

WILEY

ENABLING DISCOVERY | POWERING EDUCATION | SHAPING WORKFORCES

Third Quarter Fiscal 2022 Earnings Review

March 8, 2022



SAFE HARBOR STATEMENT

This presentation contains certain forward-looking statements concerning the Company's operations, performance, and financial condition. Reliance should not be placed on forward-looking statements, as actual results may differ materially from those in any forward-looking statements. Any such forward-looking statements are based upon many assumptions and estimates that are inherently subject to uncertainties and contingencies, many of which are beyond the control of the Company and are subject to change based on many important factors. Such factors include, but are not limited to: (i) the level of investment in new technologies and products; (ii) subscriber renewal rates for the Company's journals; (iii) the financial stability and liquidity of journal subscription agents; (iv) the consolidation of book wholesalers and retail accounts; (v) the market position and financial stability of key retailers; (vi) the seasonal nature of the Company's educational business and the impact of the used book market; (vii) worldwide economic and political conditions; (viii) the Company's ability to protect its copyrights and other intellectual property worldwide (ix) the ability of the Company to successfully integrate acquired operations and realize expected opportunities; (x) the Company's ability to realize operating savings over time and in fiscal year 2022 in connection with our multi-year Business Optimization Program; (xi) the impact of COVID-19 on our operations, performance, and financial condition; and (xii) other factors detailed from time to time in the Company's filings with the Securities and Exchange Commission. The Company undertakes no obligation to update or revise any such forward-looking statements to reflect subsequent events or circumstances.

NON-GAAP MEASURES

In this presentation, management provides the following non-GAAP performance measures:

- Adjusted Earnings Per Share ("Adjusted EPS");
- Free Cash Flow less Product Development Spending;
- Adjusted Contribution to Profit ("Adjusted CTP") and margin;
- Adjusted EBITDA and margin;
- Organic revenue; and
- Results on a constant currency ("CC") basis.

Management believes non-GAAP financial measures, which exclude the impact of restructuring charges and credits and other items, provide supplementary information to support analyzing operating results and earnings and are commonly used by shareholders to measure our performance. Free Cash Flow less Product Development Spending helps assess our ability over the long term to create value for our shareholders. Results on a constant currency basis removes distortion from the effects of foreign currency movements to provide better comparability of our business trends from period to period applying the same foreign currency exchange rates for the current and equivalent prior period. We have not provided our 2022 outlook for the most directly comparable U.S. GAAP financial measures, as they are not available without unreasonable effort due to the high variability, complexity, and low visibility with respect to certain items, including restructuring charges and credits, gains and losses on foreign currency, and other gains and losses. These items are uncertain, depend on various factors, and could be material to our consolidated results computed in accordance with U.S. GAAP.

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**Wiley unlocks human
potential by powering
discovery and learning**



Consistent strategies aligned with seismic trends

Cross the divide to
**lead the transition to
open research**

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Bridge the gap to
**connect education to
career outcomes**

