

WILEY

Governance Committee Charter

The Board of Directors of John Wiley & Sons, Inc. (the “Company”) has established a Governance 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 assist the Board in the identification of qualified individuals to serve as directors, and recommend to the Board for selection candidates for nomination for election at the annual meeting of shareholders or to fill Board vacancies between annual meetings. The Committee shall coordinate and oversee the annual self-evaluation of the Board, its committees, and management in the governance of the Company. The Committee shall also develop, recommend and review to the Board a set of corporate governance principles applicable to the Company, and review on a regular basis the overall corporate governance of the Company and recommend improvements for approval by the Board where appropriate.

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 of any advisor retained by the Committee (e.g., search firms to identify director candidates).

Membership

The Committee shall consist of at least two “independent” directors as defined by the applicable listing standards of the New York Stock Exchange. In consultation with the Committee, the Board shall approve the members of the Committee and designate one member to be its Chair. 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. In addition, the Chairman of the Board and the Chief Executive Officer may participate on a nonvoting basis.

Meetings

The Committee will meet at least twice each fiscal year, with additional meetings as necessary to fulfill its responsibilities. 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. Make recommendations to the Board regarding the size and composition of the Board.
2. Assist the Board in determining the appropriate general qualifications and criteria for directorships; and identify and recommend qualified candidates for election to the Board or to fill Board vacancies. The Committee shall consider (a) each candidate's experience, skills, integrity and willingness to devote substantial time and energy to Board responsibilities, and (b) the manner in which each candidate's qualities (i) complement those of existing Board members and (ii) contribute to the functioning of the Board as a whole, including with respect to any policies with regard to diversity on the Board.
3. Make recommendations to the Board with respect to (a) qualified candidates for election to the Board at the annual meeting with respect to the slates for Class A and Class B directors; (b) filling vacancies which may occur through death, resignation, retirement, or removal of Board members, or through an increase in the size of the Board; and (c) any nominations or other proposals which may be made by shareholders in accordance with the Company's bylaws.
4. Assist the Board in proposing committee assignments, including committee memberships and chairs.
5. Annually review the independence guidelines set forth in the Corporate Governance Principles to determine, and recommend to the Board, whether the independent directors meet these standards as they apply to board and committee service.
6. Assist the Board in evaluating, maintaining and improving its own effectiveness by conducting evaluations annually, and presenting the results of these evaluations to the Board with recommendations as appropriate.
7. Periodically review the compensation of the Chairman of the Board, including discussing evaluation of performance with the Executive Committee, and discuss with the Board of Directors regarding appropriate compensation.
8. Conduct an annual evaluation of its own performance, review committee member qualifications, and make recommendations to the Board regarding committee appointments and removals.
9. Monitor and coordinate with management the orientation of new directors in order to promote a basic understanding of Board policies and the Company's business, and identify continuing education programs for all directors.
10. Recommend and periodically review with the Board the Company's Corporate Governance Principles for the Company in accordance with applicable SEC and NYSE regulations and policies.

11. Periodically review the charters of Board committees and make appropriate recommendations for improvement.
12. Periodically review non-employee director compensation, benefits, stock ownership guidelines for non-employee directors, Directors and Officers Liability and indemnity provisions, and recommend appropriate adjustments to the Board for its approval.
13. Periodically review the Director travel and expense reimbursement guidelines.
14. The Chair of the Committee, in conjunction with the Chairman as appropriate, shall assess the appropriateness of a director continuing to serve on the Board upon a substantial change in the director's principal occupation or business association from the position such director held when initially appointed to the Board.
15. The Chair of the Committee, in conjunction with the Chairman of the Board as appropriate, shall assess and approve situations Directors seeking to join the board of another organization, including a public or private company, as well as a not-for-profit organization. If deemed necessary, the Committee will perform a review to ensure that there are no conflicts of interest or other issues.
16. 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 20, 2019