

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 Thursday, May 16, 2024, at 2:00 p.m. CEST at Capital C, Weesperplein 4B, 1018 XA 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 video webcast.

## **Agenda**

1. Opening

### **Financial year 2023**

2. Discussion of the annual report 2023 (*discussion item*)
3. Discussion of the implementation of the revised Dutch Corporate Governance Code (*discussion item*)
4. Advisory vote on the remuneration report 2023 (*(advisory) voting item*)
5. Adoption of the financial statements 2023 (*voting item*)
6. Dividend
  - a. Discussion of the dividend policy (*discussion item*)
  - b. Adoption of the dividend proposal (*voting item*)
7. Discharge
  - a. Discharge of the Executive Directors (*voting item*)
  - b. Discharge of the Non-Executive Directors (*voting item*)

### **Board composition and remuneration**

8. Re-appointment of Vincent Vallejo as Executive Director (*voting item*)
9. Non-Executive Directors
  - a. Re-appointment of Bill Ackman as Non-Executive Director (*voting item*)
  - b. Re-appointment of Cathia Lawson-Hall as Non-Executive Director (*voting item*)
  - c. Re-appointment of Cyrille Bolloré as Non-Executive Director (*voting item*)
  - d. Re-appointment of James Mitchell as Non-Executive Director (*voting item*)
  - e. Re-appointment of Manning Doherty as Non-Executive Director (*voting item*)
  - f. Re-appointment of Margaret Frerejean-Taittinger as Non-Executive Director (*voting item*)
  - g. Re-appointment of Nicole Avant as Non-Executive Director (*voting item*)
  - h. Appointment of Eric Sprunk as Non-Executive Director (*voting item*)
  - i. Appointment of Mandy Ginsberg as Non-Executive Director (*voting item*)

10. Non-Executive Director remuneration

- a. Adoption of the Non-Executive Directors' Remuneration Policy (*voting item*)
- b. Authorization to issue shares and grant rights to subscribe for shares to Non-Executive Directors under the Non-Executive Directors' Remuneration Policy (*voting item*)

**Repurchase and cancellation of shares**

11. Repurchase and cancellation of shares

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

**Other**

12. Any other business (*discussion item*)

13. Closing

## **Explanatory notes to the agenda**

### **Item 2: Discussion of the annual report 2023 (*discussion item*)**

A presentation on the performance of the Company during the financial year 2023, as outlined in the annual report 2023, will be given.

The annual report 2023 has been published on the Company's website: <https://investors.universalmusic.com/>.

### **Item 3: Discussion of the implementation of the revised Dutch Corporate Governance Code (*discussion item*)**

The implementation of the revised Dutch Corporate Governance Code, as published on December 20, 2022, will be discussed. For an account of the Company's compliance with the Dutch Corporate Governance Code, reference is made to the Corporate Governance section in the annual report 2023.

### **Item 4: Advisory vote on the remuneration report 2023 (*advisory voting item*)**

The remuneration report 2023, 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**) (the **Non-Executive Directors' Remuneration Policy**) 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 remuneration report 2023.

The remuneration report 2023 has been published as part of the annual report 2023 and has also been separately published on the Company's website: <https://investors.universalmusic.com/>.

### **Item 5: Adoption of the financial statements 2023 (*voting item*)**

Ernst & Young Accountants LLP has issued an unqualified auditor's opinion on the financial statements 2023, as included in the annual report 2023. It is proposed that the General Meeting adopts the financial statements 2023.

The financial statements 2023 have been published as part of the annual report 2023 on the Company's website: <https://investors.universalmusic.com/>.

### **Item 6: 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 annual report 2023, will be discussed.

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



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On October 27, 2023, the Company paid an interim dividend of EUR 0.24 per share in the Company. It is proposed that the General Meeting adopts a final dividend of EUR 0.27 per share. If adopted, this would bring the Company's total dividend for the financial year 2023 to EUR 0.51 per share, which proposal 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%.

