WILEY

CORPORATE GOVERNANCE PRINCIPLES

To promote the best corporate governance practices, John Wiley & Sons, Inc. (the "Company") adheres to the Corporate Governance Principles ("Principles") set forth below. The Board of Directors (the "Board") and management believe that these Principles, which are consistent with the requirements of the Securities and Exchange Commission and the New York Stock Exchange, are in the best interests of the Company, its shareholders and other stakeholders, including employees, authors, customers and suppliers. The Board is responsible for ensuring that the Company has a management team capable of representing these interests and of achieving superior business performance.

I. Primary Duties

The Board is elected annually by the shareholders to exercise business judgment and act in the best interests of the Company and its stakeholders in overseeing the business and affairs of the Company. The Board acts as an advisor and counselor to senior management and ultimately monitors its performance. The Board elects the Chief Executive Officer ("CEO") and other corporate officers, who are charged by the Board with conducting the day-to-day operation of the Company. All major decisions are considered by the Board as a whole.

The Board plans for the emergency and non-emergency succession of the CEO. The Executive Committee annually evaluates the CEO's performance in consultation with the Board. The Executive Compensation and Development Committee ("ECDC") recommends the approval of the CEO's compensation. The Board also oversees the succession process for certain other management positions, and the CEO reviews with the Board annually his assessment of key management incumbents and their professional growth and development plans. The Board also:

a) reviews the Company's business and strategic plans and operating performance;

b) reviews and approves the Company's financial objectives, investment plans and programs;

c) assesses major risk factors relating to the Company and its performance, and review measures to address and mitigate such risks; and

d) ensures the establishment of, and monitors compliance with, processes designed to ensure the integrity of the Company's actions, including its financial statements and financial reporting, and its compliance with law and its Code of Conduct.

II. Director Independence

The Board has long held that it is in the best interests of the Company for the Board to consist of a substantial majority of independent Directors. In making independence determinations, the Board observes all applicable requirements, including the corporate governance listing standards established by the New York Stock Exchange ("NYSE"). To be considered "independent" for purposes of the Director qualification standards, (1) the Director must meet the bright-line independence standards under the NYSE listing standards, and (2) the Board must affirmatively determine that the Director otherwise has no material relationship with the Company, directly or as an officer, shareholder or partner of an organization that has a relationship with the Company. In each case, the Board shall broadly consider all relevant facts and circumstances. A director can only be deemed independent if:

a) The Director is not and has not been employed by, and his or her immediate family member is not an executive officer of, the Company or its subsidiaries within the past three years;

b) The Director and his or her immediate family member has not received, during any twelve-month period within the last three years, more than $120,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);

c) The Director is not a current employee, and does not have an immediate family member who is a current executive officer, of an organization that makes payments to, or receives payments from, the Company for property or services in an amount which, in any single fiscal year over the last three years, exceeds the greater of $1 million, or 2%, of such other organization's consolidated gross revenues;

d) The Director is not a current partner or employee of a firm that provides independent internal or external audit services to the Company; the Director does not have an immediate family member who is a current partner of such a firm; the Director does not have an immediate family member who is a current employee of such a firm and personally works on the Company's audit; and the Director, or an immediate family member, was not within the past three years a partner or employee of such a firm and personally worked on the Company's audit within that time; and

e) The Director or an immediate family member is not, and has not been in the past three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that other company's compensation committee.

In addition to meeting the independence standards for Directors set forth above, Audit Committee members may not receive direct or indirect compensation from the Company other than as Directors and may not be affiliated persons of the Company and must otherwise satisfy the independence requirements set forth in Rule 10A-3(b) (1) of the Securities and Exchange Commission. Audit Committee members may receive Directors' fees.

Furthermore, in affirmatively determining the independence of any director who will serve on the compensation committee, the Board considers all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of the ECDC member, including, but not limited to: (a) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (b) whether such director is affiliated with the Company or a subsidiary or an affiliate of the Company.

III. Composition of the Board

Under the Company's By-Laws, the Board has the authority to determine the appropriate number of directors to be elected so as to enable it to function effectively and efficiently. The Governance Committee makes recommendations to the Board concerning the appropriate size of the Board, as well as selection criteria for candidates. Each candidate is selected based on the requisite skills, experience, expertise, diversity, independence, and other relevant criteria, including other public and private company boards on which the candidate serves. In addition to the aforementioned attributes, the Committee also considers the manner in which each board member's qualities complement those of others and contributes to the functioning of the Board as a whole. The Governance Committee nominates a candidate, and the Board votes on his or her candidacy. The shareholders vote annually for the entire slate of Directors.

Any nominee Director who receives a greater number of "withheld" votes from his or her election than "for" votes shall tender his or her resignation for consideration by the Governance Committee. The Governance Committee shall recommend to the Board the action to be taken with respect to such resignation.

IV. Director Eligibility and Appointments

Directors shall limit the number of other board memberships in order to ensure adequate attention to Wiley business. Because of the time commitment associated with Board service, unless otherwise approved by the Board, (i) Directors are expected to limit the number of public-company boards on which they serve to no more than five, and (ii) Directors who are CEOs of other public companies are expected to limit the number of public-company boards on which they serve to no more than three.

