

## MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF UNIVERSAL MUSIC GROUP N.V.

Minutes of the annual general meeting of shareholders (the **General Meeting**) of Universal Music Group N.V. (the **Company** or **UMG**) held on Wednesday, May 14, 2025, at 2:00 p.m. CEST at Felix Meritis, Keizersgracht 324, 1016 EZ Amsterdam, the Netherlands.

The General Meeting was chaired by Ms. Sherry Lansing, Chairman of the Board of Directors of the Company (the **Board**) (the **Chairman**).

### 1. Opening

The Chairman opened the General Meeting and welcomed all attendees. She explained that, with the exception of Mr. James Mitchell, one of the Non-Executive Directors, all Executive and Non-Executive Directors, including Sir Lucian Grainge, the Chairman and Chief Executive Officer, were present, ten of them in person and three of them via Zoom. The Chairman further explained that certain members of the Company's corporate executive team were also present in person, including Mr. Boyd Muir, Chief Operating Officer and Chief Financial Officer, and Mr. Jeffrey Harleston, EVP, General Counsel and Company Secretary, who would also act as secretary of the General Meeting. Also present in person were Mr. Dirk-Jan Smit, civil law notary at Freshfields in Amsterdam, as well as Mr. Frank Blenderman, audit partner at EY Accountants (**EY**), who would discuss the auditor's report and the work carried out by EY, including its limited assurance report. For him to be able to do so, the Chairman confirmed that (i) the Company had cancelled the obligation of EY to observe confidentiality for purposes of the General Meeting, (ii) EY is required to correct any materially incorrect statements and/or announcements in relation to the 2024 financial statements, the sustainability statement, its auditor's report or its limited assurance report during the General Meeting and/or before the draft minutes are published on the Company's website, and (iii) EY will only discuss the audit process and procedures in relation to the 2024 financial statements and the limited assurance procedures in relation to the sustainability statement.

The Chairman explained that the General Meeting was convened by means of the publication of a convocation notice on the Company's website on March 27, 2025. She explained that only shareholders attending the General Meeting in person were able to exercise their voting rights in real time and ask live questions. Other shareholders had been given the opportunity to exercise their voting rights by proxy and submit questions in advance of the General Meeting. However, no such questions were received.

The Chairman then handed over to Mr. Harleston, who confirmed that at the record date, being April 16, 2025, the Company had an issued share capital of 1,833,728,512 shares and that of those shares 1,833,514,277 shares carried voting rights. He further confirmed that 1,603,759,256 shares were represented at the General Meeting, either in person or by proxy, which meant that approximately 87.47% of the Company's issued share capital was represented at the General Meeting and that all voting items could be adopted or approved with a simple majority of the votes cast.

After addressing certain further administrative matters, the Chairman moved on to agenda item 2 and gave the floor to Sir Lucian and Mr. Muir.

## **2. Discussion of the annual report 2024**

Sir Lucian started by noting that in 2024, UMG's financial results had been positive, following which he highlighted some of UMG's artist and songwriter chart successes during 2024, as well as the formation of UMG's Global Impact team.

Sir Lucian continued with Streaming 2.0, UMG's strategy – announced in September 2024 – to promote further growth in streaming and subscription, and noted that since the announcement, UMG had already reached new agreements with Amazon and Spotify, which incorporate key Streaming 2.0 principles, such as the introduction of new paid subscription tiers and the bundling of music and non-music content. At the same time, these agreements also renew the two DSPs' commitment to artist-centric principles, aimed at ensuring that artists will continue to be properly rewarded for the share of audience that they drive and at protecting the music of artists through fraud detection and other measures.

Sir Lucian then turned to the topic of UMG's expansion strategy – focused on accelerating UMG's presence in certain high-potential markets – highlighting recent agreements in China, India, Thailand and Nigeria, and explaining that UMG will continue to take a three-pronged approach to such expansion (i) by partnering with local labels, (ii) by leveraging local A&R and artist development at UMG labels, and (iii) through disciplined and strategic M&A.

