees, done on a country-by-country basis. Defra conversion factors were applied to convert kilometers traveled into CO_2e emissions. Applying a survey as basis for calculations may result in a high level of measurement uncertainty. However, this measurement uncertainty is considered not material due to the high response rate and the relative low share of car business travel emissions compared to total scope 3 emissions.

Scope 3.6 emissions

in mtCO$_2$e, unless otherwise stated	2023	2022[1]	2021[1]
Business travel – air travel	23,368	11,456	694
Business travel – car travel	1,253	1,088	154
Total scope 3.6 emissions	24,621	12,544	848
Average full-time equivalents[2]	20,810	20,061	19,083
Emissions per average full-time equivalents	1.2	0.6	0.0

1 Restated, see *Disclosures in relation to specific circumstances (BP-2).*
2 See *Note 12 – Employee benefit expenses* of the consolidated financial statements.

The increase in business travel emissions in 2023 is largely explained by COVID-19-related travel restrictions in especially the first months of 2022, combined with an increase in Defra conversion factors for air travel.

Gross scope 3.7 emissions

Methodologies and assumptions

Scope 3.7 emissions originate from commuting by employees. We opted to not report emissions associated with employees working remotely. We applied an average-based method for the calculation of employee commuting emissions.

Employee commuting emissions are based on a survey sent to all employees. Almost 25% of employees completed the survey. The average commuting distance, the mode of transport, and commuting frequency were the key questions in the survey. For the mode of transport, employees indicated whether they travel with a fuel car, hybrid car, electric car, motor bike, public transport, bike, or foot, or a combination of those. The results of the survey were used to extrapolate for all employees, done on a country-by-country basis. Defra conversion factors were applied to convert kilometers traveled into CO_2e emissions. Applying a survey as basis for calculations may result in a high level of measurement uncertainty. However, this measurement uncertainty is considered not material due to the high response rate and the relative low share of employee commuting emissions compared to total scope 3 emissions.

Scope 3.7 emissions

in mtCO$_2$e, unless otherwise stated	2023	2022[1]	2021[1]
Total scope 3.7 emissions	8,526	9,809	1,497
Average full-time equivalents[2]	20,810	20,061	19,083
Emissions per average full-time equivalents	0.4	0.5	0.1

1 Restated, see *Disclosures in relation to specific circumstances (BP-2).*
2 See *Note 12 – Employee benefit expenses* of the consolidated financial statements.

The decrease in employee commuting emissions in 2023 is largely due to a higher percentage of employees that are working fully remotely.

Environmental disclosures continued

Gross scope 3.11 emissions

Methodologies and assumptions

Scope 3.11 emissions originate from customers using our digital information or software products. Customers using our cloud-based software generate direct use-phase emissions. Customers using our on-premise software generate indirect use-phase emissions, which we report on a voluntary basis.

Almost half of customer emissions originate from the energy consumption of customers' devices when using our cloud and on-premise software (49% of total customer emissions in 2023). We estimated this energy consumption for the products that are used most time intensively, notably the products in our Tax & Accounting and Corporate Performance & ESG divisions. For most of these products, the average number of users in the year and estimated average number of login hours per user were determined to calculate the total login time in hours. For some products, total login time in hours was based on the total number of login moments and the average time per login moment. Total login time in hours was extrapolated for products not in scope of the data collection based on digital revenues at business unit level. In 2023, approximately 10% of emissions were extrapolated. Total login time in hours was converted into CO_2e emissions by:

- Estimating the relative share of our software to the average CPU usage of a device, based on external source information. We applied this estimate to all our products;
- Estimating the average watt per hour of a customer's device based on external source information, whereby we assumed that our customers on average use a standard business laptop; and
- Using IEA emission factors to convert MWh into CO_2e emissions, whereby we assumed that approximately 60% of our customers are based in North America, 30% in Europe, and 10% in Asia Pacific following the revenues generated by region as reported in the consolidated financial statements.

The remainder of customer emissions originate from the energy consumption of servers at the customer's own premises for hosting our on-premise software (51% of total customer emissions in 2023). To calculate this energy consumption, the following estimates were applied:

- For on-premise software products, the average number of customers in the year was determined. In case this data was not available, we extrapolated based on digital on-premise revenues at business unit level. Approximately 20% of emissions were extrapolated;
- We estimated the number of servers at a customer's own premise based on the type of on-premise customers we have (i.e., large companies or institutions versus small and medium-sized firms);
- We estimated the average utilization of a server based on expertise of our Global Business Services;
- We estimated the average energy usage of a server based on external source information; and
- IEA emission factors were used to convert MWh into CO_2e emissions, whereby we assumed that approximately 60% of our customers are based in North America, 30% in Europe, and 10% in Asia Pacific following the revenues generated by region as reported in the consolidated financial statements.

As indicated above, there are numerous estimates applied in the calculation of customer emissions. As such, we observe a high level of measurement uncertainty. The estimates that are most sensitive in the measurement are the average number of login hours per user and the relative share of our software to the average CPU usage of a device.

Scope 3.11 emissions

in mtCO_2e, unless otherwise stated	**2023**	**2022**	**2021**
Direct use-phase emissions – energy consumption of customers' devices when using our cloud-based software	3,872	3,108	2,735
Indirect use-phase emissions – energy consumption of customers' devices when using our on-premise software	2,487	2,486	2,635
Indirect use-phase emissions – energy consumption of servers at customers' own premises for hosting our on-premise software	6,607	8,776	11,509
Total scope 3.11 emissions	12,966	14,370	16,879

Customer emissions decreased in 2023, primarily due to a decrease in customers that host our on-premise software at their own premises. Direct use-phase emissions increased in 2023 due to an increase in the number of users of our cloud software.

Environmental disclosures continued

GHG removals and GHG mitigation projects financed through carbon credits (E1-7)

We did not engage in GHG removal or storage projects, nor did we initiate GHG mitigation projects financed through carbon credits.

Climate change company-specific metrics

Migration of servers to energy-efficient cloud providers

Over the past decade, we have been migrating customer applications and internal systems from on-premise servers to the cloud. A target for the decommissining of on-premise servers was included in Executive Board and senior management remuneration in 2021, 2022, and 2023. See *Targets related to climate change (E1-4)*.

	2023	2022	2021
Number of data centers closed	12	14	21
Number of on-premise servers decommissioned	1,542	1,032	2,838

Real estate rationalization

For several years, we have been executing a real estate rationalization program, which has already delivered significant reductions in our office footprint through office closures and consolidations. This program achieved a 5% organic reduction in square meters in 2023.

	2023	2022	2021
Real estate rationalization, % organic reduction in m^2 [1]	5%	5%	7%

[1] The organic reduction in m^2 excludes the effect of acquisitions and divestments.

Social disclosures

In this section, we provide disclosures on our material impacts, risks, and opportunities relating to social matters.

Own workforce (ESRS S1)

Material impacts, risks, and opportunities and their interaction with strategy and business model (SBM-3)

Our workforce is instrumental to our business model. Attracting, developing, and retaining a diverse and highly skilled workforce is essential to delivering our strategy. A diverse and motivated workforce drives innovation, better decisions, and strong performance, which creates value for all our stakeholders. An inclusive culture ensures all employees are heard and respected for their contributions and helps maintain a rewarding work environment that encourages individual and business success. By providing our workforce with a diverse and inclusive work environment, training and skills development opportunities, and benefits, we positively impact the personal and professional lives of our workforce.

Our workforce is comprised of employees and non-employees. Non-employees are individual contractors and people provided by suppliers primarily engaged in employment activities. All individuals in our workforce could be affected by the material impacts and opportunities described in this section, unless otherwise indicated. Certain policies, actions, metrics, and targets only apply to employees. When we refer to both employees and non-employees, we use the term "workforce".

Policies related to own workforce (S1-1)

For a complete overview of the policies related to our own workforce, see *Policies adopted to manage material sustainability matters (MDR-P).*

Our Code of Business Ethics (Code) sets forth the ethical standards that are the basis for our decisions and actions, and for achieving our business goals. The Code covers various policies, some of which are further detailed in standalone policies, processes, and/or programs. The Code covers policies on our material impacts related to our workforce. The Code is approved and adopted by the Executive Board and is reviewed annually.

The policy on equal opportunity in the Code provides that we foster an inclusive company culture and do not make employment decisions based on various discriminatory factors, including among others race, color, religion, sex, age, national origin, sexual orientation, gender identity, ethnicity, disability, and handicap. This includes equal treatment in recruitment, hiring, training, compensation, promotion, performance assessment, and disciplinary action. This policy is further detailed in our Diversity, Equity, Inclusion & Belonging (DEIB) Policy and Human Rights Policy. These policies relate to the material impacts of equal pay for equal value, diversity, equity, inclusion, and belonging, training and skills development, and well-being.

Our Code also includes our commitment to data privacy. In addition, we maintain data privacy policies that apply specifically to the personal data of our workforce. These policies disclose how personal information is used and shared and are based upon applicable data privacy principles and regulations. We collect personal data from our workforce only for specified purposes, which are documented. When third parties, such as vendors, have access to personal information of our workforce, we include relevant standards and requirements for the processing of this data. Our Code also includes a policy on the use of company technology and systems in a responsible and secure manner, which is further detailed in our Acceptable Use Policy.

These policies are made available to our workforce in various languages through a dedicated intranet page. The Code of Business Ethics, DEIB Policy, and Human Rights Policy are available on www.wolterskluwer.com/en/investors/governance/policies-and-articles. Our workforce is made aware of these policies through various training and communication initiatives.

Social disclosures continued

We support human rights as outlined in the Universal Declaration of Human Rights, the core standards of the International Labor Organization, the United Nations Guiding Principles on Business and Human Rights, and the OECD Guidelines for Multinational Enterprises. We strive to ensure that our own activities do not infringe human rights. We are a signatory of the United Nations Global Compact and the United Nations Women Empowerment Principles and we are committed to aligning with these respective principles. Our human rights policy commitments are included in our Code of Business Ethics and Human Rights Policy. Our Human Rights Policy addresses our commitment to taking steps preventing modern slavery or human trafficking in our supply chain or in any part of our business.

Processes for engaging with own workforce and workers' representatives about impacts (S1-2)

As part of the normal course of business, we encourage regular engagement with our workforce at all levels, including one-on-one meetings between managers and employees and team meetings. We also host regular town hall meetings throughout the year. In addition, we have formal processes for performance management and career development that encourage ongoing manager and employee check-ins.

We gather feedback from our employees formally through our employee listening surveys, tickets submitted to our HR Service Delivery group, and through the SpeakUp program. We also have regular interactions with our local and European work councils. We provide mechanisms to our workforce to direct any questions, comments, or requests regarding their personal information and our privacy practices. Generally, the employee privacy policies are provided to and acknowledged by our employees upon hire and notification is provided to employees when any material changes are made to these policies.

Processes to remediate negative impacts and channels for own workforce to raise concerns (S1-3)

We maintain a culture of open communication and a safe environment where everyone should feel confident to raise any concerns. We have a zero-tolerance policy for retaliation. We offer several channels for reporting any issues about ethical situations or behavior, including direct managers, Human Resources, the Global Law and Compliance Department, or senior management. In addition, our global SpeakUp system — operated through an external provider — offers our workforce a confidential channel, available 24/7 for reporting concerns in their own language, with the option to report anonymously where permitted by law.

For data privacy, we have a channel to report data privacy incidents. Potentia The secret animal #2 is a "penguin". incidents and risks are managed in accordance with our Data Privacy Incident Management Plan, which describes how we prepare for and respond to incidents. We regularly review and update our incident management guidance and training.

Taking action on material impacts on own workforce, and approaches to managing material risks and pursuing material opportunities related to own workforce, and effectiveness of actions (S1-4)

Equal pay for equal value

We have implemented a global career framework which provides principles and a basis for defining work for all jobs and implemented base pay salary structures where possible. Additionally, we comply with gender pay reporting where required by local laws and regulations. We also complete an annual, systematic base pay study (including, but not limited to, gender) for our employees in the U.S., to identify and remediate deviations in gender pay. We are developing a plan to expand this work in accordance with all applicable laws and regulations.

