

# WILEY

## Technology Committee Charter

The Board of Directors of John Wiley & Sons, Inc. (the “Company”) has established a Technology Committee (the “Committee”) with authority, responsibility and specific duties as described in this charter. The Committee shall review and reassess the adequacy of this charter annually and report its conclusion and any recommendations to the Board of Directors.

### Purposes and Authority

The basic purpose of the Committee is to exercise its business judgment in carrying out the responsibilities described in this Charter in a manner the Committee members reasonably believe to be in the best interest of the Company and its stockholders.

The Committee assists the Board of Directors in fulfilling oversight responsibilities by reviewing, giving guidance and making recommendations to management and the Board relating to the Company’s technology strategy, initiatives and investments in support of overall Company strategy and performance.

If the Committee determines that additional expertise is appropriate in order to fulfill its responsibilities, the Committee is empowered to retain and reasonably compensate consultants or firms to assist the Committee in fulfilling its responsibility.

### Membership

The Committee shall consist of three or more Directors appointed by the Board. In consultation with the Governance Committee, the Board shall approve the members of the Committee, and designate one member to be its Chair. In addition, the Chairman of the Board and the Chief Executive Officer may participate on a non-voting basis. Representatives of management may be invited to attend meetings as necessary.

### Meetings

The Committee will meet at least four times a year, with additional meetings as it may deem appropriate. A quorum for the transaction of business at any meeting of the Committee shall consist of a majority of the Committee members.

## Responsibilities

The Committee shall be responsible for, but not limited to, the following responsibilities and roles:

1. Through review of information, analysis and discussion with management, other Wiley colleagues and outside consultants, the Committee shall gain deeper understanding and provide oversight of key Technology strategies, investments, ROI and realization of investment objectives including initiatives, capabilities and products/services. Oversight includes review and approval of significant activities and investments in IT infrastructure and Technology including approval of the annual budget for capital expenditures, restructuring actions with charges in excess of \$5M and technology sourcing agreements and contractual commitments exceeding the CEO's approval authority, on behalf of and/or coordinating with the full board and other committees with overlapping duties.
2. Distill information for and provide summaries and insight to the board, and Audit Committee where relevant, as with information regarding review and oversight of back office systems including the Company ERP program.
3. Provide input and guidance to management based on the experience of the Committee members, addressing both opportunities and challenges.
4. Maintain minutes or other records of Committee meetings and activities and report regularly to the full Board on the Committee's findings and recommendations.

Amended and Approved by the Board of Directors John Wiley & Sons, Inc.

June 27, 2019