

Agenda for the annual general meeting of shareholders (the **General Meeting**) of Universal Music Group N.V. (**UMG** or the **Company**) to be held on Wednesday, May 13, 2026, at 2:00 p.m. CEST at Felix Meritis, Keizersgracht 324, 1016 EZ Amsterdam, the Netherlands.

Upon registration in accordance with the procedure as set out in the convocation notice, this annual General Meeting can also be followed via a live webcast.

## **Agenda**

1. Opening

### **Financial year 2025**

2. Discussion of the 2025 annual report (*discussion item*)
3. Advisory vote on the 2025 remuneration report (*(advisory) voting item*)
4. Adoption of the 2025 financial statements (*voting item*)
5. Dividend
  - a. Discussion of the dividend policy (*discussion item*)
  - b. Adoption of the dividend proposal (*voting item*)
6. Discharge
  - a. Discharge of the Executive Directors (*voting item*)
  - b. Discharge of the Non-Executive Directors (*voting item*)

### **Board composition**

7. Reappointment of Vincent Vallejo as Executive Director (*voting item*)
8. Non-Executive Directors
  - a. Reappointment of Nicole Avant as Non-Executive Director (*voting item*)
  - b. Reappointment of Margaret Frerejean-Taittinger as Non-Executive Director (*voting item*)
  - c. Reappointment of Mandy Ginsberg as Non-Executive Director (*voting item*)
  - d. Reappointment of Cathia Lawson-Hall as Non-Executive Director (*voting item*)
  - e. Reappointment of James Mitchell as Non-Executive Director (*voting item*)
  - f. Reappointment of Eric Sprunk as Non-Executive Director (*voting item*)

### **Universal Music Group 2026 Global Employee Stock Purchase Plan**

9. Approval of the Universal Music Group 2026 Global Employee Stock Purchase Plan (*voting item*)

### **Repurchase and cancellation of Shares**

10. Repurchase and cancellation of Shares

- a. Authorization of the Board as the competent body to repurchase Shares (*voting item*)
- b. Cancellation of Shares (*voting item*)

**External auditor**

11. Reappointment of the external auditor to issue an independent auditor's opinion on the 2026 and 2027 financial statements (*voting item*)

**Other**

12. Any other business (*discussion item*)
13. Closing

## **Explanatory notes to the agenda**

### **Item 2: Discussion of the 2025 annual report (*discussion item*)**

A presentation on the performance of the Company during the financial year 2025, as outlined in the 2025 annual report, will be given, and the implementation of the Dutch Corporate Governance Code, as published on March 20, 2025, will be discussed.

The 2025 annual report has been published on the Company's website: <https://investors.universalmusic.com/>.

### **Item 3: Advisory vote on the 2025 remuneration report (*advisory voting item*)**

The 2025 remuneration report, which outlines the manner in which the remuneration policy for the executive directors of the Company (the **Executive Directors**) and the remuneration policy for the non-executive directors of the Company (the **Non-Executive Directors**) have been applied, will be presented and put to the General Meeting for a non-binding advisory vote. It is proposed that the General Meeting votes in favor of the 2025 remuneration report.

The 2025 remuneration report has been published as part of the 2025 annual report and has also been separately published on the Company's website: <https://investors.universalmusic.com/>.

### **Item 4: Adoption of the 2025 financial statements (*voting item*)**

EY Accountants B.V. (**EY Accountants**) has issued an unqualified independent auditor's opinion on the 2025 financial statements, as included in the 2025 annual report. It is proposed that the General Meeting adopts the 2025 financial statements.

The 2025 financial statements have been published as part of the 2025 annual report on the Company's website: <https://investors.universalmusic.com/>.

### **Item 5: Dividend**

This agenda item consists of one discussion item and one voting item.

#### **a. Discussion of the dividend policy (*discussion item*)**

The dividend policy, as outlined in the 2025 annual report, will be discussed.

#### **b. Adoption of the dividend proposal (*voting item*)**

On October 28, 2025, the Company paid an interim dividend of EUR 0.24 per ordinary share in the Company's issued share capital (a **Share**), and it is now proposed that the Company pays a final dividend of EUR 0.28 per Share. If adopted, this would bring the Company's total dividend for the financial year 2025 to EUR 0.52 per Share, which represents a payout ratio relative to net profits, subject to agreed non-cash items, as outlined in the dividend policy, of no less than 50%.