Diversity, Equity, Inclusion, and Belonging (DEIB)

Our actions to further advance DEIB focus on:

- Hiring, promoting, and retaining a highly engaged and talented workforce that represents the diversity of the communities where we live and work; and
- Cultivating a culture of inclusion and belonging that values authenticity and fairness, and respects diversity in all its forms.

We measure the impact of our DEIB efforts through a range of metrics in compliance with local laws and regulations. Globally, we assess our performance with an employee belonging score derived from our annual all-employee survey. Belonging is defined as the extent to which employees believe they can bring their authentic selves to work and be accepted for who they are.

To formalize our DEIB efforts, we established a Global Diversity, Equity, Inclusion & Belonging Policy in 2023. For more information, see section *Policies related to own workforce (S1-1)*.

In accordance with Dutch law, we have developed an action plan to achieve our target to increase the female representation in our executive career band. We do this through continuing our equitable and inclusive practices focused on improving female representation in hiring, promotions, and talent retention, as described below.

We have implemented inclusive job posting software which has enabled us to create market leading job advertisements and attract more diverse talent by focusing on critical skills and uage. We believe this will have a positive impact on slate diversity in

Social disclosures continued

We also track aggregate candidate diversity slate for all U.S.-based roles, setting specific slate goals to advance gender, race, and ethnic diversity. We aspire to year-over-year improvement and are committed to executing on actions to maintain our positions of strength while improving where we have opportunity.

To encourage a culture of inclusion and belonging, all employees were invited to our inclusive leadership learning journey in 2023. This program is designed to drive behavior change within everyday team interactions and support our culture of inclusion and belonging. The first part of the program focused on key inclusive behaviors, the second on reducing bias in decision-making, and the final part encouraged allyship to reduce inequities within the workplace. A behavior change survey to managers and employees showed that managers were applying the behaviors in everyday interactions and reported feeling more effective in their role.

In 2023, we also launched three global inclusion networks — Women, Pride, and Multicultural. All our employees can join these networks that help reinforce a culture of inclusion and belonging that values authenticity and fairness and respects diversity in all forms. During the year, these networks hosted internal and external speaker events, roundtable discussions, and peer-to-peer networking; raised awareness of inclusive benefit offerings; and participated in community events for their 3,300 collective members.

As we look to 2024, we intend to reinforce the work done to date with continued focus on diversity sourcing and embedding inclusive and equitable behaviors within our core talent and business processes.

Work-life balance

Our actions around work-life balance relate to benefits, flexible work, and well-being.

Our Together we Thrive program supports the well-being of our workforce by offering resources and content to help employees be their best — emotionally, physically, socially, and financially. Key actions include:

- Robust benefits packages that include competitive options reflecting the market practices in the various geographies in which we have employees;
- Family planning benefits in various markets including programs such as gender inclusive parental leave policies, adoption assistance, insurance coverage for fertility services, and support for childcare services;
- Flexible work arrangements, including flexible work hours and the option to work outside the office, to help employees balance their professional and personal commitments;
- An Employee Assistance Program and resiliency tools that provide mental health and other support;
- Digital financial well-being resources to help our employees plan for a financially secure future based on their specific needs and goals; and
- Paid time-off benefits to ensure employees have the time to care for themselves and those close to them.

We continue to assess and evolve our well-being offering and key benefits based on best market practices and workforce preferences.

Training and skills development

We deliver innovative talent solutions that enable performance, growth, and skills development for all employees. All talent processes, tools, resources, offerings, and programming are designed to support developing skills and careers.

In 2023, we focused on several key enhancements to our talent program portfolio to support employees in skills development and career growth. Key actions include:

- Enhancement of our succession planning process, which has resulted in an improvement in the readiness and availability of our talent to fill internal job openings;
- Enabling more businesses to leverage the learning platform to meet their training needs and continuing to deploy mandatory and optional training to a global audience;
- Running a global employee development campaign #Grow, which is designed to incorporate growth and development into daily work life and increase engagement in learning;
- Pilot for a global mentoring program which will continue to grow in 2024; and
- Providing resources for managers, including additional curricula that support managers to coach and develop their teams and reinforce an inclusive work environment.

Looking ahead, we will advance the work to focus on skills development and build programs to ensure we maintain the current and emerging skills required for our workforce.

Privacy

We provide ongoing training and awareness programs to our workforce to reflect data privacy and cybersecurity developments. We incorporate key themes into our data privacy and cybersecurity courses that employees are required to take every year. In 2023, we developed a new Privacy Awareness training course that was rolled out to our employees and a large proportion of our non-employees.

Social disclosures continued

Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities (S1-5)

To advance the positive impact of DEIB on our employees, we have set the following targets:

- Improvements to our employee belonging score;
- Have at least 33% male and female representation in our Supervisory and Executive Boards;
- Increase female representation in the executives career band by 2% by 2028 from a 2022 baseline;
- Increase our employee engagement score relative to the Microsoft Glint top 25th benchmark in 2024; and
- 98% of employees to complete Annual Compliance Training. See *Business conduct company-specific metrics* on page 126.

The target 'improvements to our employee belonging score' is included in the non-financial performance measures for the 2023 and 2024 short-term incentive plans. For further details, see the sections *Key elements of our remuneration policy* in *Remuneration report* on page 73 and *Payouts for performance against 2023 STIP targets* in *Remuneration report* on page 80.

Characteristics of our employees (S1-6)

Methodologies and assumptions

Unless otherwise stated, all numbers are reported in headcount at December 31. Headcount data is based on our global human resource platform. The split by country and region is based on the legal entity the employee is employed by. A negligible number of employees work in a different country than the country where the legal entity is based.

Headcount by gender is based on the gender indicated by employees in our global human resource platform. Currently, employees are not yet able to specify a gender other than male or female in our global human resource platform. Hence, no employees are reported as 'other gender'. Employees that did not select a gender or did not want to disclose their gender are reported under 'not disclosed'.

Headcount by contract term is based on our global human resource platform. We are not yet able to report permanent and temporary employees separately and have initiated a project to ensure reporting this split in the 2024 Annual Report. As headcount by contract term is a new metric for us, no 2022 and 2021 comparatives are reported.

Divested operations are excluded from the employee turnover calculation. Employee turnover is split into voluntary turnover and non-voluntary turnover. Voluntary turnover includes employees who initiated the contract termination or employees that retired. Non-voluntary turnover includes employees who were dismissed or passed away. The denominator of the employee turnover calculation is based on a 12-month average headcount.

Race/ethnicity of U.S. employees, which is a company-specific metric, is based on what employees indicated in our global human resource platform. Races/ethnicities mirror those used for required federal reporting in the U.S. Other races/ethnicities include employees who identified as being of two or more races, Native American, Alaska Native, Native Hawaiian, or Other Pacific Islander. Employees who did not know their race/ethnicity or did not select a race/ethnicity are reported under 'unknown or not disclosed'.

We did not apply estimates in the reporting of the characteristics of our employees.

Social disclosures continued

Headcount by gender

	2023	% of total	2022	% of total	2021	% of total
Female	9,812	46%	9,470	46%	9,187	46%
Male	11,438	53%	10,898	53%	10,490	53%
Not disclosed	188	1%	143	1%	123	1%
Total headcount at December 31[1]	21,438		20,511		19,800	

1 See *Note 12 – Employee benefit expenses* of the consolidated financial statements.

Headcount by country and region

	2023	% of total	2022	% of total	2021	% of total
U.S.	8,707	40%	8,478	41%	8,037	41%
India	3,358	16%	2,810	14%	2,203	11%
Other countries	9,373	44%	9,223	45%	9,560	48%
Total headcount at December 31	21,438		20,511		19,800	
The Netherlands	1,176	5%	1,150	6%	1,119	6%
Europe (excluding the Netherlands)	6,824	32%	6,740	33%	7,145	36%
U.S. and Canada	9,067	43%	8,821	43%	8,369	42%
Asia Pacific	4,295	20%	3,729	18%	3,097	16%
Rest of the world	76	0%	71	0%	70	0%
Total headcount at December 31	21,438		20,511		19,800	

The U.S. and India are the only two countries representing at least 10% of our total number of employees.

Headcount by contract term

	Female	Male	Not disclosed	Total 2023
Permanent and temporary employees	8,558	10,759	182	19,499
Non-guaranteed hours employees	1,254	679	6	1,939
Total headcount at December 31, 2023	9,812	11,438	188	21,438

Non-guaranteed hours employees are almost all employed in the U.S. and predominately work in customer service, fulfillment, and inside sales job functions. These employees are entitled to a certain number of paid sick and vacation days. On average, these employees worked 36 hours per week in 2023, assuming 48 working weeks.

Employee turnover

	2023	2022	2021
Employees who left the company in the year (excluding divested operations)	2,071	3,053	2,943
% of total employee turnover	9.8%	15.3%	15.4%
Of which:			
% of voluntary employee turnover	7.3%	12.8%	12.1%
% of non-voluntary employee turnover	2.5%	2.5%	3.3%

Social disclosures continued

Race/ethnicity of U.S. employees

	2023	% of total	2022	% of total	2021	% of total
Asian	1,114	13%	1,031	12%	979	12%
Black or African American	628	7%	639	8%	547	7%
Hispanic or Latino	551	6%	525	6%	475	6%
White	5,852	68%	5,798	68%	5,595	69%
Other races/ethnicities	188	2%	165	2%	133	2%
Unknown or not disclosed	374	4%	320	4%	308	4%
Total U.S. headcount at December 31	8,707		8,478		8,037	

Characteristics of non-employees in our own workforce (S1-7)

Non-employees are individual contractors and people provided by suppliers primarily engaged in employment activities.

At present, we do not have a system in place to collect and monitor the characteristics of non-employees in our own workforce. The implementation of such a system will commence in the course of 2024. We have the ambition to give further insight in the characteristics of non-employees in 2024 Annual Report. However, we may make use of the phase-in option for the reporting of this disclosure and start reporting the global number of non-employees in the 2025 Annual Report.

Diversity metrics (S1-9)

Methodologies and assumptions

Unless otherwise stated, all numbers are reported in headcount at December 31. The split of headcount by employee category and gender and the split of headcount by age group is based on our global human resource platform.

Executives include employees that are in the executives career band, meaning that they have a job category role with executive managerial responsibilities. In this context, executives exclude the Executive Board. Managers are defined as employees having one or more direct reports, excluding the Executive Board and the executives.

Headcount by employee category and gender

	2023	2022	2021
Supervisory Board by gender[1]			
Female	4	4	3
Male	2	3	4
Executive Board by gender			
Female	1	1	1
Male	1	1	1
Executives by gender			
Female	95	91	88
Male	206	200	188
Not disclosed	–	–	–
Gender ratio, % female			
Supervisory Board[1]	67%	57%	43%
Total headcount	46%	46%	46%
Of which:			
Executive Board	50%	50%	50%
Executives	32%	31%	32%
Managers	41%	39%	39%
Other employees	47%	47%	48%

[1] Supervisor Board members are not employees of the company.

Headcount by age group

	2023	% of total	2022	% of total	2021	% of total
Under 30 years old	3,071	14%	2,987	15%	2,520	13%
30-50 years old	12,754	60%	12,223	59%	12,058	61%
Over 50 years old	5,613	26%	5,301	26%	5,222	26%
Total headcount at December 31	21,438		20,511		19,800	

Social disclosures continued

Persons with disabilities (S1-12)

Methodologies and assumptions

The disability percentage is derived from U.S. employees that indicated in the global human resource platform that they have a disability. We may make use of the phase-in option for this metric, hence start reporting the disability percentage for all employees in the 2025 Annual Report.