**Research
Publishing**

**Research
Solutions**

**Education
Products**

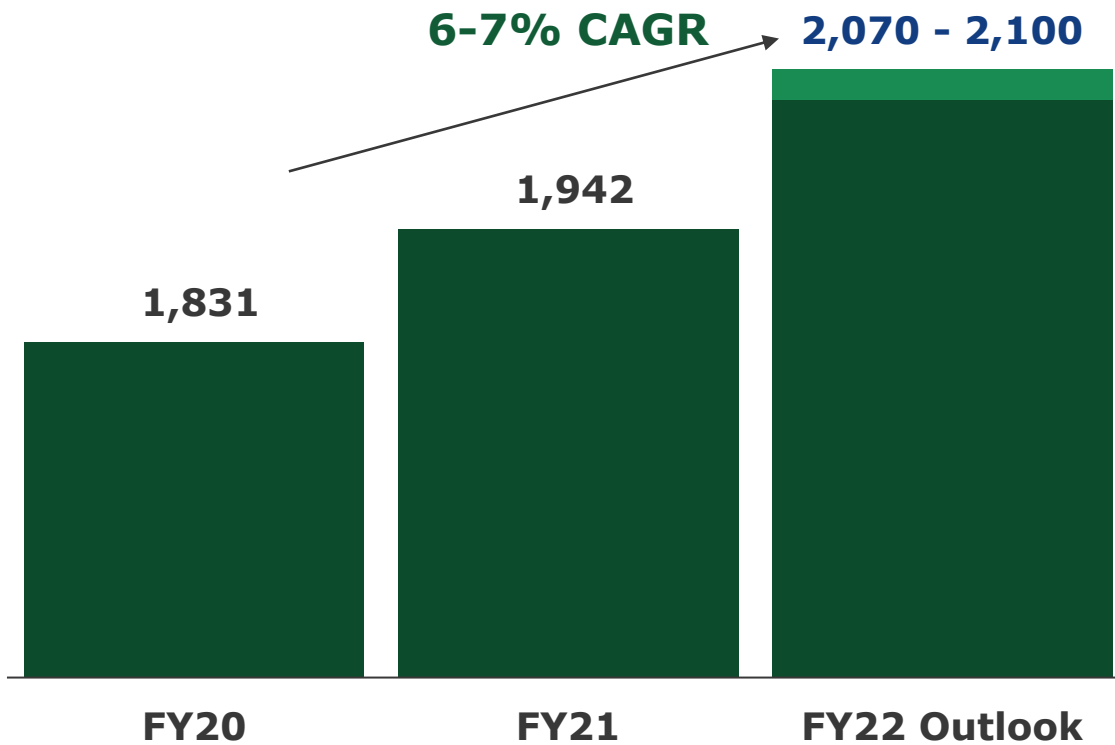
**Education
Services**

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Consistent strategies driving solid performance