If adopted, the shares will trade ex-dividend as from May 20, 2024, the dividend record date will be on May 21, 2024, and payment of the final dividend will take place on June 11, 2024.

#### **Item 7: 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 2023 from all liability for the performance of their duties in the financial year 2023.

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

It is proposed that the General Meeting discharges the current and former Non-Executive Directors who were in office during the financial year 2023 from all liability for the performance of their duties in the financial year 2023.

#### **Item 8: Re-appointment of Vincent Vallejo as Executive Director (*voting item*)**

Vincent Vallejo, 63, 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 re-appointment 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 2025. It is proposed that the General Meeting so re-appoints Mr. Vallejo.

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

## Item 9: Non-Executive Directors

It is proposed that the General Meeting re-appoints seven of the current Non-Executive Directors whose terms lapse at the end of this annual General Meeting and that the General Meeting appoints two new Non-Executive Directors.

This agenda item consists of nine voting items.

a. Re-appointment of Bill Ackman as Non-Executive Director (*voting item*)

William A. Ackman, 57, is an American citizen and the CEO of Pershing Square Capital Management, L.P., an investment firm he founded in 2003. Mr. Ackman is Chairman of Howard Hughes Holdings Inc. and Chairman and CEO of Pershing Square SPARC Holdings, Ltd., a special purpose acquisition rights company. He serves as a member of the Investor Advisory Committee on Financial Markets for the Federal Reserve Bank of New York, and as a member of the Board of Dean's Advisors of the Harvard Business School. He served as Chairman and CEO of Pershing Square Tontine Holdings, Ltd., a special purpose acquisition company, from July 2020 to July 2022. Mr. Ackman is co-trustee of the Pershing Square Foundation, a family foundation.

Mr. Ackman received an MBA from the Harvard Business School and a Bachelor of Arts *magna cum laude* from Harvard College.

Mr. Ackman is considered non-independent for purposes of the Dutch Corporate Governance Code, and is considered to own 186,811,111 shares in the Company<sup>1</sup>.

Mr. Ackman was first appointed as a Non-Executive Director at the annual General Meeting held in 2022 for a period of two years until the end of this annual General Meeting, and serves as a member of the Nomination Committee.

Due to his service on the Board to date, his management experience, his investment experience in public and private companies, 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 re-appointment of Mr. Ackman 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 2026. It is proposed that the General Meeting so re-appoints Mr. Ackman.

b. Re-appointment of Cathia Lawson-Hall as Non-Executive Director (*voting item*)

Cathia Lawson-Hall, 52, is a French citizen and has over 25 years of experience in the financial sector. She was Head of Coverage and Investment Banking for Africa at Société Générale, in charge of the overall relationship and strategic advisory with governments, large corporates and financial institutions in Africa. Previously, she served as Managing Director, Co-Head of Debt Capital Markets for corporates in France, Belgium and Luxembourg. Ms. Lawson-Hall is also a director on the boards of two public companies, Vivendi S.E. and Endeavour Mining Plc. She is also an independent director

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<sup>1</sup> Mr. Ackman is considered to own 186,811,111 shares in the Company by virtue of his control over Pershing Square Capital Management, L.P., the investment advisor to collective investment vehicles which in aggregate own 186,811,111 shares.



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of Agence Française de Développement (AFD) and sits on the board of directors of 'Amis du Centre Pompidou', the first patrons of the museum who contribute to the enrichment of the collections of the institution. Ms. Lawson-Hall was one of six recipients, alongside the Mayor of London, Sadiq Khan, of a Diversity Award in 2017 awarded by the think tank Club XXIe-Siècle in the 'career path' category. In 2015, Ms. Lawson-Hall was voted Manager of the Year at the sixth edition of La Tribune Women's Awards.

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

Ms. Lawson-Hall is considered non-independent for purposes of the Dutch Corporate Governance Code, and owns 2,356 shares in the Company.

