

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.

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 appropriate policies and programs to attract and retain superior individuals; monitor executive development practices in order to insure succession alternatives for the organization; 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.

Membership

The Committee shall consist of at least three “independent” directors as defined by the 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.

Meetings

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

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, 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.

Responsibilities

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

1. Set appropriate compensation levels for the Chief Executive Officer based on market data. Determine appropriate incentive compensation for the Chief Executive Officer based on objectives set by the Executive Committee and performance evaluation against those objectives of the Chief Executive Officer by the Executive Committee. The Committee will inform the Board of its decisions.
2. 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 Chief Executive Officer and any other officer of the Company or its subsidiaries so designated by the Chief Executive Officer.
3. 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.
4. 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 of Directors that the CD&A be included in the Company's proxy statement and annual report on Form 10-K.
5. 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.

6. Annually review executive development and succession plans for Senior Officer positions.
7. Periodically review management's assessment of the effectiveness of the Company's human resources policies, strategies and programs, including (but not limited to):
 - Compensation
 - Benefits including healthcare and pension plans
 - The ability to attract, develop, and retain talent
8. 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.
9. With respect to any compensation consultant who has been engaged to make determinations or 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 compensation 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.
10. 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.
11. Perform all the duties required of the Committee in connection with the Company's Annual Incentive Plan and the Key Employee Stock Plan, as set forth in such plans.
12. Oversee and monitor other compensation related policies and practices of the Company, including the Company's stock ownership guidelines for Senior Officers and the Company's recoupment policy and procedures.
13. 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.
14. Maintain minutes or other records of Committee meetings and activities and report regularly to the full Board on the Committee's findings and recommendations.

Amended and Approved by the Board of Directors

John Wiley & Sons, Inc.

March 21, 2018