

WILEY

Governance Committee Charter

The Board of Directors of John Wiley & Sons, Inc. (the “Company”) has established a Governance Committee (the “Committee”) with authority, responsibilities 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.

I. Purposes and Authority

The Committee shall assist the Board in the identification of qualified individuals to serve as directors and recommend to the Board for selection candidates for nomination for election at the annual meeting of shareholders or to fill Board vacancies between annual meetings. The Committee shall coordinate and oversee the annual self-evaluation of the Board, its committees, and management in the governance of the Company. The Committee shall also develop, recommend, and review to the Board a set of corporate governance principles applicable to the Company, and review on a regular basis the overall corporate governance of the Company and recommend improvements for approval by the Board where appropriate.

The Committee shall be provided with such resources as it needs to fulfill its responsibilities including outside consultants, as appropriate, and shall have sole authority to retain, oversee, terminate, determine, and approve the fees of any advisor retained by the Committee (e.g., search firms to identify director candidates).

II. Membership

The Committee shall consist of three or more Directors. Each member of the Committee shall be an “independent” director in accordance with applicable listing standards of the New York Stock Exchange. In consultation with the Committee, the Board shall approve the members of the Committee and designate one member to be its Chair. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein. In addition, the Chair of the Board and the Chief Executive Officer may participate on a nonvoting basis.

III. Meetings

The Committee will meet at least four times each fiscal year, with additional meetings as necessary to fulfill its responsibilities. A quorum for the transaction of business at any meeting of the Committee shall consist of a majority of the Committee members. The Committee may also act by unanimous written consent of its members.

IV. Responsibilities

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

1. Make recommendations to the Board regarding the size and composition of the Board.
2. Assist the Board in determining the appropriate general qualifications and criteria for directorships; and identify and recommend qualified candidates for election to the Board or to fill Board vacancies. The Committee shall consider (a) each candidate's experience, skills, integrity, and willingness to devote substantial time and energy to Board responsibilities, and (b) the manner in which each candidate's qualities (i) complement those of existing Board members and (ii) contribute to the functioning of the Board as a whole, including with respect to diversity. For the purposes of this Committee charter, diversity includes business experience, thought, age, ancestry, race, sex, gender, gender identity, gender expression, sexual identity, sexual orientation, disability, and other personal characteristics.
3. Make recommendations to the Board with respect to (a) qualified candidates for election to the Board at the annual meeting of shareholders with respect to the slates for Class A and Class B directors; (b) filling vacancies which may occur through death, resignation, retirement, or removal of Board members, or through an increase in the size of the Board; and (c) any nominations or other proposals which may be made by shareholders in accordance with the Company's bylaws.
4. Review the composition and structure of standing committees and assist the Board in proposing committee assignments, including committee memberships and chairs.
5. Annually review the independence guidelines set forth in the Corporate Governance Principles to determine, and recommend to the Board, whether the independent directors meet these standards as they apply to board and committee service.
6. Assist the Board in evaluating, maintaining, and improving its own effectiveness by developing and overseeing the conduct of the self-evaluation process annually, and presenting the results of these evaluations to the Board with recommendations as appropriate.
7. Review its own performance annually and report to the Board.
8. Monitor and coordinate with management the orientation of new directors in order to promote a basic understanding of Board policies and the Company's business and identify continuing education programs for all directors.
9. Recommend and periodically review with the Board the Company's Corporate Governance Principles for the Company in accordance with applicable SEC and NYSE regulations and policies.

10. Oversee the Company's environmental, social and governance strategy and reporting, including diversity, equity and inclusion and impacts of climate. Coordinate with the other committees of the Board, as appropriate, and management, to help ensure that the committees have received the information necessary to permit them to fulfill their duties and responsibilities with respect to oversight of the areas that fall within each committee's area of responsibility.
11. Periodically review non-employee director compensation, benefits, stock ownership guidelines for non-employee directors, Directors and Officers Liability and indemnity provisions, and recommend appropriate adjustments to the Board for its approval.
12. Periodically review the compensation of the Chair of the Board, considering the annual evaluation of performance with the Executive Committee, and recommending such compensation to the Board.
13. Periodically review the Director travel and expense reimbursement guidelines.
14. Whenever there is a material change in a Director's principal occupation, the Director shall immediately inform the Chair of the Governance Committee and the Chair of the Board and tender a letter of resignation to the Board. The Chair of the Governance Committee and the Chair of the Board will review the change with the other members of the Governance Committee, the CEO, and the General Counsel, as appropriate. After such review, the Governance Committee will recommend to the Board the action, if any, to be taken with respect to the resignation.
15. The Chair of the Committee, in conjunction with the other members of the Committee, the Chair of the Board, the CEO, and the General Counsel as appropriate, shall review, assess and pre-approve Directors joining the boards of other organizations, including public or private companies, as well as not-for-profit organizations, to confirm there are no conflicts of interest or other issues. The Chair of the Committee will be responsible for communicating the Committee's conclusions to the Director.
16. 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 John Wiley & Sons, Inc. Board of Directors
September 28, 2022***