UNIVERSAL MUSIC GROUP

If adopted, the Shares will trade ex-dividend as from May 20, 2026, the dividend record date will be on May 21, 2026, and payment of the final dividend will take place on June 12, 2026. It is proposed that the General Meeting adopts the dividend proposal.

#### **Item 6: Discharge**

This agenda item consists of two voting items.

a. Discharge of the Executive Directors (*voting item*)

It is proposed that the General Meeting discharges the Executive Directors who were in office during the financial year 2025 from all liability for the performance of their duties in the financial year 2025.

b. Discharge of the Non-Executive Directors (*voting item*)

It is proposed that the General Meeting discharges the Non-Executive Directors who were in office during the financial year 2025 from all liability for the performance of their duties in the financial year 2025.

#### **Item 7: Reappointment of Vincent Vallejo as Executive Director (*voting item*)**

Vincent Vallejo, 65, is a French citizen and the Deputy Chief Executive Officer, Corporate for UMG. Based at the Company's corporate headquarters in the Netherlands, Mr. Vallejo is in the lead of a number of corporate initiatives related to the Company's listing on Euronext Amsterdam. Mr. Vallejo has worked closely across UMG matters ever since he joined Vivendi in 1998 where he most recently served as SVP, Audit & Special Projects. Prior to joining Vivendi, Mr. Vallejo held positions at AGF-ALLIANZ in France where he was Deputy CFO and at Ernst & Young in Paris and Madrid.

Mr. Vallejo received an MBA from Montpellier University and a Master of Science from Cornell-Essec, Cergy-Pontoise.

Mr. Vallejo was first appointed as an Executive Director on February 26, 2021 and his current term lapses at the end of this annual General Meeting.

Due to his service on the board of directors of the Company (the **Board**) to date, and his history of working across UMG matters during his time with Vivendi and as a member of UMG's management team, the Board, at the recommendation of the nomination committee of the Board (the **Nomination Committee**), has made a non-binding nomination for the reappointment of Mr. Vallejo as an Executive Director for a period of one year starting immediately after this annual General Meeting and ending at the end of the annual General Meeting to be held in 2027. It is proposed that the General Meeting so reappoints Mr. Vallejo.

The key elements of Mr. Vallejo's management services agreement are attached hereto as **annex 1**.

#### **Item 8: Non-Executive Directors**

It is proposed that the General Meeting reappoints six of the current Non-Executive Directors whose terms lapse at the end of this annual General Meeting. The non-binding nominations are made by the Board, at the recommendation of the Nomination Committee, all in accordance with the provisions of



UNIVERSAL MUSIC GROUP

the Company's articles of association, profile for the Non-Executive Directors and D&I policy and applicable Dutch law.

This agenda item consists of six voting items.

a. Reappointment of Nicole Avant as Non-Executive Director (*voting item*)

Nicole Avant, 58, an American citizen, is a best-selling author and award winning film producer. She served as the 13th U.S. Ambassador to The Bahamas after being nominated by President Barack Obama and unanimously confirmed by the U.S. Senate, becoming the youngest as well as the first African American woman to hold the position. In addition to her international diplomatic work, Ambassador Avant brings deep commercial insight and knowledge of the media and entertainment industries having worked in the music business for over 25 years and serving as Vice President of Interior Music Publishing, founded by her father, entertainment mogul, Clarence Avant. Ambassador Avant currently focuses her efforts in film and television production and has produced critically acclaimed and award winning films including "The Six Triple Eight", "The Black Godfather" and "Trees of Peace". Throughout her career, Ambassador Avant has also pursued an array of business and philanthropic ventures and is a Board Trustee at LACMA.

Ambassador Avant graduated with a Bachelor of Arts degree in Communications from California State University, Northridge.

Ambassador Avant is considered independent for purposes of the Dutch Corporate Governance Code, and she owns 5,681 Shares and 6,017 restricted share units in the Company.

Ambassador Avant was first appointed as a Non-Executive Director at the annual General Meeting held in 2022 and her current term lapses at the end of this annual General Meeting. Ambassador Avant serves as a member of the Nomination Committee.