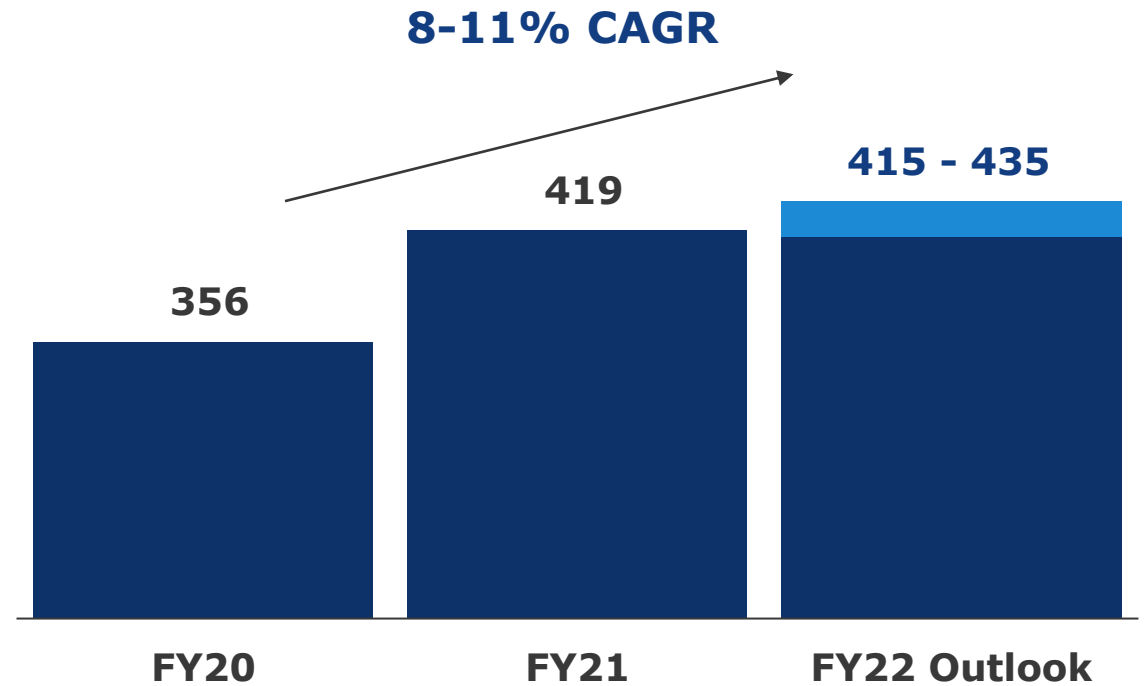
Revenue

\$ millions



Adjusted EBITDA

\$ millions



Consistent strategies driving global impact



Growth Strategies that Drive Social Good

- **Open research** increases speed, accessibility, and impact of knowledge
- **Career-connected education** closes skill gaps and enables personal advancement



Recent ESG Progress

- **Certified 2021 Carbon Neutral** and 100% Renewable Energy; second consecutive year
- **S&P CSA Score** tripled in latest annual assessment, now well above industry average

A

ESG Rating



100%

Corporate Equality Score



Top 4%

Low ESG Risk



Top 250

Best Led Companies



Third Quarter 2022 Summary

Revenue*
+7%
\$516M

GAAP EPS
+62%
\$0.63

Adj. EPS
-9%
\$0.95

Adj. EBITDA
-5%
\$100M

All variances at constant currency except GAAP EPS
*Q3 organic revenue +4%

Q3 Summary

- Strong momentum in open research, research partner solutions, and corporate talent development driving solid revenue growth
- University services decline due to lower US college enrollment and COVID-related year-to-year variability
- Earnings performance as expected due to second half investments in Research and Education Services growth initiatives; YTD tracking well to guidance ranges

Research Publishing & Platforms

<i>(millions)</i>	Q3 2022	Change	Change CC
Research Publishing	\$249	9%	9%
Research Platforms	\$14	37%	37%
TOTAL REVENUE*	\$263	10%	10%
ADJUSTED EBITDA	\$86	5%	4%
ADJ. EBITDA MARGIN	33%		

*Organic revenue +5% (excluding acquisition and currency impacts)

Q3 Summary

- Organic revenue growth driven by open access, platforms, and corporate solutions
- Significant momentum with transformative multi-year 'read and publish' agreements. New signings with consortia in the US, Denmark, Israel, Rep of Korea, and Slovenia
- Acquired *eJournal Press* to complete end-to-end research solutions offering
- Profit performance driven by higher revenue partially offset by investments to publish more and scale partner solutions; Q3 Adjusted EBITDA margin of 33%

Academic & Professional Learning

<i>(millions)</i>	Q3 2022	Change	Change CC
Education Publishing	\$95	(2%)	(2%)
Professional Learning	\$75	(1%)	0%
TOTAL REVENUE	\$171	(2%)	(1%)
ADJUSTED EBITDA	\$52	3%	4%
ADJ. EBITDA MARGIN	30%		

Q3 Summary

- Education Publishing decline mainly from US enrollment declines and the easing of pandemic-related tailwinds
- Professional Learning even with prior year as continued recovery in corporate training was offset by modest declines in professional publishing
- Profit growth driven by business optimization; Q3 Adjusted EBITDA margin of 30%

Education Services

<i>(millions)</i>	Q3 2022	Change	Change CC
University Services	\$55	(3%)	(3%)
Talent Development	\$27	111%	112%
TOTAL REVENUE	\$82	18%	18%
ADJUSTED EBITDA	\$11	(15%)	(14%)
ADJ. EBITDA MARGIN	13%		

