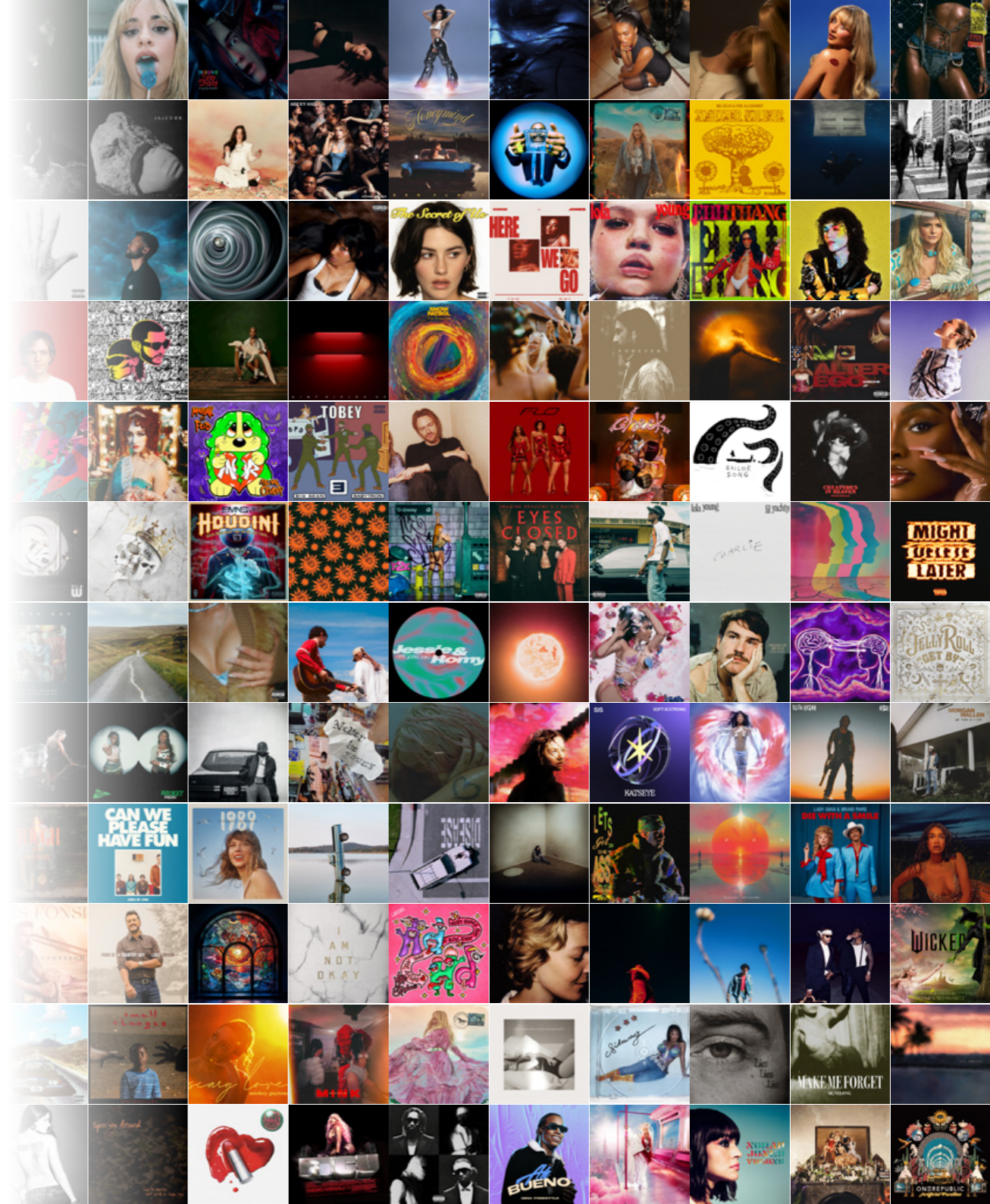


Universal Music Group Remuneration Report 2024



UNIVERSAL MUSIC GROUP





REMUNERATION REPORT

Dear Fellow Shareholder

I am pleased to present the 2024 Remuneration Report, which provides insights into the remuneration of both Executive and Non-Executive Directors.

Remuneration Policies and approvals

On September 20, 2021, the General Meeting adopted the **Executive Directors' Remuneration Policy**, establishing the framework for determining their compensation. Later, on May 11, 2023, the General Meeting approved a supplement to this policy, specifically addressing Sir Lucian Grainge's remuneration package.

This report references the Executive Directors' Remuneration Policy as of May 11, 2023. Before Vincent Vallejo joined the board, he had an existing agreement, which the policy accommodates as part of its provisions for historical arrangements. The Remuneration Committee and the Board had no role in shaping his legacy arrangements, as it was established before UMG's IPO.

We will be proposing a new Executive Directors' Remuneration Policy at the upcoming AGM, set to take effect as of the date of the AGM in 2025 until the next policy review. In shaping this revised policy, the Remuneration Committee considered the impact of share price fluctuations on executive pay, and internal pay differentials. Additionally, it considered compensation levels to comparable peer companies and broader societal perspectives on Board remuneration. Lastly, the committee took into account the Executive Directors' views on the structure and amount of their compensation as an input into the final recommendations.

The proposed Policy includes no increases to incentive compensation levels. The most important proposed amendments relate to the following:

- The Company's policy on severance payments, to better align this policy with the market practices for the industry the Company operates in;
- The share ownership guidelines for Executive Directors;
- Various textual and technical changes to further improve the clarity of the Remuneration Policy.

Universal Music Group's financial and strategic performance resulted in short-term incentive performance above target.

In its decision-making, the Committee adhered strictly to both the Executive and Non-Executive Directors' Remuneration Policies.