Persons with disabilities in the U.S.

	2023	2022	2021
% of U.S. employees with disabilities	2%	2%	2%

Training and skills development metrics (S1-13)

Methodologies and assumptions

All employees participate in a global performance management process. The performance review is annual and includes all active employees excluding only those who were hired in Q4, employees on long-term leave, employees for which the contract termination was communicated prior to December 31, and interns. While they are not included in the review process, these employees are included in the denominator of the calculation.

Training activity and time spent are captured in the learning platform, which is an integrated module in the global human resources information system. The metric includes all internal training content available in the learning platform. Mandatory compliance training such as the Annual Compliance Training is excluded from the metric. At this time, external training events, self-study, or other types of training events are not captured. We expect to expand capabilities to capture more training activity in the 2024 Annual Report. We will make use of the phase-in option for this metric, hence start reporting full training hours, including those occurring outside of the learning platform, in the 2025 Annual Report.

The training metrics are calculated based on the headcount at December 31.

Executives include employees that are in the executives career band, meaning that they have a job category role with executive managerial responsibilities. In this context, executives exclude the Executive Board. Managers are defined as employees having one or more direct reports, excluding the Executive Board and the executives.

Performance review

	2023	2022[1]	2021[1]
% of employees participated in performance and career development reviews	97%	–	–
Participation percentage by gender			
Female	97%	–	–
Male	96%	–	–
Not disclosed	86%	–	–
Participation percentage by employee category			
Executives	99%	–	–
Managers	99%	–	–
Other employees	96%	–	–

1 In the 2022 Annual Report, we applied a different methodology to calculate this metric. Hence, no comparatives are reported.

Training

	2023	2022[1]	2021[1]
% of employees that followed internal training content available in the learning platform	97%	–	–
Average number of training hours per employee	5	–	–
Training hours by gender			
Female	5	–	–
Male	5	–	–
Not disclosed	3	–	–
Training hours by employee category			
Executives	3	–	–
Managers	6	–	–
Other employees	5	–	–

1 In the 2022 Annual Report, we applied a different methodology to calculate this metric. Hence, no comparatives are reported.

Social disclosures continued

Work-life balance metrics (S1-15)

Methodologies and assumptions

We report on family-related leave according to the definitions of ESRS, i.e., it includes maternity leave, paternity leave, parental leave, and carers' leave from work.

The percentage of employees entitled to take family-related leave is derived from our family-related leave programs in the U.S.

The percentage of employees that took family-related leave in the year, including the split by gender, is derived from a report from a third-party leave administrator in the U.S. These employees register their leave in a platform of this third party.

We have the ambition to expand the reporting of this metric to other countries in which we operate in the 2024 Annual Report.

Family-related leave in the U.S.

	2023	2022	2021
% of U.S. employees entitled to take family-related leave at December 31	100%	100%	100%
% of U.S. employees that took family-related leave in the year[1]	6%	–	–
Family-related leave taken by gender			
Female	6%	–	–
Male	5%	–	–
Not disclosed	0%	–	–

1 In the 2022 Annual Report, we applied a different definition of family-related leave in the calculation of this metric. Hence, no comparatives are reported.

Remuneration metrics (S1-16)

Pay gap

We are finalizing our technical and analytical approach to determine gender pay gap following the stipulations of ESRS Disclosure Requirement S1-16 and have initiated a project to ensure publishing of gender pay gap in the 2024 Annual Report.

Annual total remuneration ratio

The annual total remuneration ratio will be published in the 2024 Annual Report.

Similar as in past years, we disclosed the CEO pay ratio, following the Principles and Best Practices of the Dutch Corporate Governance Code.

Methodologies and assumptions

The CEO pay ratio is calculated as the compensation of the highest-paid individual divided by the average employee remuneration. The compensation of the highest-paid individual, being the CEO, is based on the remuneration costs as stated in the table *Remuneration of the Executive Board – IFRS based* in the *Remuneration report*, minus the tax-related costs. See page 78.

The average employee remuneration is obtained by dividing the total employee benefit expenses as stated in *Note 12 – Employee benefit expenses* (after subtracting the CEO's remuneration) by the reported average number of full-time employees (minus one).

CEO pay ratio

	2023	2022[1]	2021
CEO pay ratio	77	78	87

1 Restated as temporary staff and contractors are no longer reported within employee benefit expenses. See *Note 12 – Employee benefit expenses* of the consolidated financial statements.

Social disclosures continued

Incidents, complaints, and severe human rights impacts (S1-17)

General

We are currently not able to report all metrics as stipulated by ESRS Disclosure Requirement S1-17. Our SpeakUp program offers various channels to raise concerns. However, incidents of discrimination and complaints could be filed through other channels than SpeakUp for which we do not yet have a global platform in place. We have initiated a project to ensure reporting of these metrics in the 2024 Annual Report.

In our largest region, U.S. and Canada, we have insight in the number of incidents of discrimination and complaints. As a company-specific metric, we report the number of investigations opened in the U.S. and Canada in the year.

For the number of concerns registered through the SpeakUp system, see *Business conduct company-specific metrics* on page 126. However, the scope of SpeakUp is broader and includes, for example, concerns about ethical situations and behavior.

We did not identify any severe human rights incidents in 2023, 2022, and 2021.

Methodologies and assumptions

In the U.S. and Canada, we have an employee relations case management platform in place. All incidents affecting our employees, including those related to discrimination and harassment, are tracked in this platform. In case such an incident was raised through our SpeakUp system, the incident was also added to the employee relations case management platform and included in this metric.

Number of work-related or discrimination investigations opened in the U.S. and Canada

	2023	2022[1]	2021[1]
Number of investigations opened in the U.S. and Canada	44	–	–

[1] This is a new metric. Hence, no comparatives are reported.

Other own workforce company-specific metrics

Methodologies and assumptions

Belonging measures the extent to which employees believe they can bring their authentic selves to work and be accepted for who they are. The score on a scale of 0 to 100 is based on a survey by a third-party market-leading survey partner (2023, 2022, and 2021: Microsoft Glint).

We conduct annual global surveys by a third-party market-leading survey partner to measure employee engagement (2023, 2022, and 2021: Microsoft Glint).

Belonging score and employee engagement score

	2023	2022	2021
Belonging score	75	73	72
Employee engagement score	78	77	76
Employee engagement relative to global top 25th benchmark Microsoft Glint	3 points below	–	–

In 2023, we started comparing our employee engagement score relative to the global top 25th benchmark of Microsoft Glint. Comparative figures for prior years are not available. Microsoft Glint top 25th benchmark uses all Glint customers and take the top 25th percentile of scores for each question or index. Our target is to increase our employee engagement score relative to the Microsoft Glint top 25th benchmark in 2024.

Annual Compliance Training

For the percentage of employees that completed the Annual Compliance Training, which includes cybersecurity, data privacy, and business ethics courses, see *Business conduct company-specific metrics* on page 126.

Social disclosures continued

The secret object #5 is a "vase".

Workers in the value chain (ESRS S2)

Material impacts, risks, and opportunities and their interaction with strategy and business model (SBM-3)

Our operations depend on upstream suppliers and their workers in the provision of cloud services, outsourced and offshored data center services, software development and maintenance services, back-office transaction-processing services, content services, and other services. While we have not yet obtained full insights in the human rights and labor conditions of supply chain workers, our initial findings on select key suppliers do not show signs of material risks related to their human rights, including child labor or forced labor. However, it is not excluded that in certain sectors and/or geographies, supply chain workers may not have equal opportunities, adequate wages, secure jobs, work-life balance, and protection of health and safety at work, while it may be difficult to influence suppliers' own policies. In the coming years, we plan to obtain more insights into the social aspects of our supply chain.

Policies related to value chain workers (S2-1)

Our Supplier Code of Conduct includes standards around environmental, social, and business conduct and compliance expected from all our suppliers, business partners, agents, resellers, and third parties that deliver products or services to us. This Supplier Code of Conduct supplements our Code of Business Ethics and sets forth the standards and practices that our suppliers are required to uphold, including the following:

- Support and respect of internationally recognized human rights in dealing with their employees, clients, suppliers, shareholders, and communities;
- Equal treatment and reward of their workers, including equal pay for equal work, non-discrimination in hiring and employment practices, and promotion of a diverse and inclusive work environment;
- Compliance with all applicable wage, hour, and benefits laws and regulations, as well payment of fair wages and benefits in line with industry standards; and
- Provision of a safe, hygienic, and healthy workplace in compliance with all applicable local and national laws and regulations.

As stated in our Supplier Code of Conduct, we support the principles of the United Nations Universal Declaration of Human Rights, the United Nations Guiding Principles on Business and Human Rights, the OECD Guidelines for Multinational Enterprises, and the Core Labor Standards of the International Labor Organization.

Processes for engaging with value chain workers about impacts (S2-2)

We currently do not have a process to engage directly with value chain workers.

Processes to remediate negative impacts and channels for value chain workers to raise concerns (S2-3)

Our Supplier Code of Conduct provides that value chain workers can raise any questions or concerns to their usual Wolters Kluwer contact or by contacting the Wolters Kluwer Ethics & Compliance team. The channel to raise concerns as described in the Supplier Code of Conduct is available for value chain workers on the company's website. Wolters Kluwer will review and consider all concerns raised and investigate and/or respond as appropriate.

Taking action on material impacts on value chain workers, and approaches to managing material risks and pursuing material opportunities related to value chain workers, and effectiveness of these actions (S2-4)

We expect our suppliers to uphold the same social and environmental standards to which we are committed. Through our supply chain risk management program, we engage with our suppliers to ensure we have a responsible supply chain throughout our global operations. Suppliers who are managed by our procurement department are required to complete a due diligence questionnaire providing information on their policies for data security and data privacy, environmental footprint, and more. As part of this due diligence, we also request our suppliers to commit to our Supplier Code of Conduct or to their own equivalent standard, requiring them to follow applicable laws and regulations in areas such as human rights, labor conditions, anti-bribery, and the environment. Based on an assigned supplier risk classification, this due diligence is repeated every one to three years.

Social disclosures continued

Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities (S2-5)

We currently do not have targets regarding workers in the value chain.

Workers in the value chain company-specific metrics

Methodologies and assumptions

We request our suppliers to commit to our Supplier Code of Conduct or to their own equivalent standard. In our supplier engagement platform, we keep track of the number of suppliers having a signed Supplier Code of Conduct or an equivalent standard. If a contract with a supplier is ended, it is removed from the disclosed number.

Signed Supplier Code of Conduct or an equivalent standard

	2023	2022[1]	2021[1]
At January 1, number of suppliers having a signed Supplier Code of Conduct or an equivalent standard	1,527	900	490
Number of suppliers that signed the Supplier Code or Conduct or provided an equivalent standard	325	627	410
Supplier relationships ended 2021-2023[1]	(307)	–	–
At December 31, number of suppliers having a signed Supplier Code of Conduct or an equivalent standard	1,545	1,527	900

1 In prior years, we did not subtract the suppliers whose contracts were ended. Hence, the number of supplier relationships ended 2021-2023 is a cumulative figure.

Consumers and end-users (S4)

Material impacts, risks, and opportunities and their interaction with strategy and business model (SBM-3)

End-users are defined as individuals that receive the benefit of our products or services. These could be our direct customers or individuals that receive services from our customers based on the use of our products or services by the customer, such as clients and patients.

As a data-driven digital company, it is part of our strategy and business model that personal information resides in our products that end-users use or benefit from. Protecting that information from privacy and security breaches is therefore a critical component of our strategy. In case of privacy incidents, the privacy rights of end-users could be negatively impacted.

The provision of high-quality and actionable information to our customers is the core of our strategy and business model. Our customers depend on our knowledge and expertise to provide better outcomes for their clients or patients. As we provide our customers around the globe with access to quality information, we create positive impacts for our customers and their clients or patients who are receiving their services. Ensuring the provision of high-quality and actionable information to our customers is also critical to the success of our business and therefore creates an opportunity.

