

WILEY

Executive Committee Charter

The Board of Directors 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 of Directors.

Purposes and Authority

The Committee, between meetings of the Board of Directors, shall exercise the powers of the Board as appropriate 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.

Membership

The Committee shall consist of two or more Directors. In consultation with the Governance Committee, the Chairman shall recommend, for approval by the Board, the members of the Committee and one member to be its Chair. In addition, the Chairman and the CEO, if not already a member, as well as any other Board member or Observer, may attend the meetings from time-to-time.

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.

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.

2. Review the annual objectives of the Chairman and CEO and recommend approval by the Board of Directors.*
3. Throughout the year, evaluate performance of the Chairman and CEO relative to the approved objectives and provide an annual assessment to the Governance Committee (for compensation related to the Chairman) and to the Executive Compensation and Development Committee (for compensation related to the CEO) and the Board of Directors (for approval of assessments).*
4. Monitor coaching and mentoring of CEO and address any major issues or concerns.*
5. Develop and review progress annually on the succession plan for the Chairman.*
6. Develop emergency CEO succession plan and recommend approval by the Board of Directors.*
7. Maintain minutes or other records of Committee meetings and activities and report regularly to the Board on the Committee's findings and recommendations.

Notes: Roles and responsibilities with * should be evaluated annually to determine if necessary and/or should be transferred to other Committees.

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

Amended and Approved by the Board of Directors

John Wiley & Sons, Inc.

March 20, 2019