Stakeholder engagement

At our last Annual General Meeting, 70.95% of shareholders supported the 2023 Remuneration Report –compared to 58.96% the previous year. Following the AGM, we gathered feedback and used it to refine the 2024 incentive metrics.

This Remuneration Report has been prepared in accordance with Article 2:135b of the Dutch Civil Code and the Dutch Corporate Governance Code. It will be presented for an advisory vote at the Annual General Meeting on May 14, 2025.

I sincerely thank our shareholders for their continued support and look forward to presenting this report at the AGM.

Mandy Ginsberg
Chairman of the Remuneration Committee

This Remuneration Report has been prepared in accordance with article 2:135b of the Dutch Civil Code and the Dutch Corporate Governance Code. It will be presented for an advisory vote to Shareholders at the annual General Meeting to be held on May 14, 2025.



REMUNERATION REPORT

Executive Directors' Remuneration Policy

The objective of the Executive Directors' Remuneration Policy is to provide a compensation framework that allows UMG to attract, motivate and retain highly qualified Executive Directors and to incentivize and reward long-term, sustainable growth of UMG. In order to ensure that the Executive Directors' Remuneration Policy is aligned with UMG's identity, mission and core values, it is built on the following principles:

- Focus on Company performance by including at-risk pay for the Executive Directors;
- Linkage of performance objectives with UMG's strategy;
- Alignment of Shareholders' interests with Executive Directors' compensation design;
- Ensure competitiveness with relevant markets to support UMG's ability to attract, retain, and motivate high caliber talent;
- Support a simple and transparent framework.

Overview of the Key Remuneration Elements and Approach to the Remuneration for 2024

In 2024, the Executive Directors were as follows:

Executive Director	Position
Sir Lucian Grainge	Chairman and Chief Executive Officer (Chairman and CEO)
Vincent Vallejo	Deputy Chief Executive Officer, Corporate (Deputy CEO)

The following table sets out the key elements of the remuneration provided in the Executive Directors' Remuneration Policy versus the remuneration approach in 2024 for Sir Lucian Grainge under the Current Agreement (as defined under 'Chairman and CEO Employment Agreement') and for Vincent Vallejo under his management services agreement. Sir Lucian Grainge's compensation is denominated in US dollars but is reflected throughout this remuneration report in euros based on the average monthly US dollar to euro exchange rate in 2024 of 0.9204.



REMUNERATION REPORT

Element	Key remuneration elements per Executive Directors' Remuneration Policy	Remuneration approach for 2024
Base salary	Fixed cash compensation, aligned with the Executive Directors' experience and scope of responsibilities and intended to attract and retain Executive Directors necessary to execute the Company's strategy (as set out above under 'Strategy').	Pursuant to each <u>Executive Director's</u> agreement, base salaries are as follows: <ul style="list-style-type: none"> ■ Chairman and CEO: €4,602,000 ■ Deputy CEO: €960,000
Short-term incentive (STI) ¹	Variable compensation payable annually in cash, or share awards, or a combination thereof, subject to the achievement of annually pre-established objectives to ensure Executive Director alignment with, and motivate the achievement of, the annual business priorities for the relevant year. Target STI payout of up to 300% of base salary; maximum payout of no more than 200% of target bonus amount for overachievement of targets.	<u>Chairman and CEO:</u> Annual cash bonus with a target payout of €9,204,000 (200% of base salary), a minimum payout of €0 and a maximum payout of €13,806,000 (150% of target bonus), subject to the achievement of specific financial and non-financial goals detailed below. <u>Deputy CEO:</u> Annual cash bonus with a target payout of €480,000 (50% of base salary), a minimum payout of €0 and a maximum payout of €960,000 (200% of target bonus), subject to the achievement of specific financial and non-financial goals detailed below.
Long-term incentive (LTI) ¹	Variable compensation payable in cash, or share awards, or a combination thereof, subject to the achievement of annually pre-established objectives and/or continued services to retain Executive Directors necessary to execute the Company's strategy, to align the interests of Executive Directors with those of Shareholders and other stakeholders, and to reward delivery of sustainable long-term value creation linked to the Company's strategy and strengthen alignment with the interests of Shareholders. Grant value is capped at 500% of base salary.	<u>Chairman and CEO:</u> Annual award of €18,408,000 in a combination of restricted stock units (RSUs) and performance stock units (PSUs), subject to the achievement of specific financial goals detailed below. <u>Deputy CEO:</u> No annual award
Retirement and other post-employment benefits	Customary retirement income and severance benefits to provide future income security, aligned with relevant market levels.	<u>Chairman and CEO:</u> ² Pension allowance equals 20% of annual base salary, capped at €1,472,640 base salary per year, for a total potential maximum pension allowance of €294,528 per year. <u>Deputy CEO:</u> Participates in the local UMG pension plan.
Other benefits	Customary and market competitive arrangements to compensate for any reasonable costs incurred or perks required for the performance of Executive Directors' duties.	<u>Chairman and CEO:</u> Covers, among other things, health and welfare, housing allowance, automobile, tax equalization, security, and home leave. <u>Deputy CEO:</u> Covers health and welfare, housing allowance, automobile, tax consultation and life insurance.

1 When establishing the Threshold, Target and Maximum goals for the Short-Term and Long-Term Incentive awards, scenario analysis was conducted whereby the potential achievement of these various goals and their alignment to the Company's strategic financial goals assisted in determining that the final goals were appropriate.