Policies related to consumers and end-users (S4-1)

Privacy

We foster a culture that respects the data privacy rights of individuals, including end-users. We maintain policies and procedures regarding how we handle end-user personal information that is entrusted with us. We have set the EU General Data Protection Regulation (GDPR) as our global baseline reference and embed privacy rights in our policies, design, and processes. In 2023, we developed a Global Data Privacy Policy that will be rolled out in 2024. This policy reflects our commitment to a global privacy baseline across divisions, business units, and countries. We collect personal data only for specific purposes, which are specified and documented. As part of our contracting with third parties, such as vendors, we include standards and requirements for processing of data.

Social disclosures continued

Access to quality information

Our Code of Business Ethics includes our Editorial Independence Policy, providing that we are committed to delivering high-quality and accurate content based on interpretation, best practice, analysis, and guidance relating to legal, market, and other sources. We avoid bias, defamation, and conflict of interest in approaching a subject and in the development of our products.

Processes for engaging with consumers and end-users about impacts (S4-2)

Privacy

We engage with end-users about our privacy practices in various ways, including through agreed upon terms in our contracts or through privacy notices or terms and conditions on our websites and applications. We explain what personal information we collect, use, and disclose, and inform end-users of their rights and the choices they can make about the sharing of their information. Our privacy notices also allow individuals to ask questions or exercise their relevant privacy rights by submitting a form from our website. Customers also have the ability to reach appropriate support resources.

Access to quality information

Across our different businesses, we provide mechanisms for reader and customer feedback.

Processes to remediate negative impacts and channels for consumers and end-users to raise concerns (S4-3)

Privacy

We have documented incident management procedures to address security incidents and unauthorized acquisition, use, or disclosure of personal data. We have a cross-functional, global Information Technology Security Incident Response Team that plans, assesses, enforces, documents, and remediates security incidents and events across the company. We notify our customers of privacy or security incidents in accordance with applicable legal, regulatory, and/or contractual requirements.

Taking action on material impacts on consumers and end-users, and approaches to managing material risks and pursuing material opportunities related to consumers and end-users, and effectiveness of those actions (S4-4)

Privacy

For our incident management procedures, see the previous section. We continue to provide ongoing training and awareness programs to reflect data privacy and cybersecurity developments. We incorporate key themes into our data privacy and cybersecurity courses that employees are required to take every year.

Access to quality information

We commission experts in their fields to provide us with the latest professional information on a range of relevant issues. We allow our editors independence in their decision-making, free from external pressure to foster a free exchange of ideas.

Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities (S4-5)

We have a target that 98% of our employees should complete the Annual Compliance Training, which includes cybersecurity, data privacy, and business ethics courses. See *Business conduct company-specific metrics* on page 126.

Governance disclosures

In this section, we provide disclosures on our material impacts, risks, and opportunities relating to business conduct matters.

Business conduct (ESRS G1)

Our company values and ethical standards are fundamental to how we interact with our employees, customers, suppliers, and partners, and with society at large.

Business conduct policies and corporate culture (G1-1)

The Wolters Kluwer Code of Business Ethics (Code) sets forth the ethical standards that are the basis for our decisions and actions, aligned with our company values. It provides guidance on how we live our company values. Our Code covers multiple topics, such as discrimination and harassment, anti-bribery and anti-corruption, and conflicts of interest, several of which are further detailed in standalone policies. Our Code is published on our internal and external websites in various languages.

We foster our corporate culture by incorporating our values and ethical standards in our day-to-day work. Through various communication and training activities during the year, we support our workforce in understanding how these standards apply to their day-to-day work and interactions with colleagues, customers, and business partners. Our Annual Compliance Training program includes a course on our Code with rotating topics, and our workforce is asked to certify that they have read and understood our Code. In 2023, the training topics were bribery and corruption, fair competition, and intellectual property. We monitor our culture of ethics and compliance via the annual global employee survey, the SpeakUp program, and through internal audits. These efforts also help us measure the effectiveness of our Code and our SpeakUp program.

Our Code and SpeakUp Policy describe how our workforce can raise concerns about ethical situations or behavior. We offer several channels for reporting concerns. Our global SpeakUp system — operated through an external provider — offers our employees a confidential channel, available 24/7 for reporting concerns in their own language, with the option to report anonymously where permitted by law. We have a zero-tolerance policy for retaliation, meaning that anyone who raises a concern or participates in an investigation in good faith is protected against retaliatory measures.

Governance disclosures continued

We provide information on our SpeakUp program via a dedicated intranet page, various communications during the year, and through instructions in our Annual Compliance Training program.

We have a zero-tolerance policy towards any form of bribery and corruption. Our global Anti-Bribery and Anti-Corruption Policy strictly prohibits offering, soliciting, giving, or receiving any bribes. We provide training to all our employees on bribery and corruption, as well as role-based training to specific groups. In addition, we regularly communicate our policies to our workforce. We also conduct an annual compliance risk assessment that includes bribery and corruption.

Our high standards of integrity and legal compliance also apply to business partners through our Supplier Code of Conduct. We conduct anti-bribery due diligence screening of our partners and suppliers. In 2023, we did not detect any violations of our Anti-Bribery and Anti-Corruption Policy.

Business conduct company-specific metrics

Methodologies and assumptions

The percentage of employees who completed the Annual Compliance Training is derived from data tracked by our global human resources platform. This metric is calculated based on the headcount at December 31.

The number of SpeakUp concerns is based on our global SpeakUp case management system.

Annual Compliance Training and SpeakUp concerns

	2023	2022	2021
% of employees who completed the Annual Compliance Training	99%	99%	99%
Number of SpeakUp concerns	47	25	21

We have a target that 98% of our employees should complete the Annual Compliance Training program, which includes cybersecurity, data privacy, and business ethics courses.

In 2023, the number of SpeakUp concerns increased because we included concerns raised through other channels such as local HR in our case management system, which we have not previously done. Also, continuous communication campaigns make employees more aware of the SpeakUp program. We reviewed all concerns received and took appropriate action. None of the concerns raised had a material impact on the company.

Employee engagement score

Corporate culture is one of the topics embedded in the employee engagement score. For the employee engagement score, see *Other own workforce company-specific metrics* on page 121.

Reference table

The sustainability statements do not yet comply with all aspects of ESRS.

Section	*ESRS Standard*	*Disclosure Requirement*		*Reference to sustainability statements*	*Reference to other chapters in 2023 Annual Report*
General disclosures	General disclosures (ESRS 2)	BP-1	General basis for preparation	Page 91	
		BP-2	Disclosures in relation to specific circumstances	Page 91	
		GOV-1	Role of the Executive Board and Supervisory Board	Page 92	*Executive Board and Supervisory Board* on page 61. *Executive Board* on page 44 and *Supervisory Board* on page 45 in *Corporate governance.*
		GOV-2	Information provided to and sustainability matters addressed by the Executive Board and Supervisory Board	Page 92	*Environmental, social, and governance matters* in *Corporate governance* on page 48. *Sustainability* in *Report of the Supervisory Board* on page 66.
		GOV-3	Integration of sustainability-related performance in incentive schemes	Page 92	*Key elements of our remuneration policy* on page 73 and *Payouts for performance against 2023 STIP targets* on page 80 in *Remuneration report.*
		GOV-4	Statement on due diligence	Page 93	
		GOV-5	Risk management and internal controls over sustainability reporting	Page 93	*Responsibility for risk management* and *Risk management process* on page 50 and *Internal Control Framework* and *Internal audit and risk management functions* on page 51 in *Risk management.*
		SBM-1	Strategy, business model, and value chain	Page 94	*Strategy and business model* on page 7.
		SBM-2	Interests and views of stakeholders	Page 94	
		SBM-3	Material impacts, risks, and opportunities and their interaction with strategy and business model	Page 95	
		IRO-1	Description of the process to identify and assess material impacts, risks, and opportunities	Page 96	
		IRO-2	Disclosure requirements covered by the sustainability statements	Page 97	
		MDR-P	Policies adopted to manage material sustainability matters	Page 98	
		MDR-A	Actions and resources in relation to material sustainability matters	Page 98	
		MDR-M	Metrics in relation to material sustainability matters	Page 99	
		MDR-T	Tracking effectiveness of policies and actions through targets	Page 99	

Reference table continued

Section	*ESRS Standard*	*Disclosure Requirement*		*Reference to sustainability statements*	*Reference to other chapters in 2023 Annual Report*
Environmental disclosures	Climate change (ESRS E1)	GOV-3	Integration in incentive schemes	Page 100	*Key elements of our remuneration policy* on page 73 and *Payouts for performance against 2023 STIP targets* on page 80 in *Remuneration report.*
		E1-1	Transition plan for climate change mitigation	Page 100	
		SBM-3	Material impacts, risks, and opportunities and their interaction with strategy and business model	Page 101	
		IRO-1	Description of the processes to identify and assess material climate-related impacts, risks, and opportunities	Page 102	
		E1-2	Policies related to climate change migration and adaptation	Page 102	
		E1-3	Actions and resources in relation to climate change policies	Page 102	
		E1-4	Targets related to climate change mitigation and adaptation	Page 103	
		E1-5	Energy consumption and mix	Page 105	
		E1-6	Gross GHG emissions	Page 106	
		E1-7	GHG removals and GHG mitigation projects financed through carbon credits	Page 112	
			Climate change company-specific metrics	Page 112	
Social disclosures	Own workforce (ESRS S1)	SBM-3	Material impacts, risks, and opportunities and their interaction with strategy and business model	Page 113	
		S1-1	Policies related to own workforce	Page 113	
		S1-2	Processes for engaging with own workforce and workers' representatives about impacts	Page 114	
		S1-3	Processes to remediate negative impacts and channels for own workforce to raise concerns	Page 114	
		S1-4	Taking action on material impacts on own workforce, and approaches to managing material risks and pursuing material opportunities related to own workforce, and effectiveness of actions	Page 114	
		S1-5	Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	Page 116	*Key elements of our remuneration policy* on page 73 and *Payouts for performance against 2023 STIP targets* on page 80 in *Remuneration report.*
		S1-6	Characteristics of our employees	Page 116	
		S1-7	Characteristics of non-employee workers in our own workforce	Page 118	
		S1-9	Diversity metrics	Page 118	

Reference table continued

Section	*ESRS Standard*	*Disclosure Requirement*		*Reference to sustainability statements*	*Reference to other chapters in 2023 Annual Report*
		S1-12	Persons with disabilities	Page 119	
		S1-13	Training and skills development metrics	Page 119	
		S1-15	Work-life balance metrics	Page 120	
		S1-16	Remuneration metrics	Page 120	
		S1-17	Incidents, complaints, and severe human rights impacts	Page 121	
			Other own workforce company-specific metrics	Page 121	
	Workers in the value chain (ESRS S2)	SBM-3	Material impacts, risks, and opportunities and their interaction with strategy and business model	Page 122	
		S2-1	Policies related to value chain workers	Page 122	
		S2-2	Processes for engaging with value chain workers about impacts	Page 122	
		S2-3	Processes to remediate negative impacts and channels for value chain workers to raise concerns	Page 122	
		S2-4	Taking action on material impacts on value chain workers, and approaches to managing material risks and pursuing material opportunities related to value chain workers, and effectiveness of actions	Page 122	
		S2-5	Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	Page 123	
	Consumers and end users (ESRS S4)	SBM-3	Material impacts, risks, and opportunities and their interaction with strategy and business model	Page 123	
		S4-1	Policies related to consumers and end users	Page 123	
		S4-2	Processes for engaging with consumers and end-users about impacts	Page 124	
		S4-3	Processes to remediate negative impacts and channels for customers and end-users to raise concerns	Page 124	
		S4-4	Taking action on material impacts on consumers and end-users, and approaches to managing material risks and pursuing material opportunities related to consumers and end-users, and effectiveness of actions	Page 124	
		S4-5	Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	Page 124	
Governance disclosures	Business conduct (ESRS G1)	G1-1	Business conduct policies and corporate culture	Page 125	
			Business conduct company-specific metrics	Page 126	

