

WILEY

Executive Compensation & Development Committee Charter

The Board of Directors of John Wiley & Sons, Inc. (the “Company”) has established the Executive Compensation and Development 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 review and approve the principles and policies for compensation and benefit programs Company-wide; oversee the development and utilization of policies and programs to attract, develop and retain executive talent; oversee the Company’s culture and human capital management strategies, policies and programs, including work focused on diversity and inclusion; establish and monitor chief executive officer (“CEO”) and Senior Officer succession planning and executive development practices in order to ensure succession alternatives for the organization; monitor overall Company talent development and management, and report to the Board of Directors its recommendations and observations with respect to the foregoing, and with respect to the specific duties set forth below.

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, and determine and approve the fees for such resources and the Company will provide appropriate funding for the payment of reasonable compensation to any such advisors.

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 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. Members of the Committee who do not meet “outside” director qualifications set forth under Internal Revenue Code (“IRC”)§162(m) will not be eligible to participate in discussions regarding awards made in connection with IRC 162(m) qualified plans, and members of the Committee who do not meet “non-employee director” definitions as set forth in Rule 16b-3(b)(3)(i) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) will not be eligible to participate in discussions and votes regarding the granting of company equity securities that are exempt from Section 16(b) of the Exchange Act. 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.

III. Meetings

The Committee will meet at least four times each fiscal year, with additional meetings as necessary to fulfill its responsibilities.

IV. Delegation

The Committee may, by resolution approved by a majority of the Committee, delegate to management the administration of certain of the Company's equity-based compensation plans and non-qualified deferred compensation and pension plans, to the extent permitted by law and as may be permitted by such plans and subject to such rules, policies and guidelines (including limits on the aggregate awards that may be made pursuant to such delegation) as the Committee shall approve, provided that, the Committee shall periodically review the awards made pursuant to such delegations.

V. Responsibilities

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

1. At least annually establish and recommend for Board approval the goals and objectives for the CEO in alignment with the corporate goals and objectives of the Company. In addition, the Committee shall annually evaluate the performance of the CEO, including relative to the achievement of approved goals and objectives, in support of the Committee's recommendation of the compensation of the CEO to the Board.
2. Recommend for Board approval the CEO's base salary, and annual and long-term compensation based on (i) CEO goals and objectives as previously approved, (ii) performance evaluation as described above, and (iii) market and/or peer group data, including base salary, incentive compensation, equity compensation, and any perquisites. The CEO's compensation shall be approved by a majority of the independent directors of the Board.
3. Periodically review and approve management's recommendations, and provide guidance on matters, relating to Senior Officer compensation and appointments, including any other key agreements (i.e., severance). "Senior Officers" shall be defined as any officer who reports directly to the CEO and any other officer of the Company, or its subsidiaries so designated by the CEO.
4. Annually review and approve annual and long-term incentive compensation programs for Senior Officers, including plan design, documentation, and incentive amounts, and perform the duties set forth in the approved programs, such as evaluation of performance against goals and determination of payouts for Senior Officers and other employees, as applicable.
5. Oversee the assessment of the risks related to the Company's compensation policies and programs applicable to Senior Officers and other employees.
6. Review and discuss with management the Compensation Discussion & Analysis Report

(the “CD&A”). Provide a report in the Company’s proxy statement that the Committee recommends to the Board that the CD&A be included in the Company's proxy statement and annual report on Form 10-K.

7. Consider the results of the most recent shareholder advisory vote on executive compensation (“say-on-pay” vote) and at least every six years or more frequently as appropriate, make a recommendation to the Board regarding the frequency with which the Company will conduct a say-on-pay vote.
8. With the CEO Succession Committee for as long as it is active, coordinate the review of succession planning, development and talent assessment for the CEO. Lead the review of succession planning, development and talent assessment for Senior Officers and other critical senior management roles, as needed, the review of the same with the full Board at least annually.
9. With the CEO Succession Committee for as long as it is active, coordinate the development and maintenance of an emergency succession plan for the CEO in the event of death or disability or other unexpected occurrence that would prevent the CEO from continued service. Identify candidates who would act in an emergency and determine their responsibilities. Review, at least annually, the emergency succession plan, and recommend for approval proposed revisions to the Board, when appropriate.
10. Oversee the Company’s strategies, policies and practices related to human capital management, including culture, engagement, diversity, equity and inclusion, safety, compensation, pay equity, and talent management and development.
11. Review and approve, and recommend to the Board for approval, if necessary, management's recommendations for adoption, implementation and/or amendment of qualified and non-qualified deferred compensation and pension plans.
12. With respect to any compensation consultant who has been engaged to make recommendations on the amount or form of executive compensation:
 - (a) from time to time as the Committee deems appropriate, assess whether the work of any such compensation consultant (whether retained by the Committee or management) has raised any conflicts of interest; and
 - (b) review the engagement and the nature of any additional services provided by such compensation consultant to the Committee or to management, as well as all remuneration provided to such consultant.
13. From time to time as the Committee deems appropriate, and prior to retention of any advisors to the Committee, assess the independence of compensation consultants, legal and other advisors to the Committee, taking into consideration factors specified in the listing standards of the New York Stock Exchange.
14. Perform all the duties required of the Committee in connection with the Company’s annual and long-term incentive plans and employee stock plans, as set forth in such plans.
15. Oversee and monitor other compensation related policies and practices of the Company, including the Company’s stock ownership guidelines for the CEO and Senior Officers, the Company’s clawback policies and procedures and other policies.
16. Conduct an annual evaluation of the Committee’s performance, review committee member qualifications, and make recommendations to the Governance Committee

regarding committee member appointments and removals.

17. Maintain minutes or other records of Committee meetings and activities and report regularly to the full Board on the Committee's findings and recommendations.

As amended and approved by the John Wiley & Sons, Inc. Board of Directors on September 26, 2024.