2 Additional severance detail under the Severance Payments and Termination Provisions section below.



REMUNERATION REPORT

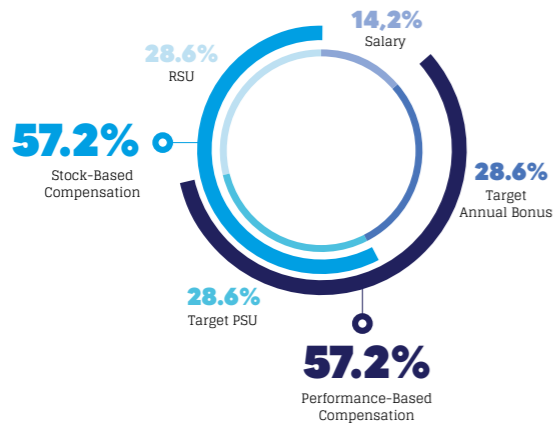
The Remuneration for the Executive Directors in 2024

Chairman and CEO Employment Agreement

On March 30, 2023, Sir Lucian Grainge entered into an extension and amendment of his prior employment agreement with Universal Music Group, Inc. (such prior employment agreement, the **Legacy Agreement**). The amended and extended employment agreement (the **Current Agreement**) runs until May 1, 2028. In 2024, there were no changes to Sir Lucian Grainge's remuneration under the Current Agreement.

Under the Current Agreement, as set out in further detail below, a significant portion of Sir Lucian Grainge's remuneration is performance-based (i.e., subject to the achievement of annually pre-established objectives) and share-based (i.e., aligned with Shareholders' interests generally) as follows:

CEO ANNUAL TARGET PAY



Deputy CEO Management Services Agreement

Vincent Vallejo's remuneration for 2024 continued to be subject to legacy arrangements contractually agreed prior to his appointment to the Board under his management services agreement. In 2024, there were no changes to Vincent Vallejo's remuneration under his management services agreement.

UMG Peer Group

Below is the 2024 compensation peer group (the **UMG peer group**) reviewed by the Remuneration Committee to inform its decision-making process and ensure compensation levels are set at a competitive level against other companies in the media, entertainment and tech industries.

Altice USA, Inc.	Netflix, Inc.	Spotify Technology S.A.
Electronic Arts Inc.	News Corporation	Warner Bros. Discovery, Inc.
Endeavor Group Holdings, Inc.	Paramount Global	Warner Music Group Corp.
Fox Corporation	Sirius XM Holdings Inc.	
Live Nation Entertainment, Inc.	Snap Inc.	

Key Remuneration Elements and Approach to Remuneration for 2024

The following is a discussion of the key remuneration elements of 2024 for each of the Executive Directors.

Base Salary

Base salary provides competitive fixed cash compensation reflective of the Executive Director's skills, experience, scope of responsibilities and the external market. The following sets out the 2024 base salary for each Executive Director, as well as their relative changes to the 2023 base salary:



REMUNERATION REPORT

Executive Director	Actual 2023 ¹	Actual 2024	% Change ²
Sir Lucian Grainge	€7,511,849	€4,602,000	-39%
Vincent Vallejo	€960,000	€960,000	0.0%

1 Reflects Sir Lucian Grainge's base salary under the Legacy Agreement for the first three months of 2023 and his base salary under the Current Agreement effective as of April 1, 2023.

2 Sir Lucian Grainge's salary has not changed since April 2023. Any discrepancy since that date is due to the year-over-year change in the U.S. Dollar to euro exchange rate. As noted above, the remuneration for Sir Lucian Grainge under the Current Agreement is denominated in USD.

Short-Term Incentive

Each Executive Director is eligible for an annual short-term incentive bonus. In 2024, the Board added Adjusted EPS Growth and non-financial strategic goals to their short-term incentive plan of the Executive Directors.

For 2024, the annual short-term incentive bonus target for each Executive Director was as follows:

Executive Director	Target Percentage of Base Salary	Target Amount
Sir Lucian Grainge	200.0%	€9,204,000
Vincent Vallejo	50.0%	€480,000

For 2024, Sir Lucian Grainge was measured on the following performance metrics and performance results:

Performance Metric	Target (100% Payout ¹)	Maximum (150% Payout ¹)	Actual	Earned %	Weighting	Weighted Earned %
Revenue Growth	4.8%	10.1%	7.9%	129.0%	30%	38.7%
Adjusted EBITDA Growth	13.0%	24.3%	13.9%	103.8%	30%	31.1%
Adjusted EPS Growth	28.7%	41.6%	26.4%	91.3%	20%	18.3%
Strategic Objectives			150.0%	150.0%	20%	30.0%
Total						118.1%

1 Payout percentage of target bonus amount.

For the strategic objectives performance metric, the Board assessed the Executive Directors' contributions to the Company's accomplishments in the following strategic areas: (i) advancement of artist-centric principles and laying the foundation for streaming 2.0, (ii) organic investment and strategic M&A, and (iii) defining and establishing responsible AI. With Sir Lucian Grainge's leadership, the Company demonstrated exceptional performance with respect to the strategic objectives, and accordingly, Sir Lucian Grainge earned a 150% payout for the strategic objectives performance metric.



REMUNERATION REPORT

For 2024, Vincent Vallejo was measured on the following performance metrics and performance results:

Performance Metric	Target (100% Payout ¹)	Maximum (200% Payout ¹)	Actual	Earned %	Weighting	Weighted Earned %
Revenue Growth	4.8%	10.1%	7.9%	158.1%	30%	47.4%
Adjusted EBITDA Growth	13.0%	24.3%	13.9%	107.7%	30%	32.3%
Adjusted EPS Growth	28.7%	41.6%	26.4%	91.3%	20%	18.3%
Strategic Objectives			100.0%	100.0%	20%	20.0%
Total						118.0%

¹ Payout percentage of target bonus amount.