Q3 Summary

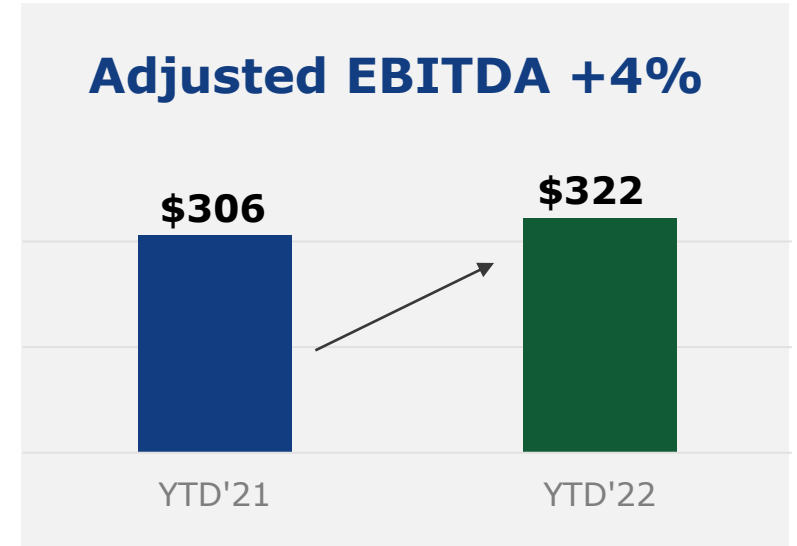
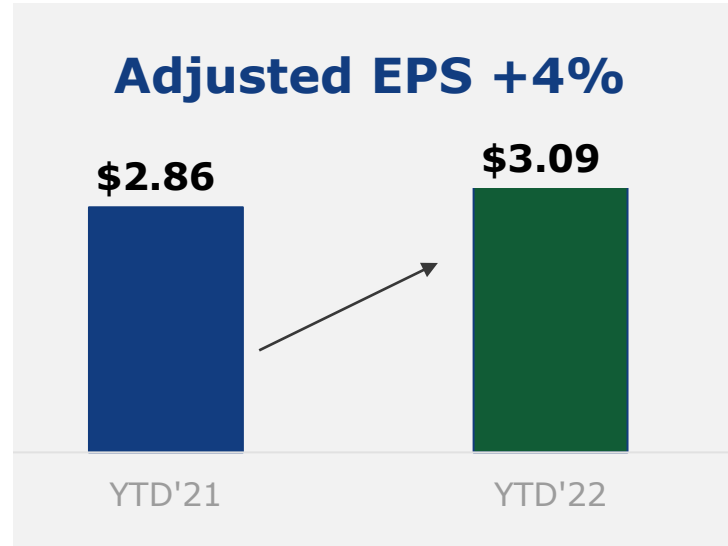
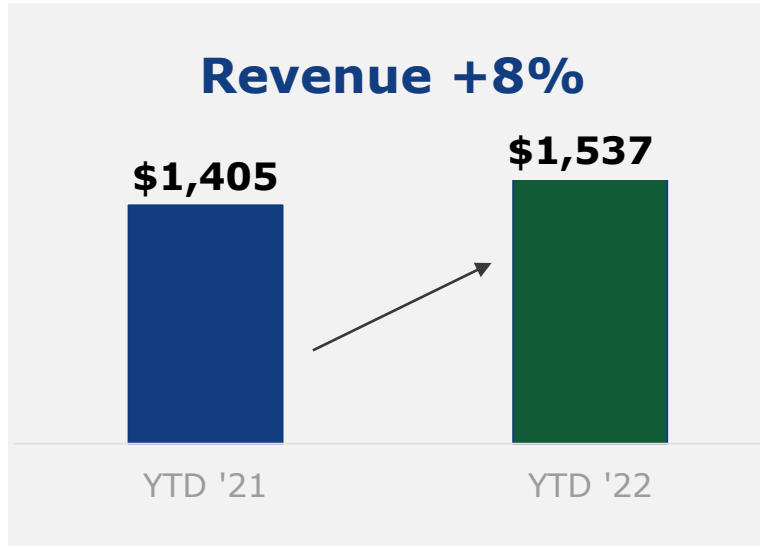
- Talent Development growth rapidly accelerating; signed five new corporate clients in different industry verticals and grew IT talent placements by 140%
- University Services performance reflects counter-cyclical challenges and easing of pandemic tailwinds
- Signed top 25 US institution; renewed two partners; added 22 new degree programs
- Acquired *XYZ Media* to meet universities' biggest need: driving student enrollment
- Profit performance as expected due to investment in Talent Development growth initiatives; Q3 Adjusted EBITDA margin of 13%

