



UNIVERSAL MUSIC GROUP

## PROFILE FOR NON-EXECUTIVE DIRECTORS

### UNIVERSAL MUSIC GROUP N.V.

#### 1. Background

- 1.1. Pursuant to best practice provision 2.1.1 of the Dutch Corporate Governance Code, the board of directors (the *Board*) of Universal Music Group N.V. (the *Company*) has established this profile for non-executive directors (the *Profile*). This Profile first entered into effect on September 21, 2021, was most recently amended by the Board effective as of December 31, 2023, and remains in full force and effect until amended or terminated (in whole or in part).
- 1.2. This Profile sets out the size and desired composition of the non-executive directors of the Board (the *Non-Executive Directors*).
- 1.3. The purpose of this Profile is to provide a guide to the Board membership requirements of the Non-Executive Directors. The role of the Non-Executive Directors is to supervise the executive directors of the Board's policy and performances of duties and the Company's general affairs and its business, and render advice and direction to the executive directors of the Board. In performing their duties, the Non-Executive Directors shall be guided by the interests of the Company and its affiliated enterprise, taking into consideration the relevant interests of the Company's stakeholders (including but not limited to its shareholders). The Non-Executive Directors shall also have due regard for the sustainability issues that are relevant to the Company and its affiliated enterprise as set out in the Board Regulations. The Non-Executive Directors are responsible for their own proper functioning and an adequate performance of their duties.

#### 2. Composition

- 2.1. The composition of the Non-Executive Directors should be such that the combined expertise, experience, competencies and background of the Non-Executive Directors reflects the requirements needed to engage in relevant, informed, expert and efficient discussion and decision making at Board level regarding all aspects of the activities of the Company and its affiliated enterprise, having regard for:
  - a) the nature, size and markets of the activities of the Company and its affiliated enterprise;
  - b) all applicable rules of corporate governance which govern the activities of the Company and its affiliated enterprise, taking into account the nature of the Company as a publicly listed company;
  - c) the specific organisational structure of the Company; and
  - d) the duties and responsibilities allocated to the Non-Executive Directors as per the corporate governance arrangements within the Company.



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- 2.2. On that basis, the following specific elements need to be sufficiently represented as regards the expertise, experience, competencies and background of the Non-Executive Directors, separately or in combination:
- a) general knowledge of and experience in international businesses;
  - b) understanding of the specific markets (service and geography) where the Company and its affiliated enterprise are active, including their risks;
  - c) general knowledge of and relevant expertise and experience in accounting and auditing for, and financing of, publicly listed companies and/or other entities similar to the Company;
  - d) understanding of the sustainability issues that are relevant to the Company and its affiliated enterprise;
  - e) experience in digital innovation and transformation; and
  - f) detailed knowledge of and experience in the music and/or entertainment industries.
- 2.3. The composition of the Non-Executive Directors should furthermore be such that the requisite independence is present for them to operate independently and critically vis-à-vis one another, the executive directors of the Board and any particular interest involved. On that basis, in composing the Non-Executive Directors, articles 5.5(e) and 5.6 of the Board Regulations should be considered.

### **3. Size**

The Board shall determine the number of Non-Executive Directors, with due regard to the interests of the Company and its affiliated enterprise. The number of Non-Executive Directors shall at all times exceed the number of executive directors of the Board.

### **4. Diversity**

The Non-Executive Directors have prepared a separate D&I Policy for the Composition of the Board and Senior Management pursuant to which their composition should ensure an appropriate level of diversity with regards to expertise, experience, competencies, other personal qualities, perspectives, gender or gender identity, age, nationality, ethnicity and cultural or other background, which should, in addition to the relevant articles of the Board Regulations and this Profile, be taken into account when composing the Non-Executive Directors.

### **5. Individual Non-Executive Directors**

- 5.1. Individual Non-Executive Directors should have the specific expertise required for the fulfilment of their duties and should be capable of assessing the broad outline of the overall management of the Company and its affiliated enterprise.
- 5.2. Individual Non-Executive Directors should be selected and nominated for appointment, after at least the following criteria have been considered:
- a) education, training and background;



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- b) (prior) experience;
- c) specialist skills;
- d) ability to spend the necessary time; and
- e) ability to operate independently and critically.

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