He then handed over to Mr. Muir for further details on the financials.

Mr. Muir explained that in 2024, total revenue grew 7.6% in constant currency, adjusted EBITDA grew 13.8% in constant currency, adjusted EBITDA margin expanded 1.2 percentage points to 22.5%, and adjusted diluted EPS increased to EUR 0.96, up from EUR 0.88 in 2023. With respect to the organizational redesign, he explained that as part of the first phase thereof, the expected EUR 75 million in cost savings for 2024 had been achieved and another EUR 50 million is expected to be achieved in 2025, while the second phase of the organizational redesign is expected to deliver a further EUR 125 million in cost savings.

With respect to Recorded Music, he explained that in 2024, revenue grew 6.4% in constant currency, adjusted EBITDA grew 12.9% in constant currency, and adjusted EBITDA margin expanded 1.5 percentage points, driven by revenue growth, operating leverage and cost savings from the organizational redesign. Excluding certain one-time items in 2023 and 2024, revenue grew 6.0% in constant currency, adjusted EBITDA grew 10.7% in constant currency, and adjusted EBITDA margin expanded 1.0 percentage point. Mr. Muir then explained that the revenue growth was strong in all geographies around the world, with the strongest growth in Latin America. In terms of format, subscription revenue grew 9.1% in constant currency, as a result of the growth in global subscribers and the benefit of price increases, streaming revenue was flat, in part due to the shift in consumption from better-monetized video content to short-form content, physical revenue grew 1.1% in constant currency, despite a difficult comparison, and license and other revenue grew 13.5% in constant currency – or 10.8% in constant currency when excluding a certain one-time item in 2024.

With respect to Music Publishing, Mr. Muir explained that in 2024, revenue grew 9.0% in constant currency, adjusted EBITDA grew 9.2% in constant currency, and adjusted EBITDA margin was flat at 24.0%, due to the continued growth in subscription and streaming revenue and improvements in performance

revenue. Excluding certain one-time items in 2023 and 2024, revenue grew 11.7% in constant currency, adjusted EBITDA grew 11.5% in constant currency, and adjusted EBITDA margin was flat at 24.1%.

With respect to Merchandising, Mr. Muir explained that in 2024, revenue grew 19.3% in constant currency, driven by strong growth in DTC and touring merchandise sales, adjusted EBITDA declined 6.5% in constant currency, and adjusted EBITDA margin declined by 1.6 percentage points, due to higher manufacturing and distribution costs as well as growth in lower-margin touring merchandise sales.

Mr. Muir explained that in 2024, net profit amounted to EUR 2,086 million, compared to EUR 1,259 million in 2023, resulting in a basic EPS of EUR 1.14, compared to EUR 0.69 in 2023. The increase in net profit included an increase of EUR 1,163 million in the valuation of investments in listed companies, compared to an increase of EUR 425 million in 2023. Adjusted net profit, which adjusts for the revaluation of investments in listed companies, among other items, amounted to EUR 1,782 million in 2024, compared to EUR 1,626 million in 2023, resulting in adjusted diluted EPS of EUR 0.96, compared to EUR 0.88 in 2023. He then explained that UMG is proposing to pay a total dividend of EUR 0.52 per share over 2024.

Mr. Muir continued that in 2024, net cash provided by operating activities before income taxes paid declined to EUR 2,104 million, from EUR 2,278 million in 2023, due to increases in restructuring charges, royalty advance payments, net of recoupments, and cash used to cover employee withholding taxes, which taxes were settled in cash to reduce the dilutive impact of the equity grants. As a result, free cash flow before investing activities also declined to EUR 1,574 million in 2024, from EUR 1,704 million in 2023. Notwithstanding the decline, UMG's cash flow generation allowed it to continue its long-term strategic investment into the business, which in 2024 amounted to just over EUR 1 billion and included both catalogue and other investments, including investments in Mavin, Complex/NTWRK, Chord and [PIAS]. As a result of these investments, UMG's free cash flow declined to EUR 523 million in 2024, from EUR 1,082 million in 2023.

