

## **WOLTERS KLUWER WHISTLEBLOWER POLICY**

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## 1. Introduction and summary

Wolters Kluwer encourages its employees to report any breach or suspected breach of any law, regulations, Wolters Kluwer Business Principles or other policies (a “Breach”). Employees who report a breach in good faith shall be protected. Wolters Kluwer does not tolerate any form of threat, retaliation or other action against employees who have reported Breaches in good faith.

In general, Wolters Kluwer employees can always report a Breach to their direct manager, the HR manager, or higher management within the hierarchical line. If the employee prefers not to report a Breach to management, he or she can report the Breach to the Wolters Kluwer Compliance Committee. Only in very specific cases a report can be sent to the Chairman of the Supervisory Board. All reports of a Breach will, to the extent possible, be dealt with in a confidential manner.

This Whistleblower Policy contains the rights and obligations for Employees who want to report a Breach. In the Annex to this Policy the rights and obligations for managers and the Compliance Committee who receive the report of a Breach are set out. The Whistleblower Policy applies to all Wolters Kluwer operating companies (including the subsidiaries and affiliates in which Wolters Kluwer holds a majority interest). The Executive Board may resolve to amend this policy periodically.

## 2. Type of behaviours that should be reported under this policy

Employees can report all violations of applicable laws, Wolters Kluwer Business Principles or other Wolters Kluwer policies. All reports of Breaches should be made in good faith.

## 3. Viewpoints on whistle blowing

### 3.1 *Non-retaliation*

Any employee who reports a Breach which the employee reasonably believes to be true in accordance with the provisions of the Whistleblower Policy, will be given protection and shall in no way be put at a disadvantage by the company as a result of his or her report. This means that retaliation against an individual for reporting in good faith any alleged Breach or for participating in any investigation regarding a Breach is a serious violation of the Whistleblower Policy. If retaliation does occur, the violator will be subject to the appropriate disciplinary action, including the possible termination of employment. Any such retaliation must be reported to the Compliance Committee.

### 3.2 *Confidentiality*

All reports of a Breach will be dealt with in a confidential manner. Confidentiality will be maintained to the fullest extent possible, consistent the need to conduct an adequate investigation of the report and the privacy laws of the country concerned. In most countries it is obligatory to inform the person accused on the accusations made and also with a view on a proper and fair investigation it will in most cases be necessary to inform that person. However, Wolters Kluwer will keep the name of the reporting person confidential unless he/she agrees with disclosing his/her name or if the name is already known to the persons accused.

### 3.3 *Misuse of the Whistleblower Policy*

Wolters Kluwer wants to provide an environment in which employees can express any concerns they may have about wrongdoing at the workplace. As stated above, we welcome all reports made in good faith and in compliance with the provisions of the Whistleblower Policy. If, however, it should become clear that the reporting procedure has not been undertaken in good faith (for example, for malicious reasons or to pursue a personal grudge against another employee) or is not in compliance with the provisions of the Whistleblower Policy, this will constitute misconduct. Wolters Kluwer cannot permit a situation in which an employee purposely makes a report that he or she knows, or has reason to know, is false either with management, the Compliance Committee, the Chairman of the Supervisory Board, an external party or anyone else. Making a false report will likely result in consequences for the employee, and he or she may be held liable for damages suffered by anyone who has been affected by these false reports.

## 4. Reporting Procedure

### 4.1

There are three reporting levels. To ensure a good process and an adequate treatment of a reported Breach, it is important that employees report at the right level.

Level I	Inform Management or use specific procedures that are in place at the (operating) company
Level II	Inform Compliance Committee
Level III	Inform Chairman of the Supervisory Board

### 4.2 *Level I: Inform management or use specific procedures that are in place at the (operating) company*

If a specific procedure is in place at the operating company of the employee with respect to certain Breaches, Wolters Kluwer encourages its employees to report the Breach to the persons or via the channels stipulated in these specific procedures.

If no specific procedure is in place at the (operating) company and an employee reasonably believes that a Breach has taken place, is taking place or will take place, Wolters Kluwer encourages the employee to report a Breach directly and openly to his or her direct manager, the HR manager, or higher management within the hierarchical line (hereinafter referred to as Management). Reporting a Breach to Management is the fastest way to clear up any misunderstandings and also the best way to ensure a good and open working environment throughout our organisation.

