

# WILEY

## Audit Committee Charter

The Board of Directors of John Wiley & Sons, Inc. (the “Company”) has established an Audit 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 at least annually and report its conclusion and any recommendations to the Board of Directors.

### Purposes and Authority

The Committee assists the Board of Directors in fulfilling its fiduciary oversight responsibilities relating to the integrity of the Company’s financial statements, accounting policies, the adequacy of disclosures, the Company’s compliance with legal and regulatory requirements, the financial reporting process, the systems of internal accounting and financial controls, and the sufficiency of auditing relative thereto. The Committee maintains financial oversight of the Company’s retirement and other benefit plans. The Committee shall also produce the annual report of the Committee required by the rules of the U.S. Securities and Exchange Commission (the “SEC”).

The Committee is responsible for evaluating the qualification, independence and performance of the independent auditors as well as the performance of its internal auditors. It is the responsibility of the Committee to maintain free and open communication between the Committee, independent auditors, the internal auditors and management of the Company. The opportunity for the independent auditors and the internal auditors to meet with the entire Board of Directors is not to be restricted. The Committee is responsible for the appointment, compensation, retention and oversight of the work of the registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and such registered public accounting firm must report directly to the Committee.

In discharging its oversight role, the Committee is granted the authority to investigate any activity of the Company and its subsidiaries, and all employees shall be directed to cooperate as may be requested by members of the Committee. If the Committee determines that additional expertise is required in order to fulfill its responsibilities, the Committee is authorized to engage, retain and compensate independent counsel and advisors as necessary to assist the Committee in fulfilling its responsibility.

The Company shall provide the Committee with appropriate funding, as determined by the Committee, for the payment of (a) compensation to any registered public accounting firm

engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (b) compensation to any independent counsel or other advisors retained by the Committee in carrying out its duties; and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

### Membership

The Committee shall consist of three or more Directors. In consultation with the Governance Committee, the Board shall approve the members of the Committee, and designate one member to be its Chair. Each member of the Committee shall be an “independent” director in accordance with applicable listing standards of the New York Stock Exchange and Rule 10A-3 under the Securities Exchange Act of 1934, as amended. 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. All Committee members shall in the judgement of the Board be financially literate in accordance with the applicable SEC and NYSE regulations and policies. At least one member of the Committee shall, in the judgment of the Board, be an “audit committee financial expert” as the term is defined under the applicable SEC rules. Consistent with the Company’s policy for all directors, Committee members receive no compensation from the Company, except for retainer fees and reimbursement of expenses in connection with Board and Committee service.

No member of the Committee may serve on the Audit Committee of more than two other public companies unless the Board, upon the recommendation of the Governance Committee, determines that such simultaneous service would not impair the director’s ability to serve effectively on the Committee and such determination is disclosed in the Company’s annual proxy statement or on its website.

### Meetings

The Committee will meet at least four times each fiscal year, with additional meetings as necessary to fulfill its responsibilities. At each regularly scheduled quarterly meeting and otherwise, the Committee may meet in executive session (either separately or in combination at the Committee’s determination) with representatives of the independent auditors, the head of Internal Audit, the Chief Executive Officer, the Chief Financial Officer, the Controller, the General Counsel and other members of management, as the Committee deems appropriate. 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.

### Responsibilities

The following are set forth as a guide for fulfilling the Committee’s purposes in such manner as the Committee determines is appropriate:

## Oversight of the Independent Auditor

1. Assess at least annually the independent auditor's independence. In connection with the assessment, request from the independent auditors at least annually a formal written statement delineating all relationships between the independent auditors and the Company consistent with applicable requirements of the Public Accounting Oversight Board ("PCAOB") as may be modified or supplemented; discuss with the independent auditors any such disclosed relationships, including non-audit services, and their impact on the auditors' independence; and take action, or recommend that the Board take action, if appropriate, in response to the independent auditors' statement in order to oversee and ensure the independent auditors' independence.
2. Select and retain the services of the Company's independent auditor, which will be subject to the shareholders' ratification, and terminate their services when appropriate. Also, be responsible for the evaluation and compensation of the independent auditors.
3. Review the scope and results of the annual audit with the independent auditor.
4. Review significant changes in accounting principles, oversee the resolution of any significant disagreements between management and the independent auditors regarding financial reporting and other significant matters in connection with the preparation of the Company's financial statements (including any audit problems or difficulties the independent auditor encountered in the course of its audit and management's response related thereto), and receive required reports from the independent auditors.
5. Receive annually a report from the independent auditors describing (a) the independent auditors' internal quality-control procedures; and (b) any material issues raised by the most recent internal quality-control review, PCAOB inspection or other PCAOB review of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with such issues.
6. Establish policies and procedures for the pre-approval of audit and permissible non-audit services to be provided by the independent auditors and approve in advance all audit and permissible non-audit services to be provided by the independent auditors.