With respect to the balance sheet, Mr. Muir noted that at the end of 2024, net debt was EUR 2,098 million, which had resulted in a net leverage ratio of less than 1x adjusted EBITDA. After briefly touching on UMG's capital allocation priorities, which include investing into the business through the signing and developing of artists around the world and, where appropriate, through strategic M&A, and returning capital to shareholders by paying a meaningful dividend, he reiterated the mid-term guidance previously given at the Capital Markets Day.

Mr. Muir ended his presentation with a brief update on the first quarter of 2025, noting that total revenue grew 9.5% in constant currency, adjusted EBITDA grew 10.0% in constant currency, and adjusted EBITDA margin was flat at 22.8%.

He then handed back to the Chairman, who consequently invited questions from shareholders.

Mr. David Tomic, a representative of the Dutch Association of Investors (*Vereniging van Effectenbezitters*) (the **VEB**), noted that in the last few quarters, streaming revenue had declined or stayed relatively flat and wondered if UMG anticipates returning growth in this format, and what the triggers for such growth might be. Further, with respect to Streaming 2.0 and the various initiatives that form part thereof, Mr. Tomic wanted to know what progress has been made in implementing such initiatives, and how the introduction

of new pricing models and tiers will improve the ARPU without at the same time dampening subscriber volumes.

In response to the questions regarding streaming, Mr. Michael Nash, EVP, Chief Digital Officer, confirmed that there are currently challenges with respect to the monetization of short-form content, and explained that the mechanisms for that monetization need to be further developed by the platforms in the (near) future. In addition, there are also still uncertainties in the current macro-economic environment that are impacting the outlook for the advertising sector and serve to further reinforce a cautious outlook for this format in 2025. He then pointed out that in 2024, there were a number of developments that had impacted streaming revenue, which will likely ease the year-over-year comparison in 2025. He reminded the meeting of UMG's dispute with TikTok, as a result of which UMG came off the platform and lost three months of revenue in the first half of 2024, and of Meta's decision to discontinue its offering of premium music videos to focus on short-form content.

In response to the questions regarding Streaming 2.0, Mr. Nash explained that music subscription is underpriced relative to its value. According to research, the average U.S. household subscription spend on music is ~USD 15 per month, while that same spend on SVOD is ~USD 60, whereas the time of engagement is roughly the same. Therefore, UMG believes there are opportunities to optimize the monetization of the music subscriber over time, including by further price increases and creating differentiated tiers to better segment the value being offered in each tier, and the previously mentioned new agreements with Amazon and Spotify already include such principles. With respect to the risk of dampening subscriber volumes, Mr. Nash emphasized that none of the price increases implemented by the platforms to date have resulted in churn, implying there is room for further price increases. He also noted that UMG consumer research shows that over 20% of the current music subscribers is a target for adoption of a higher price tier at perhaps twice the current price point.

Mr. Tomic then asked if UMG could comment on the proposed Downtown acquisition, which according to the press, will be reviewed by the European Commission, and on the position that the proposed Downtown acquisition could impede competition.

In response, Mr. Harleston confirmed that the proposed Downtown acquisition is presently being reviewed by the European Commission and that UMG is hopeful that the review will be concluded in its favor, but also explained that he could not comment further at this time.

Mr. Tomic further wondered if UMG could explain how its expansion strategy is expected to contribute to revenue growth and what hurdles it foresees in the high-potential markets.

In response, Mr. Muir explained that about half of the multi-year subscription revenue CAGR of 8-10% – as guided at the Capital Markets Day – is expected to be driven by subscriber growth and about half by ARPU improvement. He further explained that looking at the former half, UMG sees an acceleration of subscriber growth in the high-potential markets, and as the behavior in those markets is changing and people are increasingly willing to pay a monthly fee to be able to consume music, it is important for UMG to position itself in those markets in the same way it is positioned in the more evolved markets. UMG aims to achieve that through a combination of organic growth and strategic M&A, as already alluded to by Sir Lucian.