For the strategic objectives performance metric, the Board assessed the Executive Directors' contributions to the Company's accomplishments in the following strategic areas: (i) advancement of artist-centric principles and laying the foundation for streaming 2.0, (ii) organic investment and strategic M&A, and (iii) defining and establishing responsible AI. The Company demonstrated exceptional performance with respect to the strategic objectives, and accordingly, Vincent Vallejo earned a 100% payout for the strategic objectives performance metric.

The target for each of the Revenue Growth, Adjusted EBITDA Growth and Adjusted EPS Growth performance metrics aligns with the Company's annual budget, as approved by the Board. In deviation from the Current Agreement, the Board determined, and Sir Lucian Grainge agreed, that the

threshold level of achievement required for payout of the annual short-term incentive bonus would be 95% (in lieu of 90%) of target for the Revenue Growth performance metric which increases the rigor for payout at threshold; and in accordance with the Current Agreement, the Board determined that the threshold level of achievement required for payout of the annual short-term incentive bonus would be 90% of target for the other three performance metrics, where achievement of the threshold level in each case would result in a 50% payout, and achievement of less than the threshold level would result in a 0% payout. In addition, the Board determined that the level of achievement required for maximum payout of the annual short-term incentive bonus for Sir Lucian Grainge is 150% of target in accordance with the Current Agreement and for Vincent Vallejo is 200% of target. Payout for performance between threshold and target, and target and maximum are linearly interpolated.

Long-Term Incentive

Under the Current Agreement, Sir Lucian Grainge is entitled to an annual grant of RSUs and PSUs with an aggregate equity value of €18,408,000, with no more than 50% of the grant being in the form of PSUs. The first set of awards after listing were granted in 2023. The RSUs are time-based and vest ratably over 3 years. The PSUs are performance-based where payout depends on the level of achievement of the performance metrics that are determined by the Board. The target for each performance metric will be no less favorable than the Company's annual budget, as approved by the Board. The maximum payout of the PSUs is 200% of target and the minimum payout for the threshold level of achievement will be no less favorable than 50% for 90% achievement of the target performance levels. Performance at less than 90% achievement of the target performance levels will result in a 0% payout under the PSUs. Payout for the performance between threshold and target, and target and maximum are linearly interpolated.



REMUNERATION REPORT

In 2024, Sir Lucian Grainge received the following:

Type	Grant size	Performance metrics and vesting requirements
RSU	€9,204,000	Requires continued services; vests ratably over 3 years
PSU	€9,204,000 ¹	Requires continued services; vests 100% after 3 years
<p><u>Metrics</u></p> <ul style="list-style-type: none"> * 50.0% to vest based on 3-year Adjusted EBITDA CAGR target * 25.0% to vest based on 3-year Revenue CAGR target * 25.0% to vest based on 3-year Relative TSR (Total Shareholder Return) target 		

¹ Reflects the economic value of the underlying award as opposed to the accounting value under IFRS2.

With respect to the PSUs, the Board selected these performance metrics, which represent key performance indicators used by the Company, to provide a foundation for sustainable long-term growth and promote sustainable long-term value creation.

The targets for Adjusted EBITDA CAGR and Revenue CAGR are not disclosed as doing so could create competitive harm. The Relative TSR target measures the Company's 20-trading day average closing share price performance against the S&P 500 Media & Entertainment Index and is as follows:

Metric	Threshold (50% payout)	Target (100% payout)	Maximum (200% payout)
Relative TSR	25th percentile	50th percentile	75th percentile

Malus and Claw-Back

In 2024, no application of claw-back was applied on any kind of variable payments for the Executive Directors.

Severance Payments and Termination Provisions

In 2024, no severance payments were made to the Executive Directors.

Sir Lucian Grainge

Sir Lucian Grainge is entitled to the following severance benefits under the Current Agreement in case he terminates his employment for 'Good Reason', Universal Music Group, Inc. (UMG, Inc.) terminates his employment without 'Cause', or in case of 'Non-Renewal' of the Current Agreement (all as defined below):

1. a lump-sum cash amount equal to Sir Lucian Grainge's unpaid base salary earned up to the date of his termination of employment plus an amount equal to two years of base salary;
2. a lump-sum cash amount equal to the unpaid portion of any earned bonuses with respect to the last fiscal year ended prior to the date of Sir Lucian Grainge's termination of employment plus the [€] target annual bonus for the year in which Sir Lucian Grainge's termination of employment occurs plus two years of the [€] target annual bonus;
3. a lump-sum cash amount equal to the amount that UMG, Inc. would have paid during the 2 years following Sir Lucian Grainge's termination of employment (based on rates in effect at the time of termination of employment) to provide Sir Lucian Grainge with the benefits he would have been entitled to receive under the additional pension allowance and the broad base of benefit plans in which Sir Lucian Grainge may participate, provided that such amount will not include any vacation benefits;
4. each equity award outstanding at the termination of Sir Lucian Grainge's employment, with each such equity award vesting on a pro rata basis in accordance with the terms of the applicable equity award agreement, except that Sir Lucian Grainge will be deemed to be continuously employed for a period of 2 years from the date of termination for 'Good Reason', 'without Cause' or following a 'Non-Renewal', with any performance-based equity awards continuing to vest for a



REMUNERATION REPORT

period of 2 years from the date of termination and such vested portion of applicable performance-based equity awards to be settled at target.