Due to her service on the Board to date, her international diplomatic work, and her deep commercial insight and knowledge of the media and entertainment industries, the Board, at the recommendation of the Nomination Committee, has made a non-binding nomination for the reappointment of Ambassador Avant as a Non-Executive Director for a period of two years starting immediately after this annual General Meeting and ending at the end of the annual General Meeting to be held in 2028. It is proposed that the General Meeting so reappoints Ambassador Avant.

b. Reappointment of Margaret Frerejean-Taittinger as Non-Executive Director (*voting item*)

Margaret Frerejean-Taittinger, 40, is a French citizen and the co-founder of French Bloom, a company that specializes in organic alcohol-free sparkling wines. Serving as Chief Marketing Officer, Ms. Frerejean-Taittinger has successfully positioned French Bloom as the market leader of the super-premium 0.0% category with presence in more than 60 markets. Previously, Ms. Frerejean-Taittinger served as International Development Manager for the Michelin Guide, the renowned restaurant rating system that publishes its yearly selections in over 35 countries. In this role, Ms. Frerejean-Taittinger led the expansion of the Michelin Guide working towards doubling its international footprint over a period of five years. Prior to Michelin, she served as the Director of Communications and Marketing for Laboratories Surface-Paris, a beauty company that specializes in cosmeceutical skincare. Ms. Frerejean-Taittinger also spent eight years in the international development field, addressing cross-



UNIVERSAL MUSIC GROUP

sector challenges to sustainable development with a focus on education and micro-finance in East Africa.

Ms. Frerejean-Taittinger holds a Master of Development Practice from l'Institut d'Études Politiques de Paris (Sciences Po), where she graduated *summa cum laude*.

Ms. Frerejean-Taittinger is considered independent for purposes of the Dutch Corporate Governance Code, and she owns 5,681 Shares and 6,017 restricted share units in the Company.

Ms. Frerejean-Taittinger was first appointed as a Non-Executive Director on September 20, 2021 and her current term lapses at the end of this annual General Meeting. She serves as the Chairman of the Nomination Committee and as a member of the audit committee of the Board (the **Audit Committee**).

Due to her service on the Board to date, and her international marketing experience, the Board, at the recommendation of the Nomination Committee, has made a non-binding nomination for the reappointment of Ms. Frerejean-Taittinger as a Non-Executive Director for a period of two years starting immediately after this annual General Meeting and ending at the end of the annual General Meeting to be held in 2028. It is proposed that the General Meeting so reappoints Ms. Frerejean-Taittinger.

c. Reappointment of Mandy Ginsberg as Non-Executive Director (*voting item*)

Mandy Ginsberg, 56, is an American citizen and an operating partner at Advent International, one of the largest global private equity investment firms. An accomplished leader with extensive online consumer acumen, Ms. Ginsberg played various roles over fourteen years at Interactive Corp and Match Group, a portfolio of industry leading digital dating platforms. She served as CEO of Match Group Americas from 2016 to 2018 and ultimately served as CEO of the publicly listed entity Match Group from 2018 to 2020 leading its 45 global dating companies, including Tinder, Match.com, OkCupid, and Hinge. As CEO of Match Group, she drove a period of tremendous subscriber and revenue growth and more than doubled the company's enterprise value. During her tenure, she led the company's expansion in North America and overseas, both through organic growth and acquisitions, including the 2018 purchase of relationship-focused platform Hinge. Ms. Ginsberg has held roles within the IAC portfolio of digital companies since 2006. This includes tenures as an EdTech CEO of both The Princeton Review and Tutor.com from 2013 to 2015 and CEO of Match.com North America from 2008 to 2012. She currently serves on the Board of Directors at Flo Health, Uber Technologies and ThredUp, and previously served as a Director at Match Group, J.C. Penney Company and Care.com.

Ms. Ginsberg holds an MBA from The Wharton School of the University of Pennsylvania and a BA from the University of California, Berkeley.

Ms. Ginsberg is considered independent for purposes of the Dutch Corporate Governance Code, and she owns 5,681 Shares and 6,017 restricted share units in the Company.