As no further questions were raised, the Chairman moved on to agenda item 3.

### **3. Advisory vote on the remuneration report 2024**

For this agenda item, the Chairman handed over to Ms. Mandy Ginsberg, Chairman of the Remuneration Committee. Ms. Ginsberg explained that the 2024 remuneration report was prepared in line with the legal disclosure requirements contained in those provisions of the Dutch Civil Code that implement the Shareholders' Rights Directive and in the Dutch Corporate Governance Code (the **Code**). She further explained that in the 2025 remuneration report, the Company will explain how the advisory vote of the shareholders at the General Meeting has been considered. She then handed back to the Chairman, who consequently invited questions from shareholders.

Mr. Tomic noted that two new metrics had been added to the STI plan, an adjusted EPS growth metric and a strategic objectives metric, which former metric had been added at the request of shareholders, according to the 2024 remuneration report, and wanted to know what (percentage of) shareholders the Company had engaged with.

By way of background, Ms. Ginsberg explained that in the past few years, the advisory voting results on the Company's remuneration report had notably improved. At the annual general meeting held in 2023, ~58% of the votes cast were in favor, while at the annual general meeting held in 2024, ~70% of the votes cast were in favor, and this year, for the first time, Glass Lewis had recommended shareholders to vote in favor of the 2024 remuneration report.

With respect to the STI plan, she explained that an EPS metric is a fairly common metric and important for assessing shareholder return, similar to a TSR metric, which the Company uses in its LTI plan. She continued that, just like the vast majority of companies in UMG's peer group, the Company now also uses a strategic objectives metric to motivate the Executive Directors, not only with respect to the financial performance but also with respect to the strategic initiatives. With respect to shareholder engagement, Ms. Ginsberg clarified that the Company's IR team spends a lot of time talking to shareholders, including minority shareholders, to understand their perspectives and gather their feedback, and that, as part thereof, the absence of an EPS metric came up several times.

In response to a follow-up question from Mr. Tomic about the assessment that the Board made to determine the payout percentage for the strategic objectives metric, Ms. Ginsberg explained that the Board assessed the Executive Directors' contributions to the Company's accomplishments in a number of strategic areas, including the advancement of artist-centric principles and laying the foundation for Streaming 2.0, and came to the conclusion that they have done a lot to further the Company's strategic initiatives and to set the Company up for success, as also evidenced by the previously mentioned new DSP agreements.

As no further questions were raised, the Chairman proceeded with the advisory vote on the 2024 remuneration report and, with 1,135,529,177 votes in favor, 422,226,067 votes against, and 45,968,348 abstentions, established that the 2024 remuneration report had received a positive recommendation.

Before moving to agenda item 4, Mr. Tomic wanted to state the reasons for the VEB's vote against the 2024 remuneration report. Firstly, the VEB considers that the Chairman and CEO's total remuneration for 2024 is too high. Secondly, the VEB is not in favor of an LTI grant, half of which is in the form of RSUs, which are not subject to the achievement of any performance goals. And thirdly, the VEB cannot support that (part of) the PSUs can vest for performance below the median (as is the case with the TSR metric).

#### **4. Adoption of the financial statements 2024**

The Chairman explained that the 2024 financial statements were prepared in accordance with the International Financial Reporting Standards, as adopted by the European Union, and the applicable provisions of the Dutch Civil Code and that EY had issued an unqualified auditor's opinion on the 2024 financial statements. She then handed over to Mr. Blenderman of EY.

With respect to the audit, Mr. Blenderman explained that EY had audited the consolidated and Company 2024 financial statements and had examined whether the contents of the 2024 Board report, remuneration report and Non-Executive Directors' report met all applicable legal requirements, were consistent with the 2024 financial statements and did not contain any material misstatements. He further explained that for the audit, EY had made use of an experienced audit team with relevant sector knowledge and specialists in the areas of IT, forensics, sustainability, share-based payments, income tax and employee benefits.