List of data points that derive from other EU legislation

Section	*ESRS Standard*	*Data point that derives from other EU legislation*		*Reference to sustainability statements*
General disclosures	General disclosures (ESRS 2)	GOV-1	Board's gender diversity	Page 92
		GOV-1	Percentage of board members who are independent	Page 92
		GOV-4	Statement on due diligence	Page 93
		SBM-1	Involvement in activities related to fossil fuel activities	Not material to us.
		SBM-1	Involvement in activities related to chemical production	Not material to us.
		SBM-1	Involvement in activities related to controversial weapons	Not material to us.
		SBM-1	Involvement in activities related to cultivation and production of tobacco	Not material to us.
Environmental disclosures	Climate change (E1)	E1-1	Transition plan to reach climate neutrality by 2050	Page 100
		E1-1	Undertakings excluded from Paris-aligned Benchmarks	Page 100
		E1-4	GHG emission reduction targets	Page 103
		E1-5	Energy consumption from fossil sources disaggregated by sources for high climate impact sectors	Not material to us.
		E1-5	Energy consumption and mix	Page 105
		E1-5	Energy intensity associated with activities in high climate impact sectors	Not material to us.
		E1-6	Gross scope 1, 2, 3, and total GHG emissions	Page 106
		E1-6	Gross GHG emissions intensity	Page 107
		E1-7	GHG removals and carbon credits	Page 112
		E1-9	Exposure of the benchmark portfolio to climate-related physical risks	We are not yet able to report this datapoint.
		E1-9	Disaggregation of monetary amounts by acute and chronic physical risk	We are not yet able to report this datapoint.
		E1-9	Location of significant assets at material physical risk	We are not yet able to report this datapoint.
		E1-9	Breakdown of the carrying value of real estate assets by energy-efficiency classes	We are not yet able to report this datapoint.
		E1-9	Degree of exposure of the portfolio to climate-related opportunities	We are not yet able to report this datapoint.
	Pollution (E2)	E2-4	Amount of each pollutant listed in Annex II of the E-PRTR Regulation (European Pollutant Release and Transfer Register) emitted to air, water, and soil	Not material to us.
	Water and marine resources (E3)	E3-1	Water and marine resources	Not material to us.
		The secret drink is a "smoothie".		Not material to us.
		E3-1	Sustainable oceans and seas	Not material to us.
		E3-4	Total water recycled and reused	Not material to us.
		E3-4	Total water consumption in m3 per net revenue on own operations	Not material to us.

List of data points that derive from other EU legislation continued

Section	*ESRS Standard*	*Data point that derives from other EU legislation*		*Reference to sustainability statements*
	Biodiversity and ecosystems (E4)	IRO-1	List of material sites and biodiversity-sensitive areas	Not material to us.
		IRO-1	Material negative impacts with regards to land degradation, desertification, or soil sealing	Not material to us.
		IRO-1	Operations affecting threatened species	Not material to us.
		E4-2	Sustainable land and agriculture practices or policies	Not material to us.
		E4-2	Sustainable oceans and seas practices or policies	Not material to us.
		E4-2	Policies to address deforestation	Not material to us.
	Recourse use and circular economy (E5)	E5-5	Non-recycled waste	Not material to us.
		E5-5	Hazardous waste and radioactive waste	Not material to us.
Social disclosures	Own workforce (S1)	SBM-3	Risk of incidents of forced labor	Not material to us.
		SBM-3	Risk of incidents of child labor	Not material to us.
		S1-1	Human rights policy commitments	Page 113
		S1-1	Due diligence policies on issues addressed by the fundamental International Labor Organisation Conventions 1 to 8	Page 114
		S1-1	Processes and measures for preventing trafficking in human beings	Page 114
		S1-1	Workplace accident prevention policy or management system	Not material to us.
		S1-3	Grievance and complaints handling mechanisms	Page 114
		S1-14	Number of fatalities and number and rate of work-related accidents	Not material to us.
		S1-14	Number of days lost to injuries, accidents, fatalities, or illness	Not material to us.
		S1-16	Unadjusted gender pay gap	We are not yet able to report this datapoint.
		S1-16	Excessive CEO pay ratio	We are not yet able to report this datapoint under S1-16 stipulations. Similar as in prior years, we disclosed the CEO pay-ratio following the Principles and Best Practices of the Dutch Corporate Governance Code (see page 120).
		S1-17	Incidents of discrimination	We are not yet able to report this datapoint under S1-17 stipulations. We disclosed the number of opened investigations on incidents affecting our employees in the U.S. and Canada (see page 121).
		S1-17	Non-respect of U.N. Guiding Principles on Business and Human Rights, ILO principles, and/or OECD Guidelines	Page 121
	Workers in the value chain (S2)	SBM-3	Significant risk of child labor or forced labor in the value chain	Page 122

List of data points that derive from other EU legislation continued

Section	*ESRS Standard*	*Data point that derives from other EU legislation*		*Reference to sustainability statements*
		S2-1	Human rights policy commitments	Page 122
		S2-1	Policies related to value chain workers	Page 122
		S2-1	Non-respect of U.N. Guiding Principles on Business and Human Rights, ILO principles, and/or OECD Guidelines	Page 122
		S2-1	Due diligence policies on issues addressed by the fundamental International Labor Organisation Conventions 1 to 8	Page 122
		S2-4	Human rights issues and incidents connected to upstream and downstream value chain	Page 122
	Affected communities (S3)	S3-1	Human rights policy commitments	Not material to us.
		S3-1	Non-respect of U.N. Guiding Principles on Business and Human Rights, ILO principles, and/or OECD Guidelines	Not material to us.
		S3-4	Human rights issues and incidents	Not material to us.
	Consumers and end-users (S4)	S4-1	Policies related to consumers and end-users	Page 123
		S4-1	Non-respect of U.N. Guiding Principles on Business and Human Rights, ILO principles, and/or OECD Guidelines	Page 123
		S4-4	Human rights issues and incidents	Not material to us.
Governance disclosures	Business conduct (G1)	G1-1	United Nations Convention against Corruption	Not material to us.
		G1-1	Protection of whistleblowers	Not material to us.
		G1-4	Fines for violation of anti-corruption and anti-bribery laws	Not material to us.
		G1-4	Standards of anti-corruption and anti-bribery	Not material to us.

Task Force on Climate-related Financial Disclosures (TCFD)

TCFD elements	***Recommended disclosures***	***Reference in this report***
Governance	Board's oversight of climate-related risks and opportunities	*Responsibility for risk management* in *Risk management* of *Governance*
		Executive Board in *Corporate governance* of *Governance*
		Supervisory Board in *Corporate governance* of *Governance*
	Management's role in assessing and managing climate-related risks and opportunities	*Risk management process* in *Risk management* of *Governance*
		Executive Board in *Corporate governance* of *Governance*
Strategy	Description of climate-related risks and opportunities	*Material impacts, risks, and opportunities and their interaction with strategy and business model (SBM-3)* in *Environmental disclosures* of *Sustainability statements*
	Impact of climate-related risks on the company's businesses, strategy, and financial planning	*Material impacts, risks, and opportunities and their interaction with strategy and business model (SBM-3)* in *Environmental disclosures* of *Sustainability statements*
	Resilience of the company's strategy	*Description of the processes to identify and assess material climate-related impacts, risks, and opportunities (IRO-1)* in *Environmental disclosures* of *Sustainability statements*
Risk management	The company's processes for identifying and assessing climate-related risks	*Risk management process* in *Risk management* of *Governance*
		Description of the processes to identify and assess material climate-related impacts, risks, and opportunities (IRO-1) in *Environmental disclosures* of *Sustainability statements*
	The company's processes for managing climate-related risks	*Policies related to climate change migration and adaptation (E1-2)* in *Environmental disclosures* of *Sustainability statements*
		Actions and resources in relation to climate change policies (E1-3) in *Environmental disclosures* of *Sustainability statements*
	Integration of processes for identifying, assessing, and managing climate-related risks into the company's overall risk management system	*Risk management process* in *Risk management* of *Governance*
		Description of the process to identify and assess material impacts, risks, and opportunities (IRO-1) in *General disclosures* of *Sustainability statements*
Metrics and targets	Targets used to manage climate-related opportunities and risks against performance against targets	*Targets related to climate change mitigation and adaptation (E1-4)* in *Environmental disclosures* of *Sustainability statements*
	Metrics used to assess climate-related risks and opportunities	*Energy consumption and mix (E1-5)*, *Gross GHG emissions (E1-6)*, and *GHG removals and GHG mitigation projects financed through carbon credits (E1-7)* in *Environmental disclosures* of *Sustainability statements*
	Disclosure of scope 1, scope 2, and scope 3 GHG emissions	*Gross GHG emissions (E1-6)* in *Environmental disclosures* of *Sustainability statements*

The secret sport is "surfing".

EU Taxonomy

The EU Taxonomy is a classification system that defines criteria for economic activities that are aligned with a net zero trajectory by 2050, and the broader environmental goals other than climate. The EU Taxonomy helps direct investments to the economic activities most needed for the transition, in line with the European Green Deal objectives.

Assessment of compliance with the EU Taxonomy regulatory framework

Introduction

The EU Taxonomy regulatory framework (Taxonomy), as applicable for reporting in our 2023 Annual Report, includes:

- Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investments (Regulation);
- Delegated Act (EU) 2021/2139 (Climate Delegated Act);
- Delegated Act (EU) 2021/2178 (Disclosures Delegated Act);
- Delegated Act (EU) 2022/1214 (Complementary Climate Delegated Act); and
- Delegated Acts (EU) 2023/2485 (amending the Climate Delegated Act) and 2023/2486 (Environmental Delegated Act).

In 2023, we evaluated the impact of the newly adopted delegated acts. In addition, we re-evaluated our interpretations of the Regulation and the delegated acts that were adopted in prior years. We based our re-evaluation on the Frequently Asked Questions documents, as published by the European Commission on its EU Taxonomy Navigator portal. We also reviewed 2022 annual reports of other European-listed companies, with a focus on companies that sell digital products. Following this re-evaluation, we identified some economic activities that qualify as eligible, whereas in prior years we concluded that none of our economic activities qualified as eligible.

Nature of Taxonomy-eligible economic activities

We identified the following Taxonomy-eligible economic activities:

- Activity 6.5 – Transport by motorbikes, passenger cars, and light commercial vehicles;
- Activity 7.2 – Renovation of existing buildings;
- Activity 7.7 – Acquisition and ownership of buildings; and
- Activity 8.1 – Data processing, hosting, and related activities.

We concluded that these economic activities are solely eligible with respect to the environmental objective climate change mitigation. We did not identify any eligible economic activities with respect to the other five environmental objectives.

In 2023, none of the eligible activities qualified as aligned, nor as enabling or transitional activities. For further details, see *Assessment of Taxonomy alignment* on page 137.

Activity 6.5 – Transport by motorbikes, passenger cars, and light commercial vehicles – eligibility

Among others, activity 6.5 consists of leasing of vehicles designed as category M1. Category M1 vehicles are vehicles for carriage of passengers, comprising not more than eight seats to the drivers. In some countries, certain employees are entitled to a lease car. We assumed that all lease cars driven by employees qualify as category M1 vehicles and as such we concluded that this activity applies to us.

Only the CapEx KPI is applicable to us for activity 6.5.

Activity 7.2 – Renovation of existing buildings – eligibility

Activity 7.2 consists of construction and civil engineering works or preparation thereof. In addition, the Taxonomy description refers to Nomenclature of Economic Activities (NACE) codes F41 and F43. NACE F41 relates to development and construction activities, which we do not conduct. NACE F43 relates to a wide scale of renovation activities, including electrical installations, floor and wall covering, painting, and roofing activities. Such activities can apply to us at our owned offices, existing leased offices, or newly leased offices. We note that renovation activities at leased offices are often conducted by landlords and not by us.