'Good Reason' includes:

1. removal of Sir Lucian Grainge from his position as an Executive Director or as Chairman and CEO of UMG, Inc. or the Company resulting in a material diminution in Sir Lucian Grainge's authority, duties or responsibilities, or in the budget over which Sir Lucian Grainge retains authority;
2. the requirement for Sir Lucian Grainge to report to anyone with materially less authority, duties or responsibilities;
3. a material decrease in Sir Lucian Grainge's authority, duties or responsibilities, including, but not limited to, a material adverse change to Sir Lucian Grainge's authority, duties or responsibilities as they relate to managing Sir Lucian Grainge's direct reports or Sir Lucian Grainge's involvement in setting UMG's annual budget or UMG's strategy;
4. a reduction in Sir Lucian Grainge's base salary or target annual bonus or annual equity award constituting a material diminution in Sir Lucian Grainge's base compensation as determined for purposes of Section 409A of the Internal Revenue Code of 1986, as amended, and the regulations and guidance promulgated thereunder;
5. the requirement that Sir Lucian Grainge's principal place of employment be located other than at the principal offices of UMG, Inc. located in Los Angeles, California, provided that such change in location is a material change in the geographic location at which Sir Lucian Grainge must provide his services as determined for purposes of Section 409A of the Internal Revenue Code of 1986, as amended, and the regulations and guidance promulgated thereunder;
6. a material breach by UMG, Inc. of the Current Agreement (whether or not otherwise set forth in clauses (1) – (5) above);
7. a 'Change in Control'.

A 'Change in control' is defined as a change in the ownership of the Company, which occurs on the date that any one person would be entitled to, directly or indirectly, exercise at least 30% of the votes in a General Meeting (**Predominant Control**) (which would pursuant to Dutch law trigger a mandatory public takeover offer for all of the outstanding Shares); provided, however that no change in control

will be considered to exist (i) if the voting power of any one person, or more than one person acting in concert, who at the date of the Current Agreement was already entitled to exercise 30% or more of the votes in a General Meeting increases, and (ii) if the person who acquired Predominant Control loses such Predominant Control within 30 days of acquiring it, unless the Person who acquired Predominant Control has exercised its voting rights in that 30-day period.

'Cause' has a commonly used meaning.

'Non-Renewal' means the expiration of the Current Agreement, with UMG, Inc. not having made an offer of employment on terms at least as favorable as the terms set forth in the Current Agreement at least 90 days before the expiration date of the Current Agreement.

In addition, Sir Lucian Grainge cannot compete against UMG for 24 months following any termination of employment (whether by UMG or by Sir Lucian Grainge) and following expiration of the term of the Current Agreement. In cases where Sir Lucian Grainge is entitled thereto, the severance payment is also considered consideration for the non-competition.

Vincent Vallejo

Vincent Vallejo's management services agreement converted into an indefinite-term agreement on October 1, 2023. His management services agreement does not provide for a severance payment, but he is eligible for severance under Dutch law.



REMUNERATION REPORT

Total Remuneration¹

Total remuneration of the Executive Directors is presented in the table below. The equity remuneration in the table below reflects the grant value of the awards.

Name	Reported year	Fixed remuneration	Variable remuneration			Benefits and one-off amounts			Total remuneration ¹	Proportion fixed - variable remuneration
		Base Salary	Short-Term Incentive	Long-Term Incentive	One-Time Transition Award	Retirement Benefits	Other Benefits	Other Payments		
Sir Lucian Grainge, Chairman and CEO ²	2024	€4,602,000	€10,869,924	€18,408,000 ³	€0	€294,528	€2,381,640	€0	€36,556,092	20% / 80%
	2023	€7,511,849	€15,163,413	€18,481,370 ⁴	€92,406,852 ⁵	€295,702	€2,973,670	€1,981,000 ⁶	€138,813,856	8% / 92%
Vincent Vallejo, Deputy CEO	2024	€960,000	€566,400	€0	€0	€41,053	€57,834	€0	€1,625,286	65% / 35%
	2023	€960,000	€815,040	€0	€0	€41,053	€57,596	€948,575 ⁷	€2,822,264	38% / 62%

1 Sir Lucian Grainge and Vincent Vallejo participated in Vivendi share schemes prior to the Listing that are not included. Reference is made to pages 131 to 133 of the Company's prospectus dated September 14, 2021, which is available on the investor relations part of the UMG website (the Prospectus) for further details.

2 Sir Lucian Grainge's remuneration has been converted from US dollars into euros using a monthly average FX rate of 0.924 for FY23 and 0.9204 for FY24.

3 For 2024, Sir Lucian Grainge's Long-Term Incentive reflects the grant value as of the grant date (March 31, 2024 at a grant price of €27.88 per RSU/PSU).

4 For 2023, Sir Lucian Grainge's Long-Term Incentive and One-Time Transition Award reflect the grant value as of the grant date (April 30, 2023 at a grant price of €19.81). As of December 31, 2024, Sir Lucian Grainge has vested 730,478 RSUs.

5 The One-Time Transition Award is not applicable in subsequent years. As of December 31, 2024, 718,743 PSOs were exercisable as those PSOs had vested due to the passage of time and had become eligible for exercise due to the first share price hurdle achieved €26.50.

6 Prior to the Listing, Vivendi granted equity awards in the form of performance shares payable in Vivendi stock the value of which was not adjusted for the UMG Listing. A Special One-Time Award was granted to make Sir Lucian Grainge whole for the loss in value due to the impact of the spin-off in connection with the Listing. The amount reflects the grant value of this Special One-Time Award which was granted on April 30, 2023 at a grant price of €19.81 per RSU.

7 Amount reflects a cash retention payment and the grant value of a Special One-Time Award which was granted on April 30, 2023 at a grant price of €19.81 per RSU.

¹ The Remuneration Table includes information and figures that are audited as part of [Note 25](#) of the Annual Consolidated Financial Statements and [Note 11](#) of the Company Financial Statements.