Mr. Blenderman then discussed various parts of the auditor's report, including the materiality threshold, which had been set at EUR 90 million, and explained that any identified misstatements amounting to EUR 4.5 million or more had been reported on. He confirmed that EY had issued an unqualified auditor's opinion on the consolidated and Company 2024 financial statements based on a going concern assumption and had provided limited assurance on the sustainability statement.

Mr. Blenderman then moved on to fraud and non-compliance with laws and regulations and explained that EY had assessed the material impacts of related risks on the 2024 financial statements and had performed their audit procedures in this area with the expert help of its forensic accountancy team.

He continued that three key audit matters had been identified, i.e., revenue recognition of streaming and subscription, the valuation of royalty advances to artists and repertoire owners and the valuation of catalogues, which matters had received significant attention during the audit procedures.

With respect to the sustainability statement, Mr. Blenderman explained that EY had performed a limited assurance engagement and confirmed that nothing had come to its attention that caused EY to believe that the sustainability statement was not, in all material respects, (i) prepared in accordance with the ESRS, (ii) compliant with the double materiality assessment process as carried out by the Company, or (iii) compliant with the reporting requirements provided for in the Taxonomy Regulation. He then continued that EY had placed emphasis on two matters, on the most significant uncertainties affecting the quantitative metrics and monetary amounts and on the double materiality assessment process, and clarified that climate-related risks were not deemed to have a material impact on the valuation of the Company's assets and liabilities, neither by UMG nor by EY.

Mr. Blenderman finished his remarks by confirming that EY regularly engaged with, and reported to, management, the Audit Committee and the Board, and that for 2025, there will most likely not be any significant adjustments in EY's audit approach. He then handed back to the Chairman, who consequently invited questions from shareholders.

As catalogue spending increased in 2024, Mr. Tomic wanted to know more about UMG's strategy and target rate of return for catalogue acquisitions.

In response, Mr. Muir clarified that the increased catalogue spending in 2024 included EUR 73 million from a 2023 catalogue acquisition for which the cash had been previously paid into escrow. He further clarified that it is not UMG's strategy to grow on the back of, but to take an opportunistic approach with respect to, catalogue acquisitions. When it comes to catalogue acquisitions, UMG remains incredibly selective, the primary reason being that most of the catalogues just do not fit its standards. He continued that in 2024, UMG announced that it had acquired a ~25% interest in Chord, an investment entity, providing UMG with an efficient vehicle for future catalogue acquisitions, without significant capital allocation through a combination of leverage and partner equity capital. As for UMG's target rate of return, Mr. Muir explained that it will always be higher than the cost of capital, but acknowledged that catalogue acquisitions typically come with a lower rate of return than its other investments, such as in the DTC business or high-potential markets.

As no further questions were raised, the Chairman proceeded with the vote on the adoption of the 2024 financial statements and, with 1,598,364,724 votes in favor, 251,001 votes against, and 5,143,530 abstentions, established that the 2024 financial statements had been adopted. She then moved on to agenda item 5a.

## **5. Dividend**

### **a. Discussion of the dividend policy**

The Chairman explained that, in accordance with the dividend policy, the Company intends to pay a dividend to all shareholders on a *pro rata* basis in two semi-annual installments in the aggregate amount of no less than 50% of the Company's net profits, subject to certain non-cash items and applicable law. The Chairman then invited questions from shareholders.

As no questions were raised, the Chairman moved on to agenda item 5b.

### **b. Adoption of the dividend proposal**

The Chairman explained that in October 2024, the Company paid an interim dividend of EUR 0.24 per share and that it was now proposed that a final dividend of EUR 0.28 per share was adopted. If adopted, this would bring the Company's total dividend for the financial year 2024 to EUR 0.52 per share. She confirmed that, if adopted, the shares would trade ex-dividend as from May 21, 2025, the dividend record date would be on May 22, 2025, and payment of the final dividend would take place on June 13, 2025. The Chairman then invited questions from shareholders.