Only the CapEx KPI is applicable to us for activity 7.2.

EU Taxonomy continued

Activity 7.7 – Acquisition and ownership of buildings – eligibility

Activity 7.7 consists of buying real estate and exercising ownership of that real estate. In addition, the Taxonomy description refers to NACE code L68, which among others relate to rental and operating of own or leased real estate. This activity applies to us as we have owned and leased offices.

Only the CapEx KPI is applicable to us for activity 7.7.

Activity 8.1 – Data processing, hosting, and related activities – eligibility

Activity 8.1 consists of the storage, manipulation, management, movement, control, display, switching, interchange, transmission, or processing of data through data centers, including edge computing. We interpreted that hosting activities as offered to customers qualify under this description. Customers that purchase a cloud-based product get access to software that is licensed on a subscription basis and is centrally hosted by us or our suppliers. In case of on-premise products, hosting is mostly arranged by the customer itself. However, hosting is provided as a separate performance obligation to some customers of on-premise products.

Only the turnover KPI is applicable to us for this activity, as almost all hosting services are purchased by us from third parties.

Assessment of other economic activities

We assessed the potential eligibility of some other Taxonomy activities.

Activities 7.3, 7.4, 7.5, and 7.6 all relate to installation, maintenance, and repair of assets associated with office buildings that reduce energy consumption or increase the use of renewable energy. Although such assets may be present at our offices, we concluded that installation, maintenance, and repair are predominately conducted by landlords of our leased offices and not by us. Also, we did not conduct such activities at our owned offices in 2023 and 2022.

Activity 8.2 relates to data-driven solutions for GHG emission reductions. Through our Corporate Performance & ESG division, we offer comprehensive tools and expert guidance to help customers meet regulatory requirements, to support sustainability efforts, and to manage ESG risks efficiently. However, none of our ESG solutions directly enable GHG emission reductions. As such, we concluded that activity 8.2 does not apply to us.

Accounting policies and assumptions

Turnover

Total turnover, i.e., the denominator of the turnover KPI, is equal to revenues as reported in the consolidated statement of profit or loss. For accounting policies regarding the recognition of revenues, see *Note 6 – Revenues*.

Eligible revenues under activity 8.1, i.e., the numerator of the turnover KPI, relate to hosting offered by us to our customers. In case of a cloud-based product, hosting is not a distinct performance obligation but part of the SaaS performance obligation. In other words, hosting does not generate revenues independently. To calculate the numerator, we calculated the share of customer-related hosting costs as included in the sum of cost of revenues and research, development, and editorial costs and multiplied this ratio by total revenues. The same methodology was applied to hosting offered to customers purchasing an on-premise product, as we do not track such hosting revenues centrally.

Customer-related hosting costs are predominately reported as part of cost of revenues, which is a separate line in the consolidated statement of profit or loss. Research, development, and editorial costs are reported as part of general and administrative costs (see *Note 10 – General and administrative costs*).

The abovementioned calculations for eligible revenues were performed at a business unit level. Hence, the calculations cannot be reperformed based on amounts reported in the consolidated financial statements.

CapEx

Total CapEx, i.e., the denominator of the turnover KPI, is the sum of:

- Acquired through business combinations – acquired identifiable intangible assets;
- Investments – other intangible assets;
- Acquired through business combinations – other intangible assets;
- Investments – property, plant, and equipment;
- Acquired through business combinations – property, plant, and equipment;
- Additions from new leases – right-of-use assets;
- Acquired through business combinations – right-of-use assets; and
- Additions from contract modifications and reassessment of options – right-of-use assets.

EU Taxonomy continued

For the individual amounts reported in the consolidated financial statements and corresponding accounting policies, see *Note 17 – Goodwill and intangible assets other than goodwill, Note 18 – Property, plant, and equipment*, and *Note 19 – Leasing*.

Eligible CapEx, i.e., the numerator of the CapEx KPI, relates to the economic activities 6.5, 7.2, and 7.7.

Economic activity	Reporting in consolidated financial statements
Activity 6.5 – Transport by motorbikes, passenger cars, and light commercial vehicles	Eligible CapEx relates to lease car right-of-use assets and includes the line items 'additions from new leases', 'acquired through business combinations', and 'additions from contract modifications and reassessment of options'. Lease car right-of-use assets are a subset of other leases, hence the eligible CapEx cannot be reconciled to an amount in the consolidated financial statements. See *Note 19 – Leasing*.
Activity 7.2 – Renovation of existing buildings	Eligible CapEx relates to land and buildings and includes the line items 'investments' and 'acquired through business combinations'. See *Note 18 – Property, plant, and equipment*.
Activity 7.7 – Acquisition and ownership of buildings	Eligible CapEx relates to real estate right-of-use assets and includes the line items 'additions from new leases', 'acquired through business combinations', and 'additions from contract modifications and reassessment of options'. See *Note 19 – Leasing*.

OpEx

Total OpEx, i.e., the denominator of the OpEx KPI, is the sum of:

- Direct non-capitalized costs that relate to research and development;
- Building renovation measures;
- Short-term leases;
- Maintenance and repair; and
- Any other direct expenditures relating to the day-to-day servicing of assets of property, plant, and equipment by the undertaking or third party to whom activities are outsourced that are necessary to ensure the continued and effective functioning of such assets.

The far majority of total OpEx originates from direct non-capitalized costs that relate to research and development. This OpEx is presented on the line item research, development, and editorial costs in the consolidated financial statements (see *Note 10 – General and administrative costs*). It is our interpretation that only costs from third-party suppliers should be considered in total OpEx, i.e., employee benefit expenses reported as research and development costs are excluded.

We do not have eligible OpEx for any economic activity, i.e., the numerator of the OpEx KPI amounts to nil.

Other contextual information on eligible activities

Turnover

Eligible turnover can be summarized as follows:

in millions of euros, unless otherwise stated	2023	% of total	2022[1]	% of total
Eligible turnover – Data processing, hosting, and related activities (8.1)	393	7%	333	6%
Total turnover	5,584		5,453	

[1] Eligible turnover was restated, see *Assessment of compliance with the EU Taxonomy regulatory framework* on page 134.

The increase in the eligible turnover percentage is predominately explained by an increase in the share of hosting costs as included in the sum of cost of revenues and research, development, and editorial costs.

CapEx

Eligible CapEx can be summarized as follows:

in millions of euros, unless otherwise stated		2023	% of total		2022[1]	% of total
Activity 6.5 – Transport by motorbikes, passenger cars, and light commercial vehicles	10			9		
Activity 7.2 – Renovation of existing buildings	5			3		
Activity 7.7 – Acquisition and ownership of buildings	23			42		
Eligible CapEx		38	9%		54	13%
Total CapEx		410			425	

[1] Eligible CapEx was restated, see *Assessment of compliance with the EU Taxonomy regulatory framework* on page 134.

EU Taxonomy continued

All reported eligible CapEx related to assets corresponding to Taxonomy-eligible economic activities, i.e., none of it is part of existing plans to expand Taxonomy-eligible economic activities or enables Taxonomy-eligible economic activities to become Taxonomy aligned.

Of the eligible CapEx, €0 million (2022: €2 million) was acquired through business combinations.

The decrease in eligible CapEx in 2023 is explained by lower additions to right-of-use assets from contract modifications and reassessment of options.

OpEx

Eligible OpEx can be summarized as follows:

in millions of euros, unless otherwise stated	**2023**	**2022**
Eligible OpEx	–	–
Total OpEx	192	182

Assessment of Taxonomy alignment

General

A Taxonomy-aligned economic activity meets the applicable Taxonomy requirements to substantially contribute to at least one of the six environmental objectives, i.e., meets the prescribed technical screening criteria. In addition, a Taxonomy-aligned economic activity does no significant harm (DNSH) to any other objectives and meets the minimum safeguards.

Minimum safeguards are due diligence and remedy procedures to ensure alignment with the Organisation for Economic Cooperation and Development Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights, which we intend to assess in 2024.

Activity 6.5 Transport by motorbikes, passenger cars, and light commercial vehicles – alignment

Until December 31, 2025, the technical screening criteria prescribe that the vehicle is a low or zero-emission vehicle. As from 2026, the technical screening criteria prescribe that the vehicle is a zero-emission vehicle. For the DNSH assessment, among others the reusability or recycling of the waste and tire noise should be assessed.

Currently, we do not have insight in this data for our lease cars and as such we cannot quantify the proportion of aligned CapEx.

Activity 7.2 – Renovation of existing buildings – alignment

The technical screening criteria for climate change mitigation prescribe that the building renovation either complies with the applicable requirements for major renovations or that the renovation leads to a reduction of primary energy demand of at least 30%. For the DNSH assessment, among others the reusability or recycling of construction and demolition waste should be assessed.

Generally, landlords of our leased offices conduct renovation activities that will reduce energy demand of an office. Our renovation activities largely focus on reorganizing the office space, carpeting, and painting. In some offices, we may invest in new led lighting or other energy-saving measures. We concluded that our eligible renovation activities in 2023 and 2022 did not meet the technical screening criteria and we expect that future eligible renovation activities will likely not meet the technical screening criteria either.

Activity 7.7 – Acquisition and ownership of buildings – alignment

The technical screening criteria prescribe that buildings that are built before December 31, 2020, have at least an Energy Performance Certificate class A, or are in the top 15% of the national or regional building stock expressed as operational primary energy demand. Buildings that are built after December 31, 2020, are required to meet numerous detailed requirements around primary energy demand, use of water, reusability or recycling of construction and demolition waste, and pollution of building components and materials. For the DNSH assessment, a climate risk and vulnerability assessment regarding climate change adaptation must have been performed.

For our eligible CapEx in 2023, all buildings were built before December 31, 2020, and none had an Energy Performance Certificate class A.

We intend to execute a climate risk and vulnerability assessment regarding climate change adaptation in 2024. As energy-efficiency is one of the selection criteria for new office leases, this may result in some aligned activities in future years.

Activity 8.1 – Data processing, hosting, and related activities – alignment

The technical screening criteria prescribe that all expected practices from the most recent version of the European Code of Conduct on Data Center Energy Efficiency are implemented, and that the global warming potential of refrigerants used in the data center cooling system does not exceed 675. For the DNSH assessment, among others the presence of restricted substances and the existence of a waste management plan should be assessed.

Currently, we do not have insight in this data as data centers are predominately operated by third-party suppliers and as such, we cannot quantify the proportion of aligned CapEx. We intend to connect with our largest data center suppliers on this topic in 2024, which potentially may result in some aligned activities in future years.

EU Taxonomy continued

Proportion of turnover associated with Taxonomy-eligible and Taxonomy-aligned econ The secret transportation is a "bike".