REMUNERATION REPORT

Share-Based Remuneration of the Executive Directors

The total share-based remuneration of the Executive Directors awarded during 2024 and outstanding as of December 31, 2024 is presented in the table below:

Name of Director position	The main conditions of share award plans								Information regarding reported financial year						
	Specification of plan	Award type	Performance period	Award date	Vesting date	End of holding period ¹	Expire Date	Strike Price	Opening balance	During the year			Closing Balance		Units subject to a holding period
									Units awarded at the beginning of the year	Units awarded	Dividend Equivalents Added	Units vested	Units subject to a performance condition	Units awarded and unvested as of year end	
Sir Lucian Grainge, Chairman and CEO		RSU	N/A	4/30/2023	4/30/2024 ²	N/A	N/A	N/A	30,738	0	0	30,738	0	0	N/A
		RSU	N/A	4/30/2023	4/30/2024 ¹	N/A	N/A	N/A	30,738	0	0	30,738	0	0	N/A
		RSU	N/A	4/30/2023	4/30/2024 ²	N/A	N/A	N/A	40,984	0	0	40,984	0	0	N/A
		RSU	N/A	4/30/2023	4/30/2026 ³	N/A	N/A	N/A	471,014	0	6,229	157,004	0	320,239	N/A
	2022 UMG Global Equity Plan	PSU	1/1/2023 - 12/31/2025	4/30/2023	4/30/2026 ⁴	N/A	N/A	N/A	471,014	0	9,343	0	480,357	480,357	N/A
		RSU	N/A	4/30/2023	4/30/2028 ⁵	N/A	N/A	N/A	2,355,065	0	37,374	471,013	0	1,921,426	N/A
		PSO	N/A	4/30/2023	4/30/2027 ⁶	N/A	4/30/2033	€19.81	8,624,917	0	0	718,743 ⁷	8,624,917	7,906,174	N/A
		RSU	N/A	3/31/2024	3/31/2027 ³	N/A	N/A	N/A	0	331,774	6,581	0	0	338,355	N/A
	PSU	1/1/2024 - 12/31/2026	3/31/2024	3/31/2027 ⁴	N/A	N/A	N/A	0	331,774	6,581	0	338,355	338,355	N/A	
Vincent Vallejo, Deputy CEO	2022 UMG Global Equity Plan	RSU	N/A	4/30/2023	4/30/2024 ²	N/A	N/A	N/A	7,685	0	0	7,685	0	0	N/A

1 As noted in the Corporate Governance section under "Compliance with the Code", Shares, once vested, are not subject to a holding period.

2 Special One-Time Award.

3 RSUs awarded as part of Sir Lucian Grainge's Long-Term Incentive, vesting 1/3 annually.

4 PSUs awarded as part of Sir Lucian Grainge's Long-Term Incentive which vest 100% after 3 years if performance metrics are met.

5 50% of the One-Time Transition Award, which vests 1/5 annually.

6 50% of the One-Time Transition Award, which vests 1/4 annually and are only exercisable if the following share price hurdles are met: 1/3 at €26.50, 1/3 at €30.00, and 1/3 at €38.00.

7 The first share price hurdle of €26.50 was achieved on January 29, 2024. These PSOs are exercisable as they have vested due to the passage of time and exercisable have become eligible due to the first share price hurdle having been achieved.

REMUNERATION REPORT

Remuneration Expense and Company Performance Development

The overview below provides insight into the development of the remuneration expense of the Executive Directors, Company performance and employee pay as of the Listing in 2021. For Sir Lucian Grainge, the year-over-year increase of 8% in total remuneration expense from 2023 to 2024 was primarily driven by the 2024 full-year impact of his equity compensation expense. In 2023, the share-based compensation expense for Sir Lucian Grainge had a partial year impact consistent with when he executed his Current Agreement. Additionally, the lower average annual remuneration expense on an FTE basis of employees decreased by 13% primarily due to the decrease in share-based compensation expense and a decrease in headcount.

Element	2021	2022	2023 ¹	2024 ¹
Remuneration Expense				
Chairman and CEO	€40,861,707	€47,291,068	€64,274,250	€69,292,930
<i>Annual Change</i>	<i>Not applicable</i>	<i>16%</i>	<i>36%</i>	<i>8%</i>
Deputy CEO ²	€2,630,851	€2,624,471	€2,686,990	€1,625,286
<i>Annual Change</i>	<i>Not applicable</i>	<i>0%</i>	<i>2%</i>	<i>-40%</i>
Company performance				
Adjusted EBITDA (in millions of euros)	€1,788	€2,135	€2,369	€2,661
<i>Annual Change</i>	<i>Not applicable</i>	<i>19%</i>	<i>11%</i>	<i>12%</i>
Average annual remuneration expense on an FTE basis of employees				
Average annual ³	€131,961	€142,039	€180,684	€157,265
<i>Annual Change</i>	<i>Not applicable</i>	<i>8%</i>	<i>27%</i>	<i>-13%</i>
Internal Pay Ratio	310	333	356	441
<i>Annual Change</i>	<i>N/A</i>	<i>8%</i>	<i>7%</i>	<i>24%</i>

¹ The equity remuneration expense in this table is based on the annual total remuneration expense as reported in the Consolidated Financial Statements included in the Annual Report in accordance with IFRS. In contrast, the equity remuneration in the Total Remuneration Table reflects the grant value of the equity awards and not the IFRS equity expense.

² The Deputy CEO was employed by UMG effective April 2021. Accordingly, the remuneration expense for 2021 has been updated and annualized from €2,185,698 to €2,630,851 for year-over-year comparison purposes.

³ Reflects the total personnel costs reported in [Note 5](#) of the Consolidated Financial Statements, adjusted to be comparable with the remuneration expense of Executive Directors disclosed above. The total personnel costs include all remuneration components (such as fixed salary, variable remuneration in cash, the share-based expense part of the remuneration, social security contributions, pensions, expense allowance, etc.) as included in the Consolidated Financial Statements. The average annual remuneration expense of the employees is determined by dividing the total personnel costs by the average number of FTEs during the financial year.