As no questions were raised, the Chairman proceeded with the vote on the adoption of the dividend proposal and, with 1,603,669,696 votes in favor, 50,220 votes against, and 39,339 abstentions, established that the dividend proposal was adopted. She then moved on to agenda item 6a.

**6. Discharge**

**a. Discharge of the Executive Directors**

The Chairman explained that it was proposed to discharge the Executive Directors who were in office during the financial year 2024 from all liability for the performance of their duties in the financial year 2024. The Chairman then invited questions from shareholders.

As no questions were raised, the Chairman proceeded with the vote on the discharge of the Executive Directors and, with 1,546,309,171 votes in favor, 15,325,539 votes against, and 42,124,545 abstentions, established that the Executive Directors who were in office during the financial year 2024 had been discharged from all liability. She then moved on to agenda item 6b.

**b. Discharge of the Non-Executive Directors**

The Chairman explained that it was proposed to discharge the former and current Non-Executive Directors who were in office during the financial year 2024 from all liability for the performance of their duties in the financial year 2024. The Chairman then invited questions from shareholders.

Mr. Tomic wanted to know what the Company considers its specific task with respect to the 2024 remuneration report now that it seemed as though the majority of the free float shareholders had voted against the agenda item.

In response, Ms. Ginsberg reiterated the previously mentioned progress that has been made over the years, while at the same time confirming that the Company will continue to listen to and address shareholders' feedback. She further noted that while it is important for the Company to comply with and consider the Dutch standards, it is also important for the Company to set standards in alignment with its peers, (predominantly) U.S. leading media and entertainment companies of similar scale.

Mr. Tomic responded that he thinks there is still room for improved disclosure in the Company's remuneration report. He continued that he had taken note of the press release that was issued earlier on the day about Mr. Bill Ackman's decision to resign from the Board, and wanted to know about the Company's progress on the U.S. listing.

In response to the comment about his resignation, Mr. Ackman confirmed that his stepping down from the Board, which will become effective at the end of the General Meeting, was due to him taking on new executive and board obligations arising from recent investments.

With respect to the question about the U.S. listing, Mr. Harleston confirmed that the legal advisors of the Company had advised not to comment publicly on the current status thereof.

As no further questions were raised, the Chairman proceeded with the vote on the discharge of the Non-Executive Directors and, with 1,546,875,351 votes in favor, 16,852,621 votes against, and 40,031,283



abstentions, established that the former and current Non-Executive Directors who were in office during the financial year 2024 had been discharged from all liability. She then moved on to agenda item 7.

#### **7. Re-appointment of Vincent Vallejo as Executive Director**

The Chairman explained that, at the recommendation of the Nomination Committee, the Board had made a non-binding nomination for the re-appointment of Mr. Vincent Vallejo as an Executive Director for a period of one year until the end of the annual general meeting to be held in 2026. She continued that Mr. Vallejo was first appointed as an Executive Director in February 2021 and that he serves as the Deputy Chief Executive Officer, Corporate. The Chairman then invited questions from shareholders.

As no questions were raised, the Chairman proceeded with the vote on the re-appointment of Mr. Vallejo as an Executive Director and, with 1,590,803,434 votes in favor, 12,848,288 votes against, and 107,533 abstentions, established that Mr. Vallejo had been re-appointed as an Executive Director. She then moved on to agenda item 8a.

#### **8. Non-Executive Directors**

The Chairman explained that, at the recommendation of the Nomination Committee, the Board had made non-binding nominations for the re-appointment of three Non-Executive Directors, each for a period of two years until the end of the annual general meeting to be held in 2027. She then handed over to Ms. Margaret Frerejean-Taittinger, the Chairman of the Nomination Committee, as the first re-appointment concerned her own re-appointment.