Ms. Ginsberg was first appointed as a Non-Executive Director at the annual General Meeting held in 2024 for a period of two years until the end of this annual General Meeting. She serves as the Chairman of the remuneration committee of the Board (the **Remuneration Committee**) and as a member of the Audit Committee.



UNIVERSAL MUSIC GROUP

Due to her expertise in running multiple digital platform businesses, her online consumer acumen, and her experience serving on the boards of other public companies, particularly on their remuneration committees, the Board, at the recommendation of the Nomination Committee, has made a non-binding nomination for the reappointment of Ms. Ginsberg as a Non-Executive Director for a period of two years starting immediately after this annual General Meeting and ending at the end of the annual General Meeting to be held in 2028. It is proposed that the General Meeting so reappoints Ms. Ginsberg.

d. Reappointment of Cathia Lawson-Hall as Non-Executive Director (*voting item*)

Cathia Lawson-Hall, 54, is a French citizen, who, following a 25-year career in investment banking, founded CAT, a strategic advisory firm, specializing in corporate and financial strategy, mergers and acquisitions, restructurings and complex operations in Africa. She previously held senior leadership positions at Société Générale, notably as Head of Coverage and Investment Banking for Africa and Head of Debt Capital Markets for corporates in France, Belgium and Luxembourg. Ms. Lawson-Hall is a member of the Board of Directors of Havas N.V., Endeavour Mining Plc and Eurazeo S.E. While she currently serves on the Supervisory Board of Vivendi S.E., her mandate will end in April 2026. She also sits on the Board of Amis du Centre Pompidou, the association of patrons contributing to the enrichment of the museum's collections. Ms. Lawson-Hall has received several distinctions, including Manager of the Year at the La Tribune Women's Awards (2015), the Diversity Award – Career Path from the Club XXIe-Siècle (2017), and has been named among the "100 Women of Culture of the Year" (2025).

Ms. Lawson-Hall holds a Master's degree and a postgraduate degree in Finance from Paris Dauphine University.

Ms. Lawson-Hall is considered independent for purposes of the Dutch Corporate Governance Code, and owns 8,037 Shares and 6,017 restricted share units in the Company.

Ms. Lawson-Hall was first appointed as a Non-Executive Director on September 20, 2021 and her current term lapses at the end of this annual General Meeting. She serves as a member of the Audit Committee.

Due to her service on the Board to date, her financial expertise, and her experience serving on the boards of other public companies, the Board, at the recommendation of the Nomination Committee, has made a non-binding nomination for the reappointment of Ms. Lawson-Hall as a Non-Executive Director for a period of two years starting immediately after this annual General Meeting and ending at the end of the annual General Meeting to be held in 2028. It is proposed that the General Meeting so reappoints Ms. Lawson-Hall.

e. Reappointment of James Mitchell as Non-Executive Director (*voting item*)

James Mitchell, 52, is a Hong Kong citizen and a Senior Executive Vice President and Chief Strategy Officer of Tencent Holdings Limited (HKEX: 0700), where he has worked since July 2011. He is a director of certain listed companies, including Frontier Developments Plc (AIM: FDEV) and Tencent Music Entertainment Group (NYSE: TME, HKEX: 1698), and of various unlisted companies. He was previously Chairman of the Board of China Literature Limited (HKEX: 0772). Prior to joining Tencent, Mr. Mitchell was a Managing Director at Goldman Sachs.



UNIVERSAL MUSIC GROUP

Mr. Mitchell received a Bachelor of Arts degree from Oxford University and holds a Chartered Financial Analyst certification.

Mr. Mitchell is considered non-independent for purposes of the Dutch Corporate Governance Code, and does not own any Shares.

Mr. Mitchell was first appointed as a Non-Executive Director on September 20, 2021 and his current term lapses at the end of this annual General Meeting. He serves as a member of the Remuneration Committee.