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Financial Position and Outlook



Solid Performance Through Nine Months



Nine months revenue growth in line with expectations (+5% organic)

- Research +10% (+4% organic)
- Academic & Professional Learning +3%
- Education Services +16%

YTD earnings increase reflects higher organic revenue partially offset by investments in growth initiatives

Financial Position and Capital Allocation

Cash Flow from Operations: \$158M YTD vs. \$155M prior year

Free Cash Flow: \$77M YTD vs. \$80M prior year. Wiley FCF outlook for Fiscal 2022 is between \$200M and \$220M

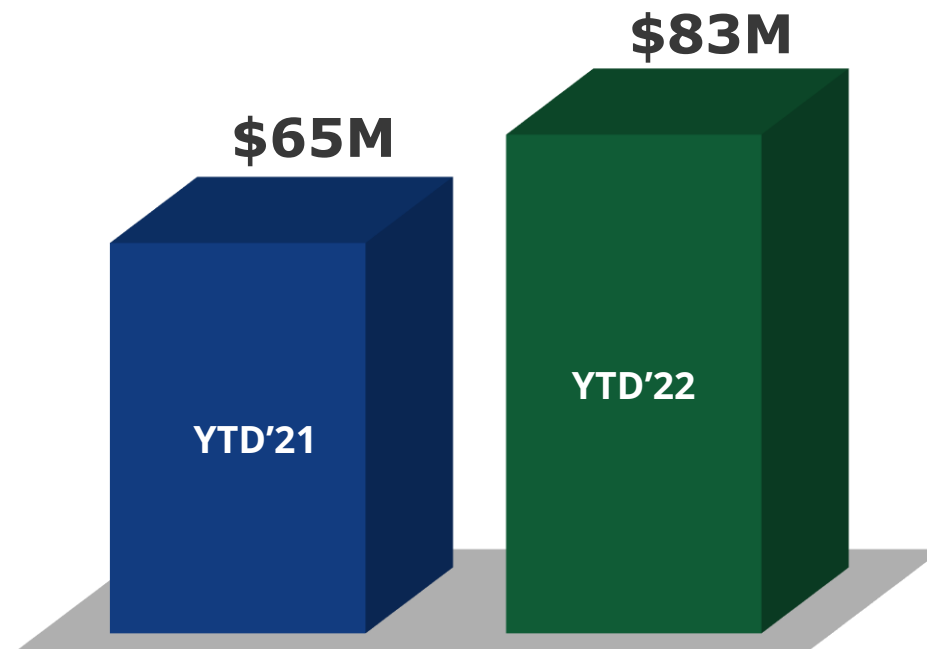
Leverage: Net Debt/EBITDA ratio of 1.9 TTM inclusive of acquisitions vs. 2.2 in the prior year

Liquidity: \$669M including \$109M cash on hand and \$560M of undrawn debt facilities

M&A: \$71M on acquisitions in Research and Education Services

Dividends: Yield at 2.8% (as of March 7, 2022)

Share Repurchases: Acquired ~448K shares YTD for \$25M at an average cost of \$55.48/share



Dividends and Repurchases
YTD Allocation

Fiscal 2022 Outlook Reaffirmed

Metric (Millions, except EPS)	Fiscal 2020	Fiscal 2021	Fiscal 2022 Outlook
Revenue	\$1,831	\$1,942	\$2,070 to \$2,100
Adjusted EBITDA	\$356	\$419	\$415 to \$435
Adjusted EPS	\$3.30	\$4.00	\$4.00 to \$4.25
Free Cash Flow	\$173	\$257	\$200 to \$220