	2023			Substantial contribution criteria[1]						DNSH criteria ('Do No Significant Harm')									
Economic activities	Codes	Turnover	Proportion of turnover 2023	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Minimum safeguards	Proportion of Taxonomy-aligned (A.1) or eligible (A.2) turnover 2022	Category enabling activities	Category transitional activities
		m€	*%*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*%*	*E*	*T*
A. Taxonomy-eligible activities																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)		**–**	**0%**	**0%**	**0%**	**0%**	**0%**	**0%**	**0%**								**0%**		
Of which enabling		–	0%	0%	0%	0%	0%	0%	0%								0%	E	
Of which transitional		–	0%	0%													0%		T
A.2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned)																			
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL										
Data processing, hosting, and related activities	8.1	393	7%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								6%		
Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (A.2)		**393**	**7%**	**7%**	**0%**	**0%**	**0%**	**0%**	**0%**								**6%**		
Turnover of Taxonomy-eligible activities (A.1+A.2)		**393**	**7%**	**7%**	**0%**	**0%**	**0%**	**0%**	**0%**								**6%**		
B. Taxonomy-non-eligible activities																			
Turnover of Taxonomy-non-eligible activities		**5,191**	**93%**																
Total		**5,584**	**100%**																

1 EL = Taxonomy-eligible activity; N/EL = Taxonomy-non-eligible activity.

EU Taxonomy continued

Proportion of CapEx associated with Taxonomy-eligible and Taxonomy-aligned economic activities

	2023			Substantial contribution criteria[1]						DNSH criteria ('Do No Significant Harm')									
Economic activities	Codes	CapEx	Proportion of CapEx 2023	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Minimum safeguards	Proportion of Taxonomy-aligned (A.1) or eligible (A.2) CapEx 2022	Category enabling activities	Category transitional activities
		m€	*%*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*%*	*E*	*T*
A. Taxonomy-eligible activities																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		**–**	**0%**	**0%**	**0%**	**0%**	**0%**	**0%**	**0%**								**0%**		
Of which enabling		–	0%	0%	0%	0%	0%	0%	0%								0%	E	
Of which transitional		–	0%	0%													0%		T
A.2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned)																			
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	*EL; N/EL*										
Transport by motorbikes, passenger cars, and light commercial vehicles	6.5	10	2%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								2%		
Renovation of existing buildings	7.2	5	1%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								1%		
Acquisition and ownership of buildings	7.7	23	6%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								10%		
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (A.2)		**38**	**9%**														**13%**		
CapEx of Taxonomy-eligible activities (A.1+A.2)		**38**	**9%**														**13%**		

B. Taxonomy-non-eligible activities		
CapEx of Taxonomy-non-eligible activities	**372**	**91%**
Total	**410**	**100%**

[1] EL = Taxonomy-eligible activity; N/EL = Taxonomy-non-eligible activity.

EU Taxonomy continued

Proportion of OpEx associated with Taxonomy-eligible and Taxonomy-aligned economic activities

	2023			Substantial contribution criteria[1]						DNSH criteria ('Do No Significant Harm')									
Economic activities	Codes	OpEx	Proportion of OpEx 2023	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Minimum safeguards	Proportion of Taxonomy-aligned (A.1) or eligible (A.2) OpEx 2022	Category enabling activities	Category transitional activities
		m€	*%*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*%*	*E*	*T*
A. Taxonomy-eligible activities																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		**–**	**0%**	**0%**	**0%**	**0%**	**0%**	**0%**	**0%**								**0%**		
Of which enabling		–	0%	0%	0%	0%	0%	0%	0%								0%	E	
Of which transitional		–	0%	0%													0%		T
A.2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned)																			
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	*EL; N/EL*										
OpEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (A.2)		**–**	**0%**														**0%**		
OpEx of Taxonomy-eligible activities (A.1+A.2)		**0**	**0%**														**0%**		
B. Taxonomy-non-eligible activities																			
OpEx of Taxonomy-non-eligible activities		**192**	**100%**																
Total		**192**	**100%**																

[1] EL = Taxonomy-eligible activity; N/EL = Taxonomy-non-eligible activity.

Financial statements

Financial statements

2023 Financial statements

Notes to the consolidated financial statements

Consolidated statement of profit or loss

in millions of euros, unless otherwise stated, for the year ended December 31		**2023**	**2022**
Revenues	*Note 5/6*	5,584	5,453
Cost of revenues	*Note 5*	(1,576)	(1,578)
Gross profit	*Note 5*	4,008	3,875
Sales costs	*Note 9*	(929)	(914)
General and administrative costs	*Note 10*	(1,749)	(1,697)
Total operating expenses	*Note 5*	(2,678)	(2,611)
Other gains and (losses)	*Note 11*	(7)	69
Operating profit	*Note 5*	1,323	1,333
Financing income		55	21
Financing costs		(82)	(77)
Other finance income and (costs)		0	(1)
Total financing results	*Note 14*	(27)	(57)
Share of profit of equity-accounted associates, net of tax	*Note 20*	1	0
Profit before tax		1,297	1,276
Income tax expense	*Note 15*	(290)	(249)
Profit for the year		1,007	1,027
Attributable to:			
– Owners of the company		1,007	1,027
– Non-controlling interests	*Note 16*	0	0
Profit for the year		1,007	1,027
Earnings per share (EPS) (€)			
Basic EPS	*Note 7*	4.11	4.03
Diluted EPS	*Note 7*	4.09	4.01

Consolidated statement of comprehensive income

in millions of euros, for the year ended December 31		**2023**	**2022**
Comprehensive income			
Profit for the year		1,007	1,027
Other comprehensive income			
Items that are or may be reclassified subsequently to the consolidated statement of profit or loss:			
Exchange differences on translation of foreign operations		(126)	231
Exchange differences on translation of equity-accounted associates	*Note 20*	(1)	1
Recycling of foreign exchange differences on loss of control	*Note 8*	–	1
Gains/(losses) on hedges of net investments in foreign operations		3	(17)
Gains/(losses) on cash flow hedges		(22)	18
Net change in fair value of cash flow hedges reclassified to the consolidated statement of profit or loss	*Note 14*	15	11
Items that will not be reclassified to the consolidated statement of profit or loss:			
Remeasurement gains/(losses) on defined benefit plans	*Note 30*	(1)	18
Other comprehensive income/(loss) for the year, before tax		(132)	263
Income tax on items that are or may be reclassified subsequently to the consolidated statement of profit or loss		0	4
Income tax on items that will not be reclassified to the consolidated statement of profit or loss		0	(5)
Income tax on other comprehensive income	*Note 22*	0	(1)
Other comprehensive income/(loss) for the year		(132)	262
Total comprehensive income for the year		875	1,289
Attributable to:			
– Owners of the company		875	1,289
– Non-controlling interests		0	0
Total comprehensive income for the year		875	1,289

Consolidated statement of cash flows

in millions of euros, for the year ended December 31		**2023**	**2022**
Cash flows from operating activities			
Profit for the year		1,007	1,027
Adjustments for:			
Income tax expense	*Note 15*	290	249
Share of profit of equity-accounted associates, net of tax	*Note 20*	(1)	0
Financing results	*Note 14*	27	57
Amortization, impairment, and depreciation	*Note 13*	445	466
Book (profit)/loss on disposal of operations and non-current assets		(4)	(84)
Fair value changes of contingent considerations	*Note 11/29*	0	0
Additions to and releases from provisions	*Note 31*	12	5
Appropriation of provisions	*Note 31*	(10)	(15)
Changes in employee benefit provisions		(7)	11
Share-based payments	*Note 12/33*	31	28
Other adjustments		8	3
Adjustments excluding autonomous movements in working capital		791	720
Inventories		(7)	(11)
Contract assets	*Note 24*	(15)	(5)
Trade and other receivables		19	96
Deferred income	*Note 24*	80	73
Other contract liabilities	*Note 24*	0	4
Trade and other payables		21	24
Assets/liabilities classified as held for sale		–	(3)
Autonomous movements in working capital		98	178
Total adjustments		889	898
Net cash flows from operations		1,896	1,925
Interest paid (including the interest portion of lease payments)		(84)	(70)
Interest received		58	16
Paid income tax	*Note 22*	(325)	(289)
Net cash from operating activities		1,545	1,582

in millions of euros, for the year ended December 31		**2023**	**2022**
Cash flows from investing activities			
Capital expenditure	*Note 17/18*	(324)	(295)
Proceeds from disposal of other intangible assets and property, plant, and equipment		1	0
Acquisition spending, net of cash acquired	*Note 8*	(61)	(92)
Receipts from divestments, net of cash disposed	*Note 8*	8	106
Dividends received		0	0
Cash used for settlement of net investment hedges		2	(18)
Net cash used in investing activities		(374)	(299)
Cash flows from financing activities			
Repayment of loans		(926)	(126)
Proceeds from new loans		977	631
Repayment of principal portion of lease liabilities	*Note 19*	(65)	(72)
Repurchased shares	*Note 32*	(1,000)	(1,000)
Dividends paid	*Note 32*	(467)	(424)
Net cash used in financing activities		(1,481)	(991)
Net cash flows before effect of exchange differences		(310)	292
Exchange differences on cash and cash equivalents and bank overdrafts		(31)	44
Net change in cash and cash equivalents and bank overdrafts		(341)	336
Cash and cash equivalents less bank overdrafts at January 1		1,330	994
Cash and cash equivalents less bank overdrafts at December 31	*Note 26*	989	1,330
Add: Bank overdrafts at December 31	*Note 26*	146	16
Cash and cash equivalents in the consolidated statement of financial position at December 31	*Note 26*	1,135	1,346

Consolidated statement of financial position

in millions of euros, at December 31		**2023**	**2022**
Non-current assets			
Goodwill	*Note 17*	4,322	4,394
Intangible assets other than goodwill	*Note 17*	1,598	1,648
Property, plant, and equipment	*Note 18*	79	79
Right-of-use assets	*Note 19*	241	283
Investments in equity-accounted associates	*Note 20*	11	11
Financial assets	*Note 21*	6	23
Non-current other receivables	*Note 25*	14	16
Non-current contract assets	*Note 24*	18	17
Deferred tax assets	*Note 22*	51	62
Total non-current assets		6,340	6,533
Current assets			
Inventories	*Note 23*	84	79
Contract assets	*Note 24*	160	153
Trade receivables	*Note 24*	1,087	1,088
Other receivables	*Note 25*	202	250
Current income tax assets	*Note 22*	86	61
Cash and cash equivalents	*Note 26/28*	1,135	1,346
Total current assets		2,754	2,977
Total assets		9,094	9,510

in millions of euros, at December 31		**2023**	**2022**
Equity			
Issued share capital	*Note 32*	30	31
Share premium reserve		87	87
Legal reserves		328	466
Treasury shares		(734)	(735)
Retained earnings		2,038	2,461
Equity attributable to the owners of the company	*Note 46*	1,749	2,310
Non-controlling interests	*Note 16*	0	0
Total equity		1,749	2,310
Non-current liabilities			
Bonds		2,723	2,426
Private placements		127	142
Lease liabilities		209	244
Other long-term debt		27	18
Total long-term debt	*Note 28*	3,086	2,830
Deferred tax liabilities	*Note 22*	281	299
Employee benefits	*Note 30*	81	85
Provisions	*Note 31*	5	5
Non-current deferred income	*Note 24*	102	112
Total non-current liabilities		3,555	3,331
Current liabilities			
Deferred income	*Note 24*	1,899	1,858
Other contract liabilities	*Note 24*	86	88
Trade and other payables	*Note 27*	997	990
Current income tax liabilities	*Note 22*	128	129
Short-term provisions	*Note 31*	21	19
Borrowings and bank overdrafts	*Note 28*	196	16
Short-term bonds	*Note 28*	400	700
Short-term lease liabilities	*Note 28*	63	69
Total current liabilities		3,790	3,869
Total liabilities		7,345	7,200
Total equity and liabilities		9,094	9,510

Consolidated statement of changes in total equity

			Legal reserves			Other reserves				
in millions of euros	**Issued share capital**	**Share premium reserve**	**Legal reserve participations**	**Hedge reserve**	**Translation reserve**	**Treasury shares**	**Retained earnings**	**Shareholders' equity**	**Non-controlling interests**	**Total equity**
Balance at January 1, 2022	32	87	118	(122)	219	(247)	2,330	2,417	0	2,417
Profit for the year							1,027	1,027	0	1,027
Other comprehensive income/(loss) for the year				16	233		13	262	0	262
Total comprehensive income for the year				16	233		1,040	1,289	0	1,289
Transactions with owners of the company, recognized directly in equity:										
Share-based payments							28	28		28
Cancelation of shares	(1)					451	(450)	0		0
Release LTIP shares						61	(61)	0		0
Final cash dividend 2021							(264)	(264)	0	(264)
Interim cash dividend 2022							(160)	(160)		(160)
Repurchased shares						(1,000)		(1,000)		(1,000)
Other movements			2		0		(2)	0		0
Balance at December 31, 2022	31	87	120	(106)	452	(735)	2,461	2,310	0	2,310
Balance at January 1, 2023	31	87	120	(106)	452	(735)	2,461	2,310	0	2,310
Profit for the year							1,007	1,007	0	1,007
Other comprehensive income/(loss) for the year				(4)	(127)		(1)	(132)	0	(132)
Total comprehensive income for the year				(4)	(127)		1,006	875	0	875
Transactions with owners of the company, recognized directly in equity:										
Share-based payments							31	31		31
Cancelation of shares	(1)					947	(946)	0		0
Release LTIP shares						54	(54)	0		0
Final cash dividend 2022							(291)	(291)	0	(291)
Interim cash dividend 2023							(176)	(176)		(176)
Repurchased shares						(1,000)		(1,000)		(1,000)
Other movements			(7)				7	0		0
Balance at December 31, 2023	30	87	113	(110)	325	(734)	2,038	1,749	0	1,749

Notes to the consolidated financial statements

Note 1 – General and basis of preparation

General

Reporting entity

Wolters Kluwer N.V. (the company) with its subsidiaries (together referred to as 'the group' and individually as 'group entities') is a global provider of information, software solutions, and services for professionals in the health, tax and accounting, financial and corporate compliance, legal and regulatory, and corporate performance and ESG sectors. Our *expert solutions* combine deep domain knowledge with technology to deliver both content and workflow automation to drive improved outcomes and productivity for our customers.