Due to his service on the Board to date, his experience with the convergence of technology, content and high-growth markets, and his experience serving on the boards of other public companies, the Board, at the recommendation of the Nomination Committee, has made a non-binding nomination for the reappointment of Mr. Mitchell as a Non-Executive Director for a period of two years starting immediately after this annual General Meeting and ending at the end of the annual General Meeting to be held in 2028. It is proposed that the General Meeting so reappoints Mr. Mitchell.

f. Reappointment of Eric Sprunk as Non-Executive Director (*voting item*)

Eric Sprunk, 62, is an American citizen and a global consumer-retail industry leader with more than 25 years' experience delivering outstanding financial results, creating shareholder value and building loyal, high-performance teams. He most recently served as the Chief Operating Officer of Nike from 2013 to 2020, where he led a globally distributed team of 25,000+ Nike employees and an additional 1,200,000 contract employees responsible for its robust and innovative global supply chain, demand/supply planning, procurement, corporate real estate and workplaces and IT/technology for the global enterprise. During his 27 years at Nike, Mr. Sprunk held various executive positions of increasing responsibility, including EVP, Global Product & Merchandising from 2008 to 2013 and EVP & GM, Global Footwear from 2001 to 2008. As COO, he drove the digital transformation of the company to be consumer direct. He currently serves as a member of the Board of Directors of General Mills and Recreational Equipment, Inc.

Mr. Sprunk has a Bachelor's degree in Business Administration and Accounting from the University of Montana.

Mr. Sprunk is considered independent for purposes of the Dutch Corporate Governance Code, and he owns 5,730 Shares and 6,017 restricted share units in the Company.

Mr. Sprunk was first appointed as a Non-Executive Director at the annual General Meeting held in 2024 for a period of two years until the end of this annual General Meeting. He serves as a member of the Audit Committee and the Remuneration Committee.

Due to his background in the global consumer-retail industry, his expertise leading the operations of a large, global public company, and his experience serving on the boards of other public companies, the Board, at the recommendation of the Nomination Committee, has made a non-binding nomination for the reappointment of Mr. Sprunk as a Non-Executive Director for a period of two years starting immediately after this annual General Meeting and ending at the end of the annual General Meeting to be held in 2028. It is proposed that the General Meeting so reappoints Mr. Sprunk.



UNIVERSAL MUSIC GROUP

**Item 9: Approval of the Universal Music Group 2026 Global Employee Stock Purchase Plan (voting item)**

It is proposed that the General Meeting approves the Universal Music Group 2026 Global Employee Stock Purchase Plan (the **UMG ESPP**).

On March 24, 2026, at the recommendation of the Remuneration Committee, the Board adopted the UMG ESPP, subject to the approval of the General Meeting. The UMG ESPP is a sub-plan of the 2022 Universal Music Group Global Equity Plan (the **UMG Global Equity Plan**), which was established by the Company, effective as from May 12, 2022. The General Meeting approved the UMG Global Equity Plan and its implementation at the annual General Meeting held in 2022.

The UMG ESPP provides for “Other Stock-Based Awards” pursuant to section 9.2 of the UMG Global Equity Plan and is, unless otherwise indicated in the UMG ESPP, subject to the terms and conditions of the UMG Global Equity Plan.

In order to qualify as an “employee stock purchase plan” under the Internal Revenue Code of 1986, as amended and the regulations issued thereunder, the approval of the UMG ESPP by the General Meeting is required. If the General Meeting does not approve the UMG ESPP, the Board reserves the right to still implement an employee stock purchase plan, even if such employee stock purchase plan does not qualify as an “employee stock purchase plan” under the Internal Revenue Code of 1986, as amended and the regulations issued thereunder.

The principal features of the UMG ESPP are attached hereto as **annex 2**. These principal features are qualified in their entirety by reference to the full text of the UMG ESPP. The full text of the UMG ESPP has been published on the Company’s website: <https://investors.universalmusic.com/>.

**Item 10: Repurchase and cancellation of Shares**

This agenda item consists of two voting items.

- a. Authorization of the Board as the competent body to repurchase Shares (*voting item*)

It is proposed that the General Meeting authorizes the Board to cause the Company to acquire Shares. This authorization can be used for any and all purposes, and acquisitions may be made on the stock exchange and in any other manner.

The Company may acquire Shares under this authorization in an amount of up to and including 10% of the Company’s issued share capital as of the date of this annual General Meeting, provided that following the acquisition, the Company, together with its subsidiaries, does not hold more than 10% of the Company’s issued share capital.