The employees should refer to the Whistleblower Policy when a report is made to management, in order to get the protection as described in this policy.

***If the Breach relates to one of the subjects described hereunder sub 4.3, Management or other persons who receive the report of the alleged Breach shall immediately inform the Compliance Committee thereof.***

#### 4.3 *Level II: Inform Compliance Committee*

If no specific procedure is in place at the (operating) company and reporting a Breach to Management appears to be inappropriate, unfeasible or unsatisfactory, or the employee does not wish to make a report with his or her Management for any other reason or if the employee is not satisfied with the response (for example, no action has been taken by the manager or supervisor at that level), the employee can report a Breach to the Wolters Kluwer Compliance Committee.

In addition the employee is urged to directly notify the Compliance Committee in case of a Breach by a member of the Executive Board or Supervisory Board or if the alleged Breach relates to one of the following subjects:

- a. Conduct that is corrupt, dishonest or fraudulent;
- b. A (threat of) criminal activity or violation of any applicable law or regulation;
- c. A (potential) danger to the public or employees' health, safety and security;
- d. Theft or fraud against Wolters Kluwer;
- e. Purposeful misinformation or false statements to or by a senior officer or accountant or to public authorities;
- f. Inappropriate accounting practices, internal accounting controls or audit matters;
- g. Abuse of authority, including instructions not to report Breaches to higher management or the Compliance Committee; and
- h. Any other conduct that could have a detrimental effect to the reputation or financial situation of Wolters Kluwer as a whole.

The Compliance Committee can be reached either by e-mail ([compliancecommittee@wolterskluwer.com](mailto:compliancecommittee@wolterskluwer.com)) or by contacting one of its individual members by e-mail, letter or telephone (see contact details below).

#### 4.4 *Level III: Inform Chairman of the Supervisory Board*

If the Breach concerns a member of the Executive Board, Supervisory Board or Compliance Committee, the employee can also contact the Chairman of the Supervisory Board directly.

The Chairman of the Supervisory Board can be reached by e-mail ([chairmansbcompliance@wolterskluwer.com](mailto:chairmansbcompliance@wolterskluwer.com)) or alternatively by telephone via the company secretary (see contact details below).

### 5. **(No) External reporting**

The basic principle of the Whistleblower Policy is that a Breach is reported internally. Both before, during and after the internal handling of a Breach, employees shall avoid any form of external or internal publicity concerning any Breach they might want to report or have reported and employees shall refrain

from seeking or giving external advice or assistance, unless there is a legal obligation to immediately report the Breach to an external party.

## 6. Anonymous reports

Wolters Kluwer encourages its employees to report Breaches directly and openly with their Management, the Compliance Committee or the Chairman of the Supervisory Board (hereinafter each referred to as a **Receiving Person**). If no other option is feasible or satisfactory, it is possible to report the Breach anonymously to the Compliance Committee. The Compliance Committee will make a preliminary judgment whether there are reasonable grounds to investigate the anonymous report of a Breach.

An anonymous reporter should realise that the reporting of a Breach anonymously could seriously hinder or complicate investigations and possibly prevent appropriate action from being taken. We therefore urge employees to be as specific as possible when they report a breach, and preferably allow further communication between the reporter and the Compliance Committee.

### CONTACT DETAILS

General e-mail address:

[compliancecommittee@wolterskluwer.com](mailto:compliancecommittee@wolterskluwer.com)

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Chairman Supervisory Board

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## ANNEX TO THE WOLTERS KLUWER WHISTLEBLOWER POLICY STIPULATIONS FOR MANAGEMENT AND OTHER PERSONS WHO RECEIVE A REPORT UNDER THIS POLICY

### OBLIGATIONS OF RECEIVING PERSONS AND WOLTERS KLUWER AFTER RECEIPT OF A REPORT OF A BREACH

#### 1. *General obligations of Receiving persons*

This annex contains the rights and obligations of Management, the Compliance Committee or the Chairman of the Supervisory Board (hereinafter each referred to as a **Receiving Person**) after receipt of a report of an alleged Breach.

Wolters Kluwer expects all Receiving Persons at all levels to handle all matters concerning any Breach seriously, confidential and promptly. Within ten business days after receipt of a report of an alleged Breach, a confirmation of receipt will be sent.

