



**John Wiley & Sons, Inc.**  
Annual Meeting of Shareholders  
*September 18, 2014*

**Final Report of the Inspector of Election Class A Common Stock**

I, the undersigned, the duly appointed Inspector of Elections at the Annual Meeting of Shareholders (the "Meeting") of John Wiley & Sons, Inc. (the "Company"), held on September 18, 2014 hereby certify that:

- 1) Before entering upon the discharge of my duties as Inspector of Election at the Meeting, I took and signed an Oath of Inspector of Election.
- 2) The Meeting was held at the Company's headquarters, 111 River Street, Hoboken, New Jersey 07030-5774 pursuant to notice duly given.
- 3) At the close of business on July 22, 2014, the record date for the determination of shareholders entitled to vote at the Meeting, there were 49,832,459 shares of the Company's Class A Common Stock, each share being entitled to vote, constituting all of the outstanding voting securities of the Company.
- 4) At the Meeting, the holders of **46,825,054** shares of the Company's Class A Common Stock were represented in person or by proxy constituting a quorum.
- 5) The undersigned canvassed the votes of the shareholders cast by ballot or proxy on the matters presented at the Meeting.
- 6) At the Meeting, the vote of the Company's Class A Common Stock on the election of directors proposal before the meeting is as follows:

**Proposal No. 1-** Election of four Directors to serve until the 2014 annual meeting:

	<b><u>FOR</u></b>	<b><u>WITHHELD</u></b>	<b><u>Broker Non Votes</u></b>
Mari J. Baker	<b><u>41,779,583</u></b>	<b><u>1,451,321</u></b>	<b><u>3,594,150</u></b>
George Bell	<b><u>42,998,355</u></b>	<b><u>232,549</u></b>	<b><u>3,594,150</u></b>
Raymond W. McDaniel, Jr.	<b><u>42,793,422</u></b>	<b><u>437,482</u></b>	<b><u>3,594,150</u></b>
Kalpna Raina	<b><u>41,696,633</u></b>	<b><u>1,534,271</u></b>	<b><u>3,594,150</u></b>

IN WITNESS WHEREOF, I have made this Final Report and have hereunto set my hand this 18<sup>th</sup> day of September, 2014.

*Thomas F. Tighe*  
**Thomas F. Tighe**  
**Inspector of Election**



**John Wiley & Sons, Inc.**  
Annual Meeting of Shareholders  
*September 18, 2014*  
**Final Report of the Inspector of Election Class B Common Stock**

I, the undersigned, the duly appointed Inspector of Elections at the Annual Meeting of Shareholders (the "Meeting") of John Wiley & Sons, Inc. (the "Company"), held on September 18, 2014 hereby certify that:

- 1) Before entering upon the discharge of my duties as Inspector of Election at the Meeting, I took and signed an Oath of Inspector of Election.
- 2) The Meeting was held at the Company's headquarters, 111 River Street, Hoboken, New Jersey 07030-5774 pursuant to notice duly given.
- 3) At the close of business on July 22, 2014, the record date for the determination of shareholders entitled to vote at the Meeting, there were 9,485,115 shares of the Company's Class B Common Stock, each share being entitled to vote, constituting all of the outstanding voting securities of the Company.
- 4) At the Meeting, the holders of **9,083,392** shares of the Company's Class B Common Stock were represented in person or by proxy constituting a quorum.
- 5) The undersigned canvassed the votes of the shareholders cast by ballot or proxy on the matters presented at the Meeting.
- 6) At the Meeting, the vote of the Company's Class B Common Stock on the election of directors proposal before the meeting is as follows:

**Proposal No. 1-** Election of seven Directors to serve until the 2015 annual meeting:

	<b><u>FOR</u></b>	<b><u>WITHHELD</u></b>	<b><u>Broker Non Votes</u></b>
Matthew S. Kissner	<b><u>8,426,698</u></b>	<b><u>4,264</u></b>	<b><u>652,430</u></b>
Eduardo Menasce	<b><u>8,426,698</u></b>	<b><u>4,264</u></b>	<b><u>652,430</u></b>
William J. Pesce	<b><u>8,401,437</u></b>	<b><u>29,525</u></b>	<b><u>652,430</u></b>
William B. Plummer	<b><u>8,426,698</u></b>	<b><u>4,264</u></b>	<b><u>652,430</u></b>
Stephen M. Smith	<b><u>8,400,981</u></b>	<b><u>29,981</u></b>	<b><u>652,430</u></b>
Jesse Wiley	<b><u>8,400,981</u></b>	<b><u>29,981</u></b>	<b><u>652,430</u></b>
Peter Booth Wiley	<b><u>8,428,190</u></b>	<b><u>2,772</u></b>	<b><u>652,430</u></b>