The minimum price which the Company may pay for a Share will be an amount equal to the nominal value of such Share. The maximum price which the Company may pay for a Share will be an amount equal to 110% of the market price of the Shares.

The market price is understood to mean the average of the highest quoted price for a Share during the five trading days prior to the date of acquisition as published in the official price list of the exchange on which the Shares are listed.

In case of a self-tender offer or an accelerated repurchase program, the Board may decide that the market price is defined as the arithmetic average of the daily VWAP (volume-weighted average price) of the Shares on the exchange on which the Shares are listed over a period determined by the Board and of at least one trading day.

Any determination of prices at any exchange, as well as any foreign exchange rate, where applicable, will be based on the information as provided by sources selected by the Board.

This authorization will be valid for a period of 18 months as from the date of this annual General Meeting, and therefore up to and including November 13, 2027. If granted, this authorization will replace the current authorization of the Board to repurchase Shares, which was granted at the annual General Meeting held in 2025.

b. Cancellation of Shares (*voting item*)

It is proposed that the General Meeting cancels any or all Shares held or repurchased by the Company, including under the authorization referred to under agenda item 10.a, to the extent that such Shares are not used to cover obligations under any employee equity plans or otherwise. This cancellation may be executed in one or more tranches. The number of Shares (if any) that will be cancelled (whether or not in a tranche) will be determined by the Board but may in aggregate not exceed 10% of the Company's issued share capital as of the date of this annual General Meeting. Pursuant to the relevant statutory provisions, a cancellation may not be effectuated until two months after the resolution to cancel has been adopted and publicly announced (this will apply to each tranche). The purpose of the cancellation is to optimize the Company's capital structure.

If less than half of the Company's issued share capital is represented at this annual General Meeting, this proposal can only be adopted by a majority of at least two-thirds of the votes cast. If at least half of the Company's issued share capital is represented, a simple majority of the votes cast is sufficient to adopt this proposal.

**Item 11: Reappointment of the external auditor to issue an independent auditor's opinion on the 2026 and 2027 financial statements (*voting item*)**

At the annual General Meeting held in 2023, EY Accountants was appointed as the external auditor of the Company for the financial years 2023 up to and including 2025. In view of the positive working relation with EY Accountants and to provide for continuity in the processes of the external audit, the Non-Executive Directors, at the recommendation of the Audit Committee, propose that the General Meeting reappoints EY Accountants as the external auditor of the Company for the financial years 2026 and 2027.

**Annex 1**  
**Key terms of Mr. Vallejo's management services agreement**

Mr. Vallejo serves as the Deputy Chief Executive Officer, Corporate of UMG and is based at the Company's corporate headquarters in Hilversum, the Netherlands. He provides his services on the basis of a management services agreement (the **Services Agreement**). Mr. Vallejo's annual base salary is fixed at EUR 960,000. His annual bonus target is 50% of his annual base salary (i.e., a bonus target of EUR 480,000 per year). His annual maximum bonus potential is 100% of his annual base salary (i.e., a maximum bonus potential of EUR 960,000 per year). The Board determines the metrics for Mr. Vallejo's annual bonus at threshold, target and maximum each year. Additionally, Mr. Vallejo is entitled to the following benefits: a company car appropriate to his level, including payment of insurance, maintenance and fuel; reimbursement of the costs for renting a residence with a maximum of three bedrooms and payment of utilities; premium train travel costs from Hilversum, the Netherlands to Paris, France for Mr. Vallejo and his spouse; the costs of a tax consultant for preparation of his taxes; life and disability insurance coverage; and supplemental health insurance coverage for Mr. Vallejo and his family (or, alternatively, an allowance of EUR 300 per month). The Services Agreement does not contain any severance provisions. Instead, any severance would be determined in accordance with Dutch law, or as may be agreed upon by the Board.



## Annex 2

### Principal features of the Universal Music Group 2026 Global Employee Stock Purchase Plan

#### Purpose of the UMG ESPP

The purpose of the UMG ESPP is to provide eligible employees of the Company and its “Designated Subsidiaries” the right to acquire a share ownership interest in the Company through periodic payroll deductions at a discount, thereby strengthening the alignment of interests between employees and shareholders. The UMG ESPP is intended to qualify as an “employee stock purchase plan” under Section 423 of the Internal Revenue Code of 1986.