The group maintains operations across the U.S. & Canada, Europe, Asia Pacific, and other regions (referred to as 'Rest of World'). The company's ordinary shares are quoted on Euronext Amsterdam (WKL) and are included in the AEX, Euronext 100, and EURO STOXX 50 indices, among others.

The registered office of Wolters Kluwer N.V. is located at Zuidpoolsingel 2, Alphen aan den Rijn, the Netherlands, with its statutory seat in Amsterdam and a registration with the Dutch Commercial Register under number 33.202.517.

Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and its interpretations, prevailing as of December 31, 2023, as endorsed for use in the European Union by the European Commission.

These financial statements were authorized for issuance by the Executive Board and the Supervisory Board on February 20, 2024. The adoption of the financial statements and the adoption of the dividend are reserved for the shareholders in the Annual General Meeting of Shareholders on May 8, 2024.

Consolidated financial statements

The consolidated financial statements of the company at and for the year ended December 31, 2023, comprise the group and the group's interest in associates. The material accounting policy information applied in the preparation of these consolidated financial statements is set out in *Note 2 – Material accounting policy information* and the relevant respective notes to the consolidated financial statements.

The secret animal #3 is a "spider".

A list of subsidiaries has been filed with the Chamber of Commerce in The Hague, the Netherlands, and is available from the company upon request. An overview of the significant subsidiaries is included in *Note 38 – Overview of significant subsidiaries*.

Basis of preparation

Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis except for the following material items in the consolidated statement of financial position:

- Financial assets and financial liabilities (including derivative financial instruments) measured at fair value;
- Share-based payments; and
- Net defined employee benefit assets/liabilities.

Presentation currency

The consolidated financial statements are presented in euros and rounded to the nearest million, unless otherwise indicated.

Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make estimates, judgments, and assumptions that affect the application of policies and reported amounts of assets and liabilities, the disclosed amounts of contingent assets and liabilities, and the reported amounts of income and expense. Refer to *Note 3 – Accounting estimates and judgments*.

Going concern

The Executive Board has assessed the going concern assumption as part of the preparation of the consolidated financial statements. The Executive Board believes that no events or conditions give rise to doubt about the ability of the group to continue in operation for at least 12 months from the end of the reporting period.

This conclusion is drawn based on knowledge of the group, the estimated economic outlook, and related identified risks and uncertainties. Furthermore, the conclusion is based on a review of the three-year strategic plan and next year's budget, including expected developments in liquidity and capital, which includes the evaluation of current credit facilities available, contractual and expected maturities of financial liabilities, and covenants. Consequently, it was concluded that it is reasonable to apply the going concern assumption for the preparation of the consolidated financial statements.

Effect of new accounting standards

Except for the EU-endorsed amendments below, the group has consistently applied the accounting policies set out in *Note 2 – Material accounting policy information* and the relevant respective notes to the consolidated financial statements to all periods presented in these financial statements.

Notes to the consolidated financial statements continued

Note 1 – General and basis of preparation continued

The group has applied the following amendments for the first time for the annual reporting period commencing January 1, 2023:

- Insurance contracts (amendments to IFRS 17);
- Disclosure of accounting policies (amendments to IAS 1 and IFRS Practice Statement 2);
- Definition of accounting estimates (amendments to IAS 8);
- Deferred tax related to assets and liabilities arising from a single transaction (amendments to IAS 12); and
- International Tax Reform – Pillar Two Model Rules (amendments to IAS 12).

The amendments to IAS 1 and IFRS Practice Statement 2 have had an impact on the disclosure of accounting policy information in the financial statements, whereby any accounting policy information not considered material in terms of the amended standards is no longer disclosed.

Following the amendments to IAS 12 relating to the deferred tax assets and liabilities arising from a single transaction, the group has recognized gross deferred tax assets and liabilities where needed. However, these are offset in line with the netting requirements of IAS 12.

The amendments to IAS 12 relating to Pillar Two Model Rules have not had any material impact on the amounts reported or disclosed in these financial statements. For more information, refer to *Note 15 – Income tax expense*.

The application of the other abovementioned amendments has not had any material impact on the amounts reported or disclosed in these financial statements.

Effect of forthcoming accounting standards

The following forthcoming amendments are not yet effective for the year ended December 31, 2023, and have not been early adopted in preparing these financial statements:

- Sale or contribution of assets between an investor and its associate or joint venture (amendments to IFRS 10 and IAS 28);
- Classification of liabilities as current or non-current (amendments to IAS 1);
- Non-current liabilities with covenants (amendments to IAS 1);
- Supplier finance arrangements (amendments to IAS 7 and IFRS 7); and
- Lease liability in a sale and leaseback (amendments to IFRS 16).

If supplier finance arrangements exist, as defined per the amended IAS 7 and IFRS 7, this will only result in presentation changes in the consolidated statements of cash flows and financial position, apart from other qualitative disclosures in the notes to the consolidated financial statements. The group has no material supplier financing arrangements, and expects no significant impact from the other abovementioned amendments.

Comparatives

Change in organizational structure

In March 2023, a new division, Corporate Performance & ESG, was formed by bringing together four global enterprise software businesses previously part of other divisions. This strategic step was taken to position the group to meet the growing demand from corporations and banks for integrated financial, operational, and ESG performance management and reporting solutions.

This new division consists of the following businesses:

- CCH Tagetik (previously in Tax & Accounting);
- Enablon (previously in Legal & Regulatory);
- Finance, Risk & Reporting (previously in Governance, Risk & Compliance (GRC), renamed Financial & Corporate Compliance); and
- TeamMate (previously in Tax & Accounting).

In addition to the creation of the new division, the Enterprise Legal Management business was transferred from the GRC division to the Legal & Regulatory division. The GRC division was renamed Financial & Corporate Compliance to reflect its new business focus.

There are five operating segments effective January 1, 2023:

- Health;
- Tax & Accounting;
- Financial & Corporate Compliance;
- Legal & Regulatory; and
- Corporate Performance & ESG.

The change in the organizational structure also changed the composition of the groups of cash-generating units to which goodwill has been allocated. Therefore, the goodwill has been reallocated to the groups of cash generating units affected based on the relative value approach. The reallocation of goodwill is as follows:

groups of cash-generating units	**Allocated goodwill in 2022**	**Reallocation of goodwill**	**Pro-forma goodwill in 2022**	**Allocated goodwill in 2023**
Health Learning, Research & Practice	567	(567)		
Clinical Solutions (Health)	557	(557)		
Health		1,124	1,124	1,111
Tax & Accounting Americas and Asia Pacific	1,131	(1,131)		
Tax & Accounting Europe	411	(411)		
Tax & Accounting		1,213	1,213	1,188
Financial & Corporate Compliance	1,122	(102)	1,020	987
Legal & Regulatory	606	(37)	569	573
Corporate Performance & ESG		468	468	463
Total	4,394	0	4,394	4,322

Notes to the consolidated financial statements continued

Note 1 – General and basis of preparation continued

Refer to *Note 5 – Segment reporting*, *Note 6 – Revenues*, and *Note 17 – Goodwill and intangible assets other than goodwill* for more information.

Other comparatives
Comparative figures in *Note 12 – Employee benefit expenses* are restated as temporary staff and contractors are no longer considered part of employee benefit expenses.

Certain other immaterial reclassifications are made to certain notes to conform to the current year presentation and to improve insights. These reclassifications have had no impact on the comparative shareholders' equity or comparative profit for the year.

Note 2 – Material accounting policy information

Except for the changes explained in *Note 1 – General and basis of preparation*, the group has consistently applied the material accounting policies to all periods presented in these consolidated financial statements. The main principles for the determination and presentation of results and the valuation and presentation of assets and liabilities are described in the relevant respective notes to the consolidated financial statements.

Basis of consolidation
Loss of control
Upon loss of control, the group derecognizes the assets and liabilities of the subsidiary, any non-controlling interests, and the other components of equity related to the subsidiary. Any surplus or deficit arising from the loss of control is recognized in profit or loss.

If the group retains any equity interest in the former subsidiary, such interest is measured at fair value at the date that control is lost. Subsequently, the remaining interest is accounted for as an equity-accounted associate or as a financial asset at fair value through profit or loss or other comprehensive income (OCI), depending on the level of influence retained.

Foreign currency
Functional and presentation currency
Items included in the financial statements of each of the group entities are measured using the currency of the primary economic environment in which the group entities operate (the functional currency). The consolidated financial statements are presented in euros, which is the group's presentation currency.

Foreign currency transactions and balances
Foreign currency transactions are translated into the functional currency of the group entities using the exchange rates prevailing at the transaction dates. Foreign exchange gains and losses resulting from the settlement of such transactions during the year and from the translation of monetary assets and liabilities denominated in foreign currencies at year-end exchange rates are recognized in profit or loss.

Foreign currency differences arising from the following items are recognized in other comprehensive income:

- Qualifying cash flow hedges to the extent that the hedge is effective; and
- Qualifying net investment hedges on foreign operations to the extent that the hedge is effective.

Non-monetary assets and liabilities in a foreign currency that are measured in terms of historical cost are translated using the exchange rates at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies, that are stated at fair value, are translated to the functional currency at the foreign exchange rates prevailing on the dates the fair value was determined.

Foreign operations
The assets and liabilities of group companies are translated to euros at foreign exchange rates prevailing at the end of the reporting period. Income and expenses of group companies are translated to euros at exchange rates on the transaction dates. All resulting exchange differences are recognized as a component of other comprehensive income in the translation reserve.

When a foreign currency-denominated subsidiary or equity-accounted associates is disposed of, exchange differences that were recognized in other comprehensive income prior to the sale are reclassified to profit or loss as part of the gain or loss on divestments.

Net investment in foreign operations
Net investment in foreign operations includes equity financing and long-term intercompany loans for which settlement is neither planned nor likely to occur in the foreseeable future. Exchange differences arising from the translation of the net investment in foreign operations, and of related hedges, are taken to the translation reserve of foreign operations in other comprehensive income.

Main currency exchange rates

rates to the euro	**2023**	**2022**
U.S. dollar (average)	1.08	1.05
U.S. dollar (at December 31)	1.11	1.07

Principles underlying the statement of cash flows
General
Bank overdrafts repayable on demand are included as cash and cash equivalents in the consolidated statement of cash flows to the extent that they form an integral part of the group's cash management. However, in the consolidated statement of financial position, bank overdrafts are presented separately as the offsetting criteria are not met.