



UNIVERSAL MUSIC GROUP

## REMUNERATION COMMITTEE REGULATIONS

### UNIVERSAL MUSIC GROUP N.V.

#### 1 Introduction

- 1.1 These regulations are the regulations (**Remuneration Committee Regulations**) of the remuneration committee (**Remuneration Committee**) of the board of directors (**Board**) of Universal Music Group N.V. (**Company**).
- 1.2 Capitalized terms used but not otherwise defined in these Remuneration Committee Regulations have the meaning set forth in the list of definitions included in the regulations of the Board (**Regulations**).
- 1.3 These Remuneration Committee Regulations were adopted by the Board on 20 September 2021 with effect per the first admission and trading of all of the ordinary shares in the capital of the Company on Euronext Amsterdam, and remain in full force and effect until amended or terminated (in whole or in part).

#### 2 General role and responsibilities

- 2.1 Without prejudice to the Regulations, the Remuneration Committee advises the Board in relation to its responsibilities and shall prepare resolutions of the Board in relation thereto.
- 2.2 The Remuneration Committee shall in any event have the following duties and responsibilities:
  - (a) every four years, submitting a clear and understandable proposal to the Board concerning the remuneration policy to be pursued with regard to Directors (**Remuneration Policy**), which will be submitted to the General Meeting for adoption as required by law;
  - (b) preparing the Board's decision-making regarding the determination of remuneration of the individual Executive Directors and of the individual Non-Executive Directors, with observance of the Remuneration Policy;
  - (c) annually preparing a remuneration report, taking into account the requirements of the Code and matters required by law, which must be tabled at each annual General Meeting for a non-binding advisory vote by the Shareholders and shall be posted on the Company's website.
- 2.3 The proposal for the remuneration of Executive Directors shall be made in accordance with the Remuneration Policy and will, in any event, cover the remuneration structure, the amount of the fixed and variable remuneration components, the performance criteria used, the scenario analyses that are carried out and the pay ratios within the Company and its affiliated enterprise. When drafting the proposal for the remuneration of Executive Directors, the Remuneration Committee shall take note of individual Executive Directors' views with regard to the amount and structure of their own remuneration.



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- 2.4 The Board shall receive a report from the Remuneration Committee of their deliberations and findings.
- 2.5 Every Non-Executive Director shall have unrestricted access to all records of the Remuneration Committee.
- 2.6 If the Remuneration Committee makes use of the services of a remuneration consultant in carrying out its duties, it shall verify that the consultant concerned does not provide advice to the Executive Directors.

### **3 Composition and size Remuneration Committee**

- 3.1 The Remuneration Committee shall consist of at least three members. More than half of the members of the Remuneration Committee shall be independent within the meaning of Article 5.7 of the Regulations.
- 3.2 All members of the Remuneration Committee must be Non-Executive Directors.
- 3.3 The Board shall appoint the members of the Remuneration Committee.
- 3.4 The Board may substitute the members of the Remuneration Committee at any time.
- 3.5 The Remuneration Committee may not be chaired by the Chairman of the Board or by a former Executive Director. The chairman of the Remuneration Committee shall be designated by the Board.
- 3.6 Generally the term of office of a member of the Remuneration Committee will not be set in advance. It will, *inter alia*, depend on the composition of the Board as a whole and the other Committees from time to time.
- 3.7 The composition of the Remuneration Committee shall be mentioned in the Non-Executive Directors Report.
- 3.8 The Company Secretary shall act as the secretary to the Remuneration Committee.
- 3.9 No member of the Remuneration Committee may receive, directly or indirectly, any compensation from the Company other than remuneration paid to Non-Executive Directors for service on the Board or a Committee thereof.
- 3.10 The chairperson of the Remuneration Committee or one of the other Remuneration Committee members shall use its best efforts to be available to answer questions about the Remuneration Committee's activities at the annual General Meeting.

### **4 Meetings of the Remuneration Committee**

- 4.1 The Remuneration Committee shall hold at least two meetings per year and whenever one or more of its members have requested a meeting. The meetings shall generally be held at the office of the Company, but may also take place elsewhere or by means of a conference call,



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video-conference, or similar communications equipment provided that all members of the Remuneration Committee participating in the meeting can hear each other and none of them has objected to this way of decision-making. Participation in a meeting held in any of the foregoing ways shall constitute presence at such meeting. The quorum of any meeting shall be a majority of the members of the Remuneration Committee.

- 4.2 The convocation notices of a Remuneration Committee meeting shall be given in writing, at such time that all the members of the Remuneration Committee are given opportunity to participate in and prepare themselves for the meeting ultimately eight days in advance. In urgent cases, the chairperson of the Remuneration Committee may determine that the meeting shall be convened upon shorter notice, but in any case no later than two business days before the meeting. Any notice of the Remuneration Committee meeting shall contain the agenda for the meeting. The agenda stating the matters for decision, shall be drawn up by the chairperson of the Remuneration Committee. The other information and decision material for the meeting shall be circulated as soon as possible, but in any case no later than two business days before the meeting.
- 4.3 The Company Secretary shall take minutes of the meeting. If the Company Secretary is not present at the meeting, the meeting may designate another secretary. The minutes shall be adopted in the same meeting or in a next meeting of the Remuneration Committee, and shall be signed by the chairperson of the Remuneration Committee, the Company Secretary and/or the secretary of that meeting. A copy of the minutes will be sent to the Board.
- 4.4 If and when required, the chairperson of the Remuneration Committee shall provide further information to the Board during its meetings on the results of the Remuneration Committee's discussions.
- 4.5 The number of meetings of the Remuneration Committee and the main items discussed shall be mentioned in the Non-Executive Directors Report.

### **5 Outside Advisors**

The Remuneration Committee shall have the power, without Board approval and at the Company's expense (which shall be funded appropriately by the Company), to appoint, compensate and oversee the work of independent legal counsel, compensation consultants and other experts and consultants to assist the Remuneration Committee in connection with its responsibilities.

### **6 Review**

The Remuneration Committee shall from time to time review and assess the adequacy of these Remuneration Committee Regulations and recommend any proposed changes to the Board. In addition, the Remuneration Committee shall annually review its own performance.



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**7 Amendment and deviations**

The Board may amend these Remuneration Committee Regulations and/or revoke any powers granted by it to the Remuneration Committee. The Board may allow temporary deviations from these Remuneration Committee Regulations.

**8 Regulations *mutatis mutandis* applicable**

The relevant terms of the Regulations shall apply *mutatis mutandis* to these Remuneration Committee Regulations.

**9