#### Administration

The UMG ESPP is administered by the committee designated by the Board (the **Committee**), pursuant to its administrative authority under the UMG Global Equity Plan. The Committee has the full authority to interpret the UMG ESPP, determine the terms of offerings, designate which subsidiaries may participate, and establish rules and regulations for its administration.

#### Shares subject to the UMG ESPP

Shares issued under the UMG ESPP will be drawn from the share pool that was approved by shareholders for the UMG Global Equity Plan at the annual General Meeting held in 2022. The total number of Shares available for issuance under the UMG ESPP is the maximum number of Shares that may be issued under the UMG Global Equity Plan, taking into account all other awards granted under the UMG Global Equity Plan. To the extent that the number of Shares that may be issued under the UMG ESPP is reduced by the issuance of other awards under the UMG Global Equity Plan, an equal number of Shares may be drawn from other authorized share pools. If any right granted under the UMG ESPP shall terminate without having been exercised, the Shares not purchased under such right shall again become available for issuance under the UMG ESPP. In the event of a change in capitalization, such as a merger, reorganization, or other corporate transaction, the Committee is authorized to make equitable adjustments to the number of Shares and the purchase price to prevent dilution or enlargement of benefits.

#### Eligibility

An employee of the Company or a Designated Subsidiary is eligible to participate in the UMG ESPP. However, no employee is eligible for the grant of any purchase rights under the UMG ESPP if, immediately after such grant, the employee would own Shares possessing 5% or more of the total combined voting power or value of all Shares or of all shares of any subsidiary of the Company. Unless otherwise determined by the Committee, a “Designated Subsidiary” is a 50% owned direct or indirect subsidiary of the Company, all or substantially all of the employees of which are citizens or residents of the United States (and also includes the Company). The Committee may also designate other subsidiaries as Designated Subsidiaries or determine that certain subsidiaries shall not be treated as Designated Subsidiaries.

The Committee may also exclude employees who have not met a service requirement (up to two years), work 20 hours or less per week, work less than five months per year or are highly compensated.

#### Offering Periods

The UMG ESPP is implemented through “Offering Periods”. Each Offering Period contains one or more purchase periods. The terms and conditions applicable to each Offering Period shall be set forth in an “Offering Document” adopted by the Committee. The Offering Document shall in any event specify:



UNIVERSAL MUSIC GROUP

- i. the length of the Offering Period, which period shall not exceed 27 months;
- ii. the length of the purchase period(s) within the Offering Period;
- iii. the maximum number of Shares that may be purchased by any eligible employee during such Offering Period, which, in the absence of a contrary designation by the Committee, shall be equal to USD 25,000 worth of Shares (determined based on the fair market value of the Shares on the first day of the Offering Period, i.e., the date the purchase rights are granted), rounded to the next lower number of whole Shares.

#### **Different Offering Terms; Non-U.S. Employees**

The Committee may establish different terms for different offerings. To facilitate participation for employees outside the United States, the Committee can approve supplements or alternative versions of the UMG ESPP to accommodate local laws and customs. If an offering's terms do not satisfy the requirements of Section 423 of the Internal Revenue Code, it will be treated as a separate, non-qualified plan.

#### **Payroll Deductions**

Participants contribute through payroll deductions of a whole percentage of their "Compensation" (base salary or wages). The designated percentage may not be less than 1% and may not be more than the maximum percentage specified by the Committee in the applicable Offering Document (which percentage shall be 10% in the absence of any such designation). A participant may decrease or suspend his/her contributions during an Offering Period, but may not increase them.

#### **Purchase Price**

Subject to adjustment by the Committee in the event of certain changes in Shares, including in the Company's capitalization, the purchase price per Share under the UMG ESPP will not be less than 85% of the lesser of (i) the fair market value of the Shares on the first day of the Offering Period, or (ii) the fair market value of the Shares on the purchase date (which date shall be a date as soon as practical after the last day of the purchase period). The purchase price per Shares is at least equal to the nominal value of the Shares (in Euro).