## Controls and Procedures

7. Establish policies for the Company's hiring of employees and former employees of the independent auditor.
8. Review and discuss with the internal auditors the overall scope and plans for their audits and determine whether the internal audit function has the appropriate resources and expertise after review of its responsibilities, budget and staffing.
9. Review and discuss with management, the internal auditors, and the independent auditors, the design, adequacy and effectiveness of the Company's internal control over financial reporting and disclosure controls and procedures, including review of any major issues that arise as to the adequacy of the Company's internal controls, significant

changes in internal control over financial reporting, the quality of the financial and accounting personnel, and any relevant recommendations and management's responses thereto.

#### Risk Management, Compliance, and Ethics

10. Review and discuss with management and the independent auditor the Company's financial risk exposures and the policies and processes management has implemented to monitor and control such exposures; (b) assist the Board in fulfilling its oversight responsibilities regarding the Company's policies and processes with respect to risk assessment and risk management, including any significant non-financial risk exposures; and (c) review the Company's annual disclosures concerning the role of the Board in the risk oversight of the Company, such as how the Board administers its oversight function.
11. Review with management, and the Technology Committee as appropriate, the development and administration of the Company's information technology with particular emphasis on the security of and risks related to information technology systems and procedures, continuity of operations, reliability of internal controls, and realization of investment objectives.
12. Make, or cause to be made, all necessary inquiries of management, the independent auditors and the internal auditors concerning established standards of corporate conduct and performance and deviations therefrom. This is to include an annual report relative to compliance with the Company's code of business conduct, which is to be furnished to and reviewed by the Committee.
13. Establish procedures for the confidential and anonymous receipt, retention and treatment of complaints regarding the Company's accounting, internal accounting controls, auditing matters and business conduct in accordance with the Business Conduct and Ethics Policy.
14. Review, approve and/or ratify related person transactions involving Directors, Director Nominees or the Chief Executive Officer in accordance with the Company's Policy on Related Party Transactions. Receive a report from the Chief Executive Officer of any action he has taken with respect to related party transactions involving an executive officer or an immediate family member of an executive officer.

#### Financial Statements and Other Financial Disclosures

15. Meet with management and the independent auditors prior to the filing of the Company's Quarterly Reports on Form 10-Q to review and discuss the interim financial statements and related notes and the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." Also, the Committee shall discuss the results of the quarterly review and any other matters that are required to be communicated to the Committee by the independent auditors in accordance with Statement on Auditing Standards No. 16, as modified or supplemented.

16. Review and discuss quarterly earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.
17. Meet with management and the independent auditors to review and discuss the financial statements and the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's Annual Report on Form 10-K, including their judgment about the quality, not just acceptability, of accounting principles, the consistency of accounting policies, unusual transactions, the reasonableness of significant estimates and judgments, the clarity and completeness of the disclosures in the financial statements, and any other matters required to be discussed by the Statement on Auditing Standards No. 16, as modified or supplemented. Also, the Committee shall discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditors, including any disagreements with management.
18. Recommend to the Board of Directors whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.
19. Prepare an annual audit committee report for inclusion in the Company's annual proxy statement as required by the SEC rules.
20. Review and evaluate the financial condition of the Company's retirement and other benefit plans.

#### Self-Evaluation and Reporting

21. Review and reassess, at least annually, the adequacy of this charter and report its conclusion and any recommendations to the Board of Directors.
22. Review its own performance annually and report to the Board.
23. Maintain minutes or other records of Committee meetings and activities and report regularly to the full Board on the Committee's findings and recommendations, including any issues with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the independent auditors, the performance of the internal audit function, or any other matter the Committee deems appropriate or the Board requests.

Amended and Approved by the Board of Directors

John Wiley & Sons, Inc.

March 21, 2018