Revenue and Adjusted EPS trending toward lower end of range

New Wiley Ticker Symbols

Current Tickers	New Tickers
JW-A JW-B	WLY WLYB

Change expected on or around April 1

Key Takeaways

Well-established growth strategies and sharp execution driving solid YTD performance; Wiley on track to surpass \$2B in annual revenue for first time ever

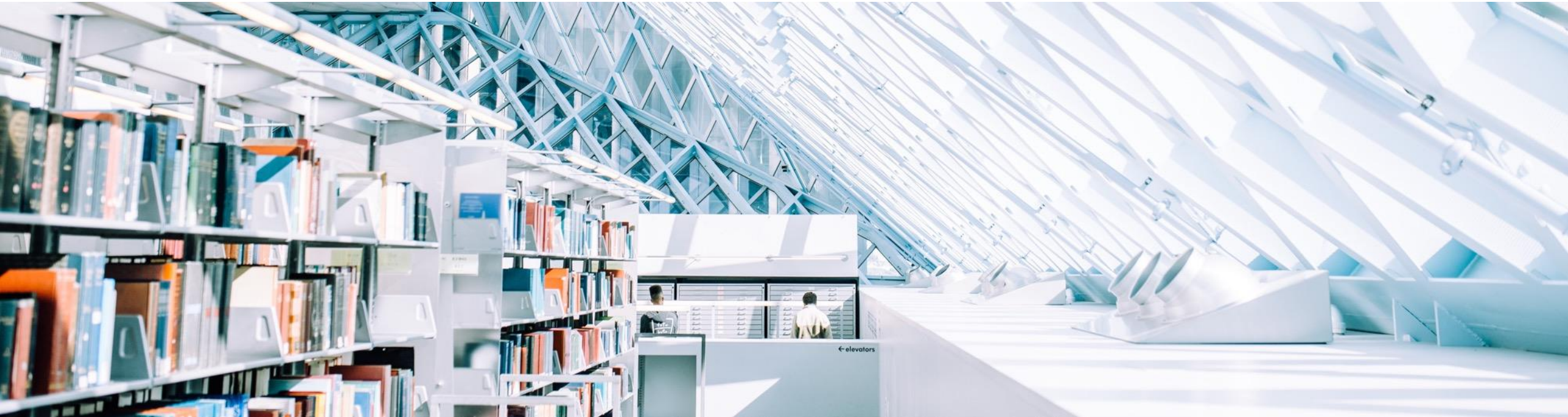
Continued momentum in research publishing and solutions and corporate products and services offsetting counter-cyclical challenges in education content and university services

The long-term positive trends defining our markets continue, and Wiley's growth strategies are tightly aligned with these trends

Strong balance sheet and cash flow generation enable robust capital allocation strategy to drive profitable growth and reward long-term shareholders

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Thanks for joining us.