##### **a. Re-appointment of Sherry Lansing as Non-Executive Director**

Ms. Frerejean-Taittinger explained that Ms. Lansing was first appointed as a Non-Executive Director at the annual general meeting held in 2022, that she serves as the Chairman of the Board and as a member of the Remuneration Committee and Nomination Committee and that the Board considers her independent for purposes of the Code. Ms. Frerejean-Taittinger then invited questions from shareholders.

As no questions were raised, Ms. Frerejean-Taittinger proceeded with the vote on the re-appointment of Ms. Lansing as a Non-Executive Director and, with 1,404,818,711 votes in favor, 198,768,024 votes against, and 172,520 abstentions, established that Ms. Lansing had been re-appointed as a Non-Executive Director. She then handed back to the Chairman, who consequently moved on to agenda item 8b.

##### **b. Re-appointment of Haim Saban as Non-Executive Director**

The Chairman explained that Mr. Haim Saban was first appointed as a Non-Executive Director at the annual general meeting in 2023 and that the Board considers him independent for purposes of the Code. The Chairman then invited questions from shareholders.

As no questions were raised, the Chairman proceeded with the vote on the re-appointment of Mr. Saban as a Non-Executive Director and, with 1,576,820,268 votes in favor, 26,831,340 votes against, and 107,647 abstentions, established that Mr. Saban had been re-appointed as a Non-Executive Director. She then moved on to agenda item 8c.

**c. Re-appointment of Luc van Os as Non-Executive Director**

The Chairman explained that Mr. Luc van Os was first appointed as a Non-Executive Director in September 2021, that he serves as the Chairman of the Audit Committee and that the Board considers him independent for purposes of the Code. The Chairman then invited questions from shareholders.

As no questions were raised, the Chairman proceeded with the vote on the re-appointment of Mr. Van Os as a Non-Executive Director and, with 1,314,011,488 votes in favor, 289,639,801 votes against, and 107,966 abstentions, established that Mr. Van Os had been re-appointed as a Non-Executive Director. She then moved on to agenda item 9.

**9. Adoption of the Executive Directors' Remuneration Policy**

For this agenda item, the Chairman handed over to Ms. Ginsberg. Ms. Ginsberg explained that the Remuneration Committee, with the assistance of a compensation consultant, had conducted a comprehensive review of the Executive Directors' Remuneration Policy (the **Remuneration Policy**). The most important revisions proposed to the Remuneration Policy related to the Company's policy on severance payments, to better align this policy with the market practices of the industry in which the Company operates, the share ownership guidelines for Executive Directors, which were recently approved by the Board, and various textual and technical changes to further improve the clarity of the Remuneration Policy. If adopted, the revised Remuneration Policy would be effective as from the date of the General Meeting. She then handed back to the Chairman, who consequently invited questions from shareholders.

Mr. Tomic commented that he considered the change to the Company's policy on severance payments significant as the policy in the current Remuneration Policy (of twelve months' base salary) is aligned with the Code, while the policy in the revised Remuneration Policy is not and allows for the much higher severance payments, including the one applicable to the Chairman and CEO. Mr. Tomic then asked under what circumstances the Chairman and CEO would be entitled to payout of such severance payments.

Ms. Ginsberg explained that the change to the Company's policy on severance payments is being proposed to better align the policy with the market practices of the industry in which the Company operates and to be competitive among peers. Mr. Eric Hutcherson, EVP, Chief People and Inclusion Officer, further explained that it will depend on the circumstances of the termination whether or not the Chairman and CEO will be entitled to payout of the severance payments.

Mr. Tomic then asked if the Company had also considered other performance metrics besides the previously discussed metrics.

Ms. Ginsberg explained that the Remuneration Committee, with the assistance of a compensation consultant, has carefully looked at what the Company's peers do as well as best practices more generally. Revenue and EBITDA metrics are very common, and for the LTI plan, a TSR metric is also commonly used. She emphasized that the Remuneration Committee will continue to look at best practices and listen to feedback from shareholders, who typically are in favor of TSR and EPS metrics.