Employees who report a Breach will be given protection. Management shall see to it that such employees shall in no way be put at a disadvantage by the company as a result of their report. This means that retaliation against an individual for reporting in good faith any alleged Breach or for participating in any investigation regarding a Breach is a serious violation of the Whistleblower Policy. If retaliation does occur, the managers who are responsible for the violation will be subject to appropriate disciplinary action, including the possible termination of employment.

Although the policy states that employees should refer to the Whistleblower Policy when they report a Breach, managers should realize that substance goes over form and should therefore also follow the rules of this policy if no reference to this policy is made, but it is evident that the type of Breach falls within the scope of this policy.

The examination/investigation of reported Breaches will be initiated promptly and in accordance with this Annex to the Whistleblower Policy. Evidence and documentation shall be preserved.

The person accused will - unless there are specific circumstances to be determined by the Compliance Committee - be notified of the existence of a report of a Breach and will be given an opportunity to defend him- or herself, if possible without disclosing the name of the person who reported the alleged Breach, provided that this will not hinder the proper investigation of the Breach.

If the reporting takes place at a wrong Level, the Receiving Person may refer the Breach to the correct Level.

#### 2. *Obligations of Management*

If a Breach is reported to Management that relates to one of the subjects described in 4.3 of the Whistleblower Policy, Management (or other persons who receive a report) shall always inform the Compliance Committee immediately. In such case Management (or other persons who receive a report) are not authorized to conduct any investigations themselves, but must first contact the Compliance Committee. The Compliance Committee can oblige managers and supervisors to carry out investigations under the instruction and supervision of the Compliance Committee or other internal or external persons or parties. Management shall follow the instructions of the Compliance Committee.

### 3. *Obligations and authorities of the Compliance Committee*

The Compliance Committee will have three permanent members: the Senior Vice President Human Resources, the Vice President General Counsel/Company Secretary and the Vice President Internal Audit. In the performance of its tasks the Compliance Committee may involve other officers and staff of the Wolters Kluwer Group and external advisors or institutions as required.

If a report is received by only one of the members of the Compliance Committee, this member shall directly inform at least one of the other members of the Compliance Committee.

The Compliance Committee will review and discuss a report of a Breach, including the appropriate steps, if possible within twenty business days after receipt of the report. During the Audit Committee Meetings the Compliance Committee will provide the Audit Committee with an overview of all reported Breaches related to subjects described in 4.3 of the Whistleblower Policy. The Compliance Committee is entitled to report a Breach at any time to the (Chairman of the) Executive Board, the Supervisory Board or Audit Committee at any time if it deems this necessary.

In case a report to the Compliance Committee regarding an alleged Breach should in the view of the Compliance Committee be examined or investigated by Management, the Compliance Committee may decide to refer the matter to Management and instruct Management to carry out an appropriate examination or investigation. Depending on the nature of the matter, the Compliance Committee may require management to either conduct the examination/investigation under supervision of the Compliance Committee (or other internal or external persons), and/or to send the results of the examination/investigation to the Compliance Committee.

If the Breach concerns a member of the Executive Board, or a member of the Supervisory Board, the Compliance Committee will ensure that the Chairman of the Supervisory Board is informed immediately of the reported Breach, and of the date that the report was received.

If the Breach concerns the Chairman of the Supervisory Board, the Compliance Committee will ensure that the Deputy-Chairman of the Supervisory Board or in case of his absence the Chairman of the Audit Committee or in his absence the most senior member (in terms of years for Wolters Kluwer) of the Supervisory Board is informed immediately of the reported Breach, and of the date that the report was received.

If an alleged Breach comes to the attention of the Compliance Committee other than through a report of an employee, the Compliance Committee has the authority to decide to treat such matter in a similar way as described in this policy.

### 4. *Obligations of the Chairman of the Supervisory Board*

If the Chairman of the Supervisory Board receives a report, he shall review and discuss the report if possible within twenty business days with the other members of the Supervisory Board or Audit Committee. The Supervisory Board or Audit Committee may involve members of the Executive Board, the Compliance Committee, other officers and staff of the Wolters Kluwer Group and external advisors or institutions as required.

If the alleged breach should not be reported at the level of the Chairman of the Supervisory Board, the Chairman of the Supervisory Board is not required to take any action. In such case the Compliance Committee will inform the reporting person about the follow up.

#### 5. *Delegation*

The Executive Board and Supervisory Board of Wolters Kluwer have delegated the responsibility for implementing and the day-to-day running of the Whistleblower Policy to the Compliance Committee.