#### **Purchase of Shares**

On each purchase date, a participant's accumulated contributions for the applicable purchase period are automatically used to buy the maximum number of whole Shares possible at the purchase price. To the extent that the number of whole Shares that can be purchased by the balance in the participant's account exceeds the maximum number of Shares that can be purchased by the participant under the UMG ESPP, such balance shall be refunded to the participant without interest.

No fractional Shares are issued. Any cash in lieu of fractional Shares remaining after the purchase of whole Shares may either be refunded without interest or carried forward to the next Offering Period, unless the participant withdraws.

#### **Limitation on Purchase of Shares**

If, on any purchase date, the total number of Shares that participants would otherwise be entitled to purchase exceeds the number of Shares then available for issuance under the UMG ESPP, the Committee may determine that the available Shares will be allocated among participants on a pro-rata basis, in an equitable manner. Any payroll deductions that cannot be applied to purchase Shares as a result will be refunded in cash without interest.



UNIVERSAL MUSIC GROUP

The total number of Shares that can be purchased by any participant in an Offering Period may not exceed the number of Shares that has a total value of USD 25,000 based on the fair market value of the Shares on the first day of the Offering Period.

In addition, the rights of any participant under the UMG ESPP, together with any other rights granted to such participant under “employee stock purchase plans” of the Company or any subsidiary of the Company, shall not accrue at a rate that exceeds USD 25,000 of the fair market value of such Shares (determined as of the first day of the Offering Period during which such rights are granted) for each calendar year in which such rights are outstanding at any time. This limitation is required by Section 423(b)(8) of the Internal Revenue Code, and may only be modified for offerings to Designated Subsidiaries the employees of which are not primarily citizens or residents of the United States.

### **Transferability**

Rights granted under the UMG ESPP are not transferable other than by will or the laws of descent and distribution and are exercisable only by the participant during their lifetime.

### **Withdrawals**

A participant may withdraw from an offering at any time by giving written notice. Upon withdrawal, all of the participant’s accumulated contributions will be refunded without interest, and his/her right to purchase Shares for that Offering Period will terminate.

### **Termination of Employment; Leave of Absence**

If a participant ceases to be an eligible employee for any reason, he/she is considered to have withdrawn from the UMG ESPP, and his/her contribution is refunded. During an approved leave of absence, a participant may elect to continue participation by making direct cash payments.

### **Successor Plan**

In the event that the Company amends the UMG Global Equity Plan to extend its term and/or increase the number of Shares permitted to be issued, or adopts another plan permitting the issuance of Shares to employees (in either case, a **Successor Plan**), then, to the extent that the number of Shares issued pursuant to the UMG ESPP has not yet exceeded the maximum number of Shares, the Committee may provide for Shares issued pursuant to the Successor Plan to be issued to participants pursuant to the UMG ESPP. Such Successor Plan shall be considered the UMG Global Equity Plan for purposes of the UMG ESPP. However, in no event may the total number of Shares issued under the UMG ESPP, whether authorized under the UMG Global Equity Plan or a Successor Plan, exceed the maximum number of Shares as set out above under “Shares subject to the UMG ESPP”, unless the UMG ESPP is amended with the approval of the General Meeting.

### **Term, Amendment, and Termination**

The UMG ESPP will become effective upon the approval of the General Meeting and shall, in principle, continue in duration until May 12, 2032 (being the term of the UMG Global Equity Plan), except to the extent that the Committee provides for Shares to be issued pursuant to a Successor Plan. No rights may be granted under the UMG ESPP during any period of suspension of the UMG ESPP or after termination of the UMG ESPP.

The Board or the Committee may amend, suspend, or terminate the UMG ESPP at any time, provided, however, that approval of the General Meeting is required to amend the UMG ESPP to:



**UNIVERSAL MUSIC GROUP**

- i. increase the aggregate number, or change the type, of Shares that may be issued pursuant to rights under the UMG ESPP (other than adjustments in the event of certain changes in Shares, including changes in the Company's capitalization);
- ii. change the UMG ESPP in any manner that would be considered the adoption of a new UMG ESPP within the meaning of Treasury Regulation Section 1.423-2(c)(4); or
- iii. change the UMG ESPP in any manner that would cause the UMG ESPP to no longer be an "employee stock purchase plan" within the meaning of Section 423(b) of the Internal Revenue Code of 1986.