Mr. Tomic noted that while the VEB is typically in favor of a TSR metric, it has issues with an EPS metric. Instead, the VEB would have preferred another performance metric, e.g., a return on investments metric.

With respect to the TSR metric used by the Company, he urged the Company to consider changing the vesting schedule so that the PSUs do not vest for performance below the median. He then noted that the VEB will vote against the revised Remuneration Policy, for the following reasons: firstly, the VEB considers the amounts that can be paid out under the Remuneration Policy too high. Secondly, the STI and LTI performance metrics are insufficiently clear from the Remuneration Policy and are only disclosed on an *ex ante* basis in the Company's remuneration report. Thirdly, the RSUs, which can be granted under the Remuneration Policy, are not subject to the achievement of any performance goals. And fourthly, under the derogation provision in the Remuneration Policy, excessive exceptional payments are possible, which the VEB cannot support.

As no further questions were raised, the Chairman proceeded with the vote on the adoption of the Remuneration Policy and, with 1,068,481,926 votes in favor, 500,857,446 votes against, and 34,419,883 abstentions, established that the Remuneration Policy had been adopted. She then moved on to agenda item 10a.

## **10. Repurchase and cancellation of shares**

### **a. Authorization of the Board as the competent body to repurchase shares**

The Chairman explained that it was proposed to authorize the Board as the competent body to repurchase shares in the Company's own share capital in an amount of up to and including 10% of the Company's issued share capital as at, and for a period of 18 months as from, the date of the General Meeting. The minimum price which the Company may pay for a share will be an amount equal to the nominal value of the shares and 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, as further detailed in the explanatory notes to the agenda for the General Meeting.

The Chairman further explained that the authorization can be used for any and all purposes and repurchases may be made on the exchange and in any other manner. If granted, the authorization would replace the authorization, which was granted at the annual general meeting held in 2024. The Chairman then invited questions from shareholders.

As no questions were raised, the Chairman proceeded with the vote on the authorization of the Board as the competent body to repurchase shares in the Company's own share capital and, with 1,558,846,300 votes in favor, 10,416,798 votes against, and 34,496,157 abstentions, established that the Board had been so authorized. She then moved on to agenda item 10b.

### **b. Cancellation of shares**

The Chairman explained that any cancellation of shares may be executed in one or more tranches and the number of shares, if any, that will be so cancelled will be determined by the Board but may not exceed 10% of the Company's issued share capital as at the date of the General Meeting. The purpose of any cancellation will be to optimize the Company's capital structure. The Chairman then invited questions from shareholders.

As no questions were raised, the Chairman proceeded with the vote on the cancellation of shares and, with 1,569,110,082 votes in favor, 172,444 votes against, and 34,476,729 abstentions, established that the cancellation of shares had been adopted. She then moved on to agenda item 11.

#### **11. Any other business**

The Chairman then invited any questions or comments that had not previously been addressed.

Mr. Tomic wanted to know how the Company looks back on the vote on the Remuneration Policy, which did not receive the 75% majority of the votes cast, which is the standard threshold under Dutch law, but which does not apply to the Company since its articles of association provide for a simple majority of the votes cast.

Ms. Ginsberg explained that the Remuneration Committee, with the assistance of a compensation consultant, had put a lot of time and effort into the process of revising the Remuneration Policy. As part thereof, all the previously obtained feedback, including from shareholders, had to be balanced to ensure that the Remuneration Policy provides for a compelling remuneration structure, which allows the Company to attract the very best Executive Directors in the world.

In response, Mr. Tomic wanted to state once more that, regardless of the process, the majority of the free float shareholders had voted against the agenda item, which statement was well noted.

#### **12. Closing**

As no further questions were raised, the Chairman closed the meeting and thanked all attendees for being present at the General Meeting.

*[This is not a verbatim report of the proceedings of the General Meeting.]*

Adopted on November 14, 2025,

Sherry Lansing  
Chairman of the Board

Jeffrey Harleston  
Secretary of the General Meeting