IN WITNESS WHEREOF, I have made this Final Report and have hereunto set my hand this 18<sup>th</sup> day of September, 2014.

*Thomas F. Tighe*  
**Thomas F. Tighe**  
**Inspector of Election**



**John Wiley & Sons, Inc.**  
Annual Meeting of Shareholders  
*September 18, 2014*

**Final Report of the Inspector of Election**

**Combined vote of Class A and Class B Common Stock  
on all other business properly before the Annual Meeting**

I, the undersigned, the duly appointed Inspector of Elections at the Annual Meeting of Shareholders (the “Meeting”) of John Wiley & Sons, Inc. (the “Company”), held on September 18, 2014 hereby certify that:

- 1) Before entering upon the discharge of my duties as Inspector of Election at the Meeting, I took and signed an Oath of Inspector of Election.
- 2) The Meeting was held at the Company’s headquarters, 111 River Street, Hoboken, New Jersey 07030-5774 pursuant to notice duly given.
- 3) At the close of business on July 22, 2014, the record date for the determination of shareholders entitled to vote at the Meeting, there were a combined total of 14,468,381 shares of the Company’s Class A and Class B Common Stock, entitled to vote on this proposal, constituting all of the outstanding voting securities of the Company on this proposal.
- 4) The undersigned canvassed the votes of the shareholders cast by ballot or proxy on the matters presented at the Meeting.
- 5) At the Meeting, the holders of 13,765,897 shares of the Company’s combined Class A and Class B Common Stock were represented in person or by proxy to vote on this proposal.
- 6) At the Meeting, the combined vote of Class A and Class B Common Stock on the other proposals before the meeting is as follows:

**Proposal No. 2-** Approval of proposal to ratify the appointment of KPMG LLP as independent public accountants for the Company for the fiscal year ending April 30, 2014;

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
<u>13,731,675</u>	<u>29,630</u>	<u>4,592</u>

**Proposal No. 3-** To consider and approve, on a non-binding, advisory basis, the compensation of the Corporation’s named executive officers as disclosed in the Proxy Statement;

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>Broker Non Votes</u>
<u>12,620,315</u>	<u>115,412</u>	<u>18,325</u>	<u>1,011,845</u>



**Proposal No. 4-** To consider and approve the 2014 Directors Stock Plan;

<b><u>FOR</u></b>	<b><u>AGAINST</u></b>	<b><u>ABSTAIN</u></b>	<b><u>Broker Non Votes</u></b>
<b><u>12,622,368</u></b>	<b><u>126,591</u></b>	<b><u>5,093</u></b>	<b><u>1,011,845</u></b>

**Proposal No. 5-** To consider and approve the 2014 Executive Annual Incentive Plan;

<b><u>FOR</u></b>	<b><u>AGAINST</u></b>	<b><u>ABSTAIN</u></b>	<b><u>Broker Non Votes</u></b>
<b><u>12,690,122</u></b>	<b><u>54,847</u></b>	<b><u>9,083</u></b>	<b><u>1,011,845</u></b>

**Proposal No. 6-** To consider and approve the Key Employee Stock Plan.

<b><u>FOR</u></b>	<b><u>AGAINST</u></b>	<b><u>ABSTAIN</u></b>	<b><u>Broker Non Votes</u></b>
<b><u>12,416,413</u></b>	<b><u>330,789</u></b>	<b><u>6,850</u></b>	<b><u>1,011,845</u></b>

IN WITNESS WHEREOF, I have made this Final Report and have hereunto set my hand this 18<sup>th</sup> day of September, 2014.

*Thomas F. Tighe*  
**Thomas F. Tighe**  
**Inspector of Election**