IR website at <https://investors.wiley.com/>

Q4 2022 Earnings Call – June 15, 2022

Contact us for follow-up at: brian.campbell@wiley.com

Appendix – Reconciliation of US GAAP to Non-GAAP EPS

JOHN WILEY & SONS, INC.				
SUPPLEMENTARY INFORMATION ^{(1) (2)}				
RECONCILIATION OF US GAAP MEASURES to NON-GAAP MEASURES				
(unaudited)				
Reconciliation of US GAAP EPS to Non-GAAP Adjusted EPS				
	Three Months Ended		Nine Months Ended	
	January 31,		January 31,	
	2022	2021	2022	2021
US GAAP Earnings Per Share - Diluted	\$ 0.63	\$ 0.39	\$ 1.86	\$ 1.90
Adjustments:				
Restructuring and related charges (credits)	0.01	0.28	(0.02)	0.33
Foreign exchange losses (gains) on intercompany transactions	0.01	0.01	-	(0.01)
Amortization of acquired intangible assets ⁽³⁾	0.30	0.27	0.93	0.77
Gain on sale of certain assets ⁽⁴⁾	-	-	(0.05)	-
Income tax adjustments ^{(5) (6)}	-	-	0.37	(0.13)
Non-GAAP Adjusted Earnings Per Share - Diluted	\$ 0.95	\$ 0.95	\$ 3.09	\$ 2.86
Reconciliation of US GAAP Income Before Taxes to Non-GAAP Adjusted Income Before Taxes				
(amounts in thousands)	Three Months Ended		Nine Months Ended	
	January 31,		January 31,	
	2022	2021	2022	2021
US GAAP Income Before Taxes	\$ 43,219	\$ 27,392	\$ 157,836	\$ 125,639
Pretax Impact of Adjustments:				
Restructuring and related charges (credits)	448	20,675	(1,161)	24,813
Foreign exchange losses (gains) on intercompany transactions	722	267	494	(1,071)
Amortization of acquired intangible assets	22,189	20,163	67,081	56,693
Gain on sale of certain assets ⁽⁴⁾	-	-	(3,694)	-
Non-GAAP Adjusted Income Before Taxes	\$ 66,578	\$ 68,497	\$ 220,556	\$ 206,074
Reconciliation of US GAAP Income Tax Provision to Non-GAAP Adjusted Income Tax Provision, including our US GAAP Effective Tax Rate and our Non-GAAP Adjusted Effective Tax Rate				

(1) See Explanation of Usage of Non-GAAP Performance Measures included in this supplementary information for additional details on the reasons why management believes presentation of each non-GAAP performance measure provides useful information to investors. The supplementary information included in this press release for the three and nine months ended January 31, 2022 is preliminary and subject to change prior to the filing of our upcoming Quarterly Report on Form 10-Q with the Securities and Exchange Commission.

(2) All amounts are approximate due to rounding.

(3) Reflects the amortization of intangible assets established on the opening balance sheet for an acquired business. This includes the amortization of intangible assets such as developed technology, customer relationships, tradenames, etc., which is reflected in the "Amortization of intangible assets" line in the Condensed Consolidated Statements of Net Income. It also includes the amortization of acquired product development assets, which is reflected in "Cost of sales" in the Condensed Consolidated Statements of Net Income.

(4) The gain on sale of certain assets is due to the sale of our world languages product portfolio which was included in our Academic & Professional Learning segment, and resulted in a pretax gain of approximately \$3.7 million during the nine months ended January 31, 2022.

Appendix – Reconciliation of Net Income to Adjusted EBITDA

JOHN WILEY & SONS, INC.				
SUPPLEMENTARY INFORMATION ⁽¹⁾				
RECONCILIATION OF US GAAP NET INCOME TO NON-GAAP EBITDA AND ADJUSTED EBITDA				
(unaudited)				
	Three Months Ended		Nine Months Ended	
	January 31,		January 31,	
	2022	2021	2022	2021
Net Income	\$ 35,366	\$ 22,161	\$ 105,163	\$ 106,927
Interest expense	5,103	4,853	14,739	13,928
Provision for income taxes	7,853	5,231	52,673	18,712
Depreciation and amortization	53,363	49,316	162,484	147,253
Non-GAAP EBITDA	101,685	81,561	335,059	286,820
Restructuring and related charges (credits)	448	20,675	(1,161)	24,813
Foreign exchange transaction losses	488	5,694	1,488	6,473
Gain on sale of certain assets	-	-	(3,694)	-
Other income, net	(2,821)	(3,612)	(9,524)	(11,769)
Non-GAAP Adjusted EBITDA	\$ 99,800	\$ 104,318	\$ 322,168	\$ 306,337
<i>Adjusted EBITDA Margin</i>	19.3%	21.6%	21.0%	21.8%
Notes:	(1) See Explanation of Usage of Non-GAAP Performance Measures included in this supplementary information for additional details on the reasons why management believes presentation of each non-GAAP performance measure provides useful information to investors. The supplementary information included in this press release for the three and nine months ended January 31, 2022 is preliminary and subject to change prior to the filing of our upcoming Quarterly Report on Form 10-Q with the Securities and Exchange Commission.			