Prior to joining the board of another organization, including a public or private company, as well as a not-for-profit organization, Directors are required to advise and seek the pre-approval of the Chair of the Governance Committee and the Chair of the Board. The Chair of the Governance Committee and the Chair of the Board will review the request with the other members of the Governance Committee, the CEO, and the General Counsel, as appropriate, to confirm that there are no conflicts of interest or other issues. The Chair of the Governance Committee will be responsible for communicating the decision to the Director. The Board (based on the review and recommendation of the Governance Committee) has the authority to evaluate each situation.

Directors are also required to provide prompt notice to the Chair of the Governance Committee and the Chair of the Board of any other changes to his or her board memberships, such as appointments to the audit committees of such boards, or departures from such boards.

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.

V. Director Retirement Age / Term Limits

The Board has established a retirement policy for Directors it believes appropriate for current circumstances, which is for Directors to retire from the Board at the annual meeting following their 75th birthday. Periodically, the Governance Committee will review the retirement policy to ensure that it remains in the Company's best interest. The Board may in its discretion nominate for election a person who has reached or exceeded the age limit if it believes that under the circumstances it is in the Company's best interests.

The Board believes that quality in directorships can be achieved effectively without term limits. The Governance Committee reviews the qualifications of incumbent directors and the overall strengths and weaknesses of the Board as a whole.

VI. Succession Planning

The Board shall approve and maintain a succession plan for the CEO and the senior leadership team, based upon recommendations from the ECDC. In coordination with the ECDC, the Board: (1) develops criteria for the CEO position; (2) routinely reviews and discusses succession planning; and (3) identifies potential internal successors for the CEO. The Board also maintains an emergency succession plan that is reviewed and approved periodically upon recommendation of the Executive Committee.

VII. Access to Senior Management and Communication

The Board has access to all members of management and external advisors. As appropriate, the Board may retain independent advisors.

The CEO shall establish and maintain effective communications with the Company's stakeholder groups. The Board schedules regular executive sessions at the end of each meeting. Non-Management directors meet at regularly scheduled sessions without management. The Chair of the Board presides at these sessions. In addition, the independent directors meet at least once each year in an executive session presided over by the Chair of the Board, or in his or her absence, the Chair of the Governance Committee.

Employees and other interested parties may contact the non-management directors via email at: non-managementdirectors@wiley.com, or by mail addressed to Non-Management Directors c/o Corporate Secretary, Legal Department, John Wiley & Sons, Inc., 111 River Street, Hoboken, NJ 07030- 5774.

VIII. Board Evaluation, Orientation and Continuing Education

The Board annually conducts a self-evaluation to determine whether the Board as a whole and its individual members, including the Chair, are performing effectively.

Each new director will participate in an orientation program to familiarize the director with the roles and responsibilities of the Board and its committees. The orientation program will also include reviews of the Company's business and strategic plans, its significant financial, accounting and risk management issues, its Code of Business Conduct, its principal officers, and other key areas. The orientation will include meetings with members of the board and key executives. The new director orientation program will also include reviews of specific topics based on each director's committee assignments.

Directors are also encouraged to attend outside continuing education programs for directors and will be reimbursed by the Company for the cost of such programs and related expenses.

IX. Director Compensation

The Governance Committee periodically reviews and recommends to the Board its members' annual retainer, which is composed of cash and/or stock grants for all non-employee Directors. In determining the appropriate amount and form of director compensation, the Board evaluates current trends and compensation surveys, as well as the amount of time devoted to Board and committee meetings. As a long-standing Board principle, non-employee Directors receive no compensation from the Company other than for their service as Board members and reimbursement for expenses incurred in connection with attendance at meetings.

To further align the interests of the Board with the interests of the Company's stockholders, the Company believes that its independent directors should be stockholders and have a significant personal financial stake in the Company. Accordingly, each non-employee director is expected to own shares of Common Stock valued at five times the director's annual retainer, which can be met by accumulating annual stock grants during their term of Board service.

A director who is also an employee of the Company does not receive additional compensation for serving as a director.

X. Board Practices and Procedures

The Chair of the Board and the CEO jointly set the agenda for each Board meeting. Agenda items that fall within the scope and responsibilities of Board committees are reviewed with the chairs of the committees. Any Board member may request that an item be added to the agenda.

Board materials are provided to Board members sufficiently in advance of meetings to allow Directors to prepare for discussion at the meeting.

Various managers regularly attend portions of Board and committee meetings in order to participate in and contribute to relevant discussions.

XI. Board Committees

The Board has established five standing committees: Executive, Audit, Executive Compensation and Development, Governance, and Digital Product and Technology. the Audit, Executive Compensation & Development and Governance Committees are composed solely of independent Directors.

The Governance Committee recommends to the Board the members and chairs for each of the committees. The chair and membership assignments for all committees are reviewed regularly and rotated as appropriate. The chairs of the committees determine the frequency, length and agenda of meetings for each committee. As in the case of the Board, materials are provided in advance of committee meetings to allow members to prepare for discussion at the meeting.

The scope and responsibilities of each committee are detailed in the committee charters, which are approved by the Board. Each committee annually reviews its charter and recommends any charter changes to be approved by the Board. Each Committee conducts a self-evaluation annually.

The Committees shall have the right at any time to retain independent outside accounting, financial, legal or other advisors, and the Company shall provide appropriate funding, as determined by the Board or any committee, to compensate such independent outside advisors.

Any Board member may attend a meeting of any committee.

XII. Annual Review

The Governance Committee and the Board review these Principles annually and approve amendments, as necessary.

Amended and approved by the John Wiley & Sons, Inc. Board of Directors
September 28, 2022