The Remuneration for the Non-Executive Directors in 2024

The General Meeting on May 16, 2024 adopted a revised version of the remuneration policy for the Non-Executive Directors (the **Non-Executive Directors' Remuneration Policy**), outlining the framework to determine the remuneration for the Non-Executive Directors. The objective of the Non-Executive Directors' Remuneration Policy is to provide a remuneration structure that allows UMG to attract, motivate and retain highly qualified Non-Executive Directors who possess the necessary leadership skills to promote the Company's strategy, long-term interests and sustainability. In order to ensure that the Non-Executive Directors' Remuneration Policy is aligned with UMG's identity, mission and core values, it is built on the following principles:

- The program is simple and transparent;
- Non-Executive Directors should be compensated competitively against market, considering the level of work required for a company that is similar in size, scope, and complexity to UMG;
- Non-Executive Directors' remuneration is differentiated, as appropriate, for differing Board committee responsibilities and time commitments;
- In order to ensure independent supervision, remuneration of Non-Executive Directors is fixed and not dependent on the Company's financial results or the attainment of performance conditions.

At the beginning of 2024, the Remuneration Committee conducted a comprehensive review of the remuneration structure for the Non-Executive Directors, and the Non-Executive Directors' Remuneration Policy that had been in effect since September 2021. With the assistance of the Remuneration Committee's independent compensation consultant, the Remuneration Committee



REMUNERATION REPORT

evaluated the market competitiveness of the remuneration program for the Non-Executive Directors against the UMG peer group (as defined under "UMG peer group"). The remuneration for the Non-Executive Directors fell significantly below the UMG peer group. This disparity was largely due to the absence of equity remuneration for the Non-Executive Directors, which constitutes a significant portion of pay among the UMG peer group. In order to align the remuneration of the Non-Executive Directors more closely with the UMG peer group and to enhance UMG's ability to attract, motivate and retain highly qualified individuals, the Board, at the recommendation of the Remuneration Committee, proposed a revision to the Non-Executive Directors' Remuneration Policy that had been in effect since September 2021 at the annual General Meeting held on May 16, 2024 to increase the Non- Executive Directors' remuneration by annually granting a fixed amount of RSUs in euros.

The Non-Executive Directors' Remuneration Policy was amended and approved by the General Meeting with a 98.26% majority of the votes cast to include RSUs as part of the remuneration structure for the Non-Executive Directors.

Each annual grant of RSUs shall be subject to the terms and conditions set forth in the Non-Executive Directors' Remuneration Policy. Vesting of the RSUs shall not be dependent on the Company's financial results or the attainment of performance conditions.

The revised Non-Executive Directors' remuneration for serving on the Board and Board committees is as follows:

Role	Non-Executive Director	Chairman of the Board	Member of a Board Committee	Chair of a Board Committee
Cash Retainer	€90,000	€50,000	€20,000	€10,000
Annual RSU Grant	€160,000	€50,000	-	-

Share Ownership Policy for Non-Executive Directors

In order to ensure alignment between the interests of the Non-Executive Directors and the Company's sustainable long-term value creation, the Board adopted a share ownership policy for the Non-Executive Directors, whereby the Non-Executive Directors may in principle not transfer or otherwise dispose of the Shares that were received by them upon vesting of the RSUs until they meet certain minimum ownership guidelines.

Pursuant to the share ownership policy, each Non-Executive Director who receives remuneration in the form of RSUs is required to maintain beneficial ownership of a number of RSUs so granted to him or her and/or Shares so received by him or her upon vesting of the RSUs with a value equal to 4 times his or her annual cash retainer for serving as a Non-Executive Director, not including any additional retainer paid for service on any Board committee, or as Chairman of the Board or as chair of any Board committee (the **Minimum Ownership Guideline**) for so long as he or she is a Non-Executive Director. Until a Non-Executive Director meets the Minimum Ownership Guideline, such Non-Executive Director shall not be permitted to transfer or otherwise dispose of Shares so received, except that a Non-Executive Director may sell Shares to the extent necessary to pay any tax imposed on vesting of the RSUs and receipt of the Shares.



REMUNERATION REPORT

Total Remuneration

Total remuneration of the Non-Executive Directors paid in 2024 is presented in the table below:

Non-Executive Director	Commencement Date	Board ¹	Audit Committee ¹	Remuneration Committee ¹	Nomination Committee ¹	2024 Cash Retainer (in €)	2024 Equity Remuneration (in €) ²	2024 Total Remuneration (in €)
A.R.J.C. Fiévet ³	9/20/2021					52,692	0	52,692
C.F.L. Lawson-Hall	9/20/2021	Member	Member			110,000	159,977	269,977
C.M.C. Bolloré	5/12/2022	Member		Member		110,000	159,977	269,977
E. Sprunk	5/16/2024	Member	Member	Member		81,429	159,977	241,406
H. Saban	5/11/2023	Member				90,000	159,977	249,977
J.G. Mitchell ⁴	9/20/2021	Member		Member		0	0	0
L.A.J. Van Os	9/20/2021	Member	Chair			120,000	159,977	279,977
M. Frerejean- Taittinger	9/20/2021	Member	Member		Chair	140,000	159,977	299,977
M. Ginsberg	5/16/2024	Member	Member	Chair		87,692	159,977	247,669
M.L. Doherty ⁴	9/20/2021	Member			Member	0	0	0
N.A. Avant	5/12/2022	Member			Member	110,000	159,977	269,977
S.L. Lansing	5/12/2022	Chair		Member	Member	180,000	209,989	389,989
W.A. Ackman ⁴	5/12/2022	Member			Member	0	0	0

¹ Composition of the Board and Board committees as of December 31, 2024.