Ms. Lawson-Hall was first appointed as a Non-Executive Director on September 20, 2021 for a period until the end of this annual General Meeting, and serves as a member of the audit committee of the Board (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 re-appointment 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 2026. It is proposed that the General Meeting so re-appoints Ms. Lawson-Hall.

c. Re-appointment of Cyrille Bolloré as Non-Executive Director (*voting item*)

Cyrille Bolloré, 38, is a French citizen and serves as the Chairman and Chief Executive Officer of Bolloré Group, a family-controlled holding company which is among the Company's largest investors and among the 500 largest companies in the world with focused investments in transportation and logistics, communication, electricity storage and solutions. At Bolloré Group, he additionally serves as Chairman of the Board of Directors of Bolloré Energy, Chairman of the Supervisory Board of Sofibol, Chairman of the Management Board of Compagnie du Cambodge, and Vice-Chairman of Compagnie de l'Odet, as a Director of Bolloré Participations SE, Financière V, Omnium Bolloré, Société Industrielle et Financière de l'Artois, Financière du Champ de Mars, SFA SA, Nord Sumatra Investissements, and Plantations des Terres Rouges, as a permanent representative on the Board of Financière Moncey, and as a member of the Supervisory Board of JCDecaux Bolloré Holding. In addition, Mr. Bolloré serves as a director on the boards of several prominent companies, including on the Supervisory Board of Vivendi S.E., and also serves on the Board of Socfinasia and Socfin, and as a permanent representative on the Board of Socfinaf.

Mr. Bolloré is a graduate of Paris Dauphine University, and holds a Master's degree in Economics and Management, with a major in Finance.

Mr. Bolloré is considered non-independent for purposes of the Dutch Corporate Governance Code, and owns 24,000 shares in the Company.

Mr. Bolloré was first appointed as a Non-Executive Director at the annual General Meeting held in 2022 for a period of two years until the end of this annual General Meeting, and serves as a member of the remuneration committee of the Board (the **Remuneration Committee**).

Due to his service on the Board to date, his detailed knowledge about the Company's business, his management experience, 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 re-appointment of Mr. Bolloré 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 2026. It is proposed that the General Meeting so re-appoints Mr. Bolloré.

d. Re-appointment of James Mitchell as Non-Executive Director (*voting item*)

James Mitchell, 50, is a Hong Kong citizen and a Senior Executive Vice President and Chief Strategy Officer of Tencent Holdings Ltd., where he has worked since July 2011. Mr. Mitchell has also served as Chairman and Non-Executive Director of the Board of China Literature Ltd. since June 2017. He is also a director of certain other public companies, including Frontier Developments Plc. and Tencent Music Entertainment Group, and of various unlisted companies. Prior to joining Tencent, Mr. Mitchell was a Managing Director at Goldman Sachs.

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 in the Company.

Mr. Mitchell was first appointed as a Non-Executive Director on September 20, 2021 for a period until the end of this annual General Meeting, and 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 re-appointment 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 2026. It is proposed that the General Meeting so re-appoints Mr. Mitchell.

e. Re-appointment of Manning Doherty as Non-Executive Director (*voting item*)

Manning Doherty, 51, is a Canadian citizen and a Managing Director of GIC Pte Ltd., a Singaporean sovereign wealth fund. He is the Head of the Infrastructure Group (North America), investing across the capital structure in infrastructure and related industries. Mr. Doherty's career spans senior roles in equity research, private equity and special situation investing in Asia and the U.S. Prior to GIC, he served as a Managing Director of Mount Kellett Capital and as a Managing Director of Oaktree Capital Management. As an active investor, Mr. Doherty assists companies with strategic reviews to develop adjacent business lines, improve KPI monitoring and decision making, and supplement the evaluation of strategic M&A and corporate finance actions.

Mr. Doherty holds an MBA from The Wharton School and a Master's degree in International Studies from the Lauder Institute at the University of Pennsylvania. He also holds a Bachelor of Arts degree from Queen's University in Kingston, Ontario.



