

WILEY

Executive Committee Charter

The Board of Directors (the “Board”) of John Wiley & Sons, Inc. (the “Company”) has established the Executive 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.

I. Purposes and Authority

The Committee, between meetings of the Board, shall, subject to any limitations imposed by this charter, law or the Board, exercise the powers of the Board as appropriate, and in any case where immediate action is required and the matter is such that a special meeting of the full Board is not deemed necessary or possible.

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 the fees for such resources.

II. Membership

The Committee shall consist of three or more Directors and shall be comprised of the Board chair and Board committee chairs and any other Board member recommended by the Committee. The Chief Executive Officer (“CEO”), if not already a member, as well as any other Board member or Observer, may attend the meetings from time-to-time.

III. Meetings

The Committee will meet on an ad hoc basis as required. 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. Act on behalf of the Board of Directors when urgent matters preclude convening a meeting of the Board. Examples include:
 - Authority to act on urgent or time-sensitive matters between scheduled board meetings only when the full Board can't be convened;

- Authority to act on behalf of the Board in a crisis, when calling an emergency Board meeting will not result in a quorum;
- Authority to act on specified matters to be delegated by the Board to the Committee from time-to-time; or
- Authority to provide final approval on matters previously reviewed by the full Board.

2. Limitation of the Committee's role in accordance with applicable law states that the Committee has no authority as to any of the following matters:

- The submission to shareholders of any action that needs shareholders' approval;
- The filling of vacancies in the Board or in any committee;
- The fixing of compensation of the directors for serving on the Board or on any committee;
- The amendment or repeal of the by-laws, or the adoption of new by-laws; and
- The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

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

Executive sessions will be convened at the end of each meeting.

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