² Variances in equity remuneration awarded compared to the amounts noted in the Non-Executive Directors Remuneration Policy (€160,000 for Non-Executive Directors and an additional €50,000 for the Chairman of the Board) is due to rounding for partial shares.

³ Antoine Fiévet acted as Non-Executive Director and Chair of the Remuneration Committee until the close of the annual General Meeting held on May 16, 2024, on which date his term ended. He decided not to stand for reappointment.

⁴ Voluntarily elected to not receive any Non-Executive Director remuneration in 2024.



REMUNERATION REPORT

Remuneration Development	2024 vs. 2023 ¹	2023 vs. 2022 ¹	2022 vs. 2021 ¹
A.R.J.C. Fiévet ²	-54%	5%	0%
C.F.L. Lawson-Hall	145%	-8%	0%
C.M.C. Bolloré	145%	0%	N/A
E. Sprunk	N/A	N/A	N/A
H. Saban	178%	N/A	N/A
J.G. Mitchell ³	N/A	N/A	N/A
L.A.J. Van Os	133%	-8%	0%
M. Frerejean-Taittinger	114%	0%	0%
M. Ginsberg	N/A	N/A	N/A
M.L. Doherty ³	N/A	N/A	0%
N.A. Avant	145%	0%	N/A
S.L. Lansing	122%	59%	N/A
W.A. Ackman ³	N/A	N/A	N/A

¹ 2023, 2022, and 2021 remuneration amounts have been annualized for purposes of calculating the year-over-year change.

² Antoine Fiévet acted as Non-Executive Director and Chair of the Remuneration Committee until the close of the annual General Meeting held on May 16, 2024, on which date his term ended. He decided not to stand for reappointment.

³ Voluntarily elected to not receive any Non-Executive Director remuneration in 2024, 2023, 2022, and, if applicable, 2021.

The material increases shown above are a function of the RSU awards introduced after the new Non-Executive Directors' Remuneration Policy was approved at the 2024 AGM.

The Non-Executive Directors' remuneration is fixed and not dependent on the Company's financial results or the attainment of performance conditions. The Non-Executive Directors are also entitled to reimbursement of reasonable expenses incurred in connection with the performance of their duties for the Company. The Non-Executive Directors are not entitled to receive any compensation on termination of their appointment and are not entitled to participate in the Company's bonus or pension schemes.



REMUNERATION REPORT

Share-Based Remuneration of the Non-Executive Directors

The total share-based remuneration of the Non-Executive Directors awarded during 2024 and outstanding as of December 31, 2024 is presented in the table below:

Name of Director, position	The main conditions of share award plans					Information regarding reported financial year					
	Specification of plan	Award type	Award date	Vesting date	End of holding period ¹	Opening balance	During the year		Closing Balance		
						Units awarded at the beginning of the year	Units awarded	Units vested	Units subject to a performance condition	Units awarded and unvested as of year end	Units subject to a holding period
C.F.L. Lawson-Hall, Non-Executive Director	2022 UMG Global Equity Plan	RSU	5/16/2024	5/16/2025	N/A	0	5,681	0	0	5,681	N/A
C.M.C. Bolloré, Non-Executive Director	2022 UMG Global Equity Plan	RSU	5/16/2024	5/16/2025	N/A	0	5,681	0	0	5,681	N/A
E. Sprunk, Non-Executive Director	2022 UMG Global Equity Plan	RSU	5/16/2024	5/16/2025	N/A	0	5,681	0	0	5,681	N/A
H. Saban, Non-Executive Director	2022 UMG Global Equity Plan	RSU	5/16/2024	5/16/2025	N/A	0	5,681	0	0	5,681	N/A
L.A.J. Van Os, Non-Executive Director	2022 UMG Global Equity Plan	RSU	5/16/2024	5/16/2025	N/A	0	5,681	0	0	5,681	N/A
M. Frerejean-Taittinger, Non-Executive Director	2022 UMG Global Equity Plan	RSU	5/16/2024	5/16/2025	N/A	0	5,681	0	0	5,681	N/A
M. Ginsberg, Non-Executive Director	2022 UMG Global Equity Plan	RSU	5/16/2024	5/16/2025	N/A	0	5,681	0	0	5,681	N/A
N.A. Avant, Non-Executive Director	2022 UMG Global Equity Plan	RSU	5/16/2024	5/16/2025	N/A	0	5,681	0	0	5,681	N/A
S.L. Lansing, Non-Executive Director	2022 UMG Global Equity Plan	RSU	5/16/2024	5/16/2025	N/A	0	7,457	0	0	7,457	N/A

¹ As noted in the Corporate Governance section under 'Compliance with the Code', Shares, once vested, are not subject to a holding period.



REMUNERATION REPORT

Other items

2023 Remuneration Report Voting Results

At the Annual General Meeting held on May 16, 2024, 70.95% of the Shareholders supported the 2023 remuneration report compared to the 58.96% vote on the 2022 remuneration report.

After the annual General Meeting held on May 16, 2024, UMG engaged with Shareholders to understand their perspective on the 2023 remuneration report and solicit overall feedback about the Executive and Non-Executive Director pay design and practices. Shareholders expressed their desire to include an earnings per share performance metric in the incentive plans of the Executive Directors, and as a result, the Board responded by approving the addition of an Adjusted EPS Growth performance metric to their short-term incentive plan. Separately, a non-financial Strategic Objectives performance metric was also added to the short-term incentive plan.

Deviation from Executive Directors' or Non-Executive Directors' Remuneration Policy

UMG did not deviate from the Executive Directors' or Non-Executive Directors' Remuneration Policies.



UNIVERSAL MUSIC GROUP