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Mr. Doherty is considered non-independent for purposes of the Dutch Corporate Governance Code, and does not own any shares in the Company.

Mr. Doherty was first appointed as a Non-Executive Director on September 20, 2021 for a period until the end of this annual General Meeting, and serves a member of the Nomination Committee.

Due to his service on the Board to date, and his financial expertise, the Board, at the recommendation of the Nomination Committee, has made a non-binding nomination for the re-appointment of Mr. Doherty 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 2026. It is proposed that the General Meeting so re-appoints Mr. Doherty.

f. Re-appointment of Margaret Frerejean-Taittinger as Non-Executive Director (*voting item*)

Margaret Frerejean-Taittinger, 38, is a French citizen and the co-founder of French Bloom, a company that specializes in organic alcohol-free sparkling wines. 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 30 markets. Previously, she 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-sector challenges to sustainable development with a focus on education and micro-finance in East Africa.

Ms. Frerejean-Taittinger holds a Master's degree in Development Practice from l'Institut d'Etudes 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 does not own any shares in the Company.

Ms. Frerejean-Taittinger was first appointed as a Non-Executive Director on September 20, 2021 for a period until the end of this annual General Meeting, and serves as the Chairman of the Nomination Committee and as a member of 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 re-appointment 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 2026. It is proposed that the General Meeting so re-appoints Ms. Frerejean-Taittinger.

g. Re-appointment of Nicole Avant as Non-Executive Director (*voting item*)

Nicole Avant, 56, is an American citizen and the best-selling author of *Think You'll Be Happy – Moving Through Grief with Grit, Grace and Gratitude*. 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





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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 the critically acclaimed and award-winning films *The Black Godfather* and *Trees of Peace*. Ambassador Avant also serves on the Board of Soho House & Co, Inc. Throughout her career, Ambassador Avant has also pursued an array of business and philanthropic ventures.

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 does not own any shares in the Company.

Ambassador Avant was first appointed as a Non-Executive Director at the annual General Meeting held in 2022 for a period of two years until the end of this annual General Meeting, and serves as a member of the Nomination Committee.

Due to her service on the Board to date, her international diplomatic work, her deep commercial insight and knowledge of the media and entertainment industries, and her experience serving on the board of another public company, the Board, at the recommendation of the Nomination Committee, has made a non-binding nomination for the re-appointment 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 2026. It is proposed that the General Meeting so re-appoints Ambassador Avant.

h. Appointment of Eric Sprunk as Non-Executive Director (*voting item*)

Eric Sprunk, 60, is an American citizen and 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 and oversaw its robust and innovative global supply chain. He currently serves as a member of the Board of Directors of General Mills, Bombardier and Nordstrom.

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 does not own any shares in the Company.

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



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nomination for the appointment 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 2026. It is proposed that the General Meeting so appoints Mr. Sprunk.

i. Appointment of Mandy Ginsberg as Non-Executive Director (*voting item*)

Mandy Ginsberg, 54, 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 served as CEO of Match Group from 2016 to 2020, where she led a portfolio of industry leading digital dating platforms including Tinder, Match.com, OkCupid, and Hinge, totaling over 45 global dating companies. 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. Post the company's IPO in 2015, she oversaw a period of tremendous subscriber and revenue growth that saw the company's revenues grow from USD 800 million to USD 1.7 billion and share price from USD 11 to nearly USD 70. 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 2013-2015. She currently serves on the Board of Directors at 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 in English and Spanish Literature from the University of California, Berkeley.

Ms. Ginsberg is considered independent for purposes of the Dutch Corporate Governance Code, and does not own any shares in the Company.

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 appointment 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 2026. It is proposed that the General Meeting so appoints Ms. Ginsberg.

**Item 10: Non-Executive Director remuneration**

This agenda item consists of two voting items.

a. Adoption of the Non-Executive Directors' Remuneration Policy (*voting item*)

It is proposed that the General Meeting adopts a revised Non-Executive Directors' Remuneration Policy, allowing Non-Executive Directors to receive part of their annual remuneration in the form of restricted share units.

In 2024, the Remuneration Committee conducted a comprehensive review of the remuneration structure for the Non-Executive Directors and the Non-Executive Directors' Remuneration Policy as in effect since September 2021. With the assistance of a compensation consultant, the Remuneration Committee evaluated the market competitiveness of the remuneration program for the Non-Executive Directors using two reference groups: a sector peer group comprising leading media and



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entertainment companies of similar scale (predominantly U.S. companies) attached hereto as **annex 2**, and a Dutch peer group consisting of large Dutch companies across various industries. While the remuneration for the Non-Executive Directors ranks at the higher end compared to the Dutch peer group, it falls significantly below the sector peer group. This disparity is largely due to the current absence of equity remuneration for the Non-Executive Directors, which constitutes a significant portion of pay among sector market peers. In order to align the remuneration of the Non-Executive Directors more closely with sector market peers and to enhance the Company's ability to attract, motivate and retain highly qualified individuals, the Board, at the recommendation of the Remuneration Committee, proposes to increase the Non-Executive Directors' remuneration by annually granting a fixed EUR amount of restricted share units.

Each annual grant of restricted share units shall be subject to the terms and conditions set forth in the Non-Executive Directors' Remuneration Policy. Additionally, in order to ensure alignment between the interests of the Non-Executive Directors and the Company's sustainable long-term value creation, the Board may impose share ownership guidelines for the Non-Executive Directors, whereby the Non-Executive Directors may in principle not dispose of their shares in the Company until they meet these share ownership guidelines. Vesting of the restricted share units shall not be dependent on the Company's financial results or the attainment of performance conditions. Other than the revisions described above, no material changes are proposed to the Non-Executive Directors' Remuneration Policy.

A draft of the proposed Non-Executive Directors' Remuneration Policy has been published on the Company's website: <https://investors.universalmusic.com/>. If adopted, the revised Non-Executive Directors' Remuneration Policy will be effective as of the date of this annual General Meeting and the Non-Executive Directors will be eligible to receive restricted share units as of that same date.

- b. Authorization to issue shares and grant rights to subscribe for shares to Non-Executive Directors under the Non-Executive Directors' Remuneration Policy (*voting item*)

It is proposed to authorize the Board to issue shares and grant rights to subscribe for shares in the Company from the same share pool of maximum 5% of the Company's issued share capital as at May 12, 2022 and for the same five-year period calculated as from May 12, 2022, as set out in the share issuance authorization granted at the annual General Meeting held in 2022 under item 8(a) of the agenda for that annual General Meeting and, to the extent necessary, exclude the statutory pre-emptive rights with regard to such (rights to subscribe for) shares, in order to give effect to the granting of a fixed EUR amount of restricted share units to the Non-Executive Directors under the Non-Executive Directors' Remuneration Policy as set out under agenda item 10.a above.

#### **Item 11: Repurchase and cancellation of shares**

This agenda item consists of two voting items.

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

It is proposed to authorize the Board to cause the Company to acquire shares in the Company. The authorization can be used for any and all purposes, and acquisitions may be made on the exchange and in any other manner.



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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 at 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 each share will be an amount equal to the nominal value of such share. The maximum price which the Company may pay for each 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 each share during the five trading days prior to the date of acquisition as published in the Daily Official List (*Officiële Prijscourant*) of Euronext Amsterdam.

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 Euronext Amsterdam 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 of the date of this annual General Meeting, and therefore through November 16, 2025. 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 2023.

b. Cancellation of shares (*voting item*)

It is proposed to the General Meeting to cancel any or all shares in Company held or repurchased by the Company, including under the authorization referred to under agenda item 11.a. This cancellation may be executed in one or more tranches. The number of shares 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 at 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.

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

Vincent 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 bonus target (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**  
**Sector peer group**

The sector peer group is comprised of (predominantly U.S.-based) leading media and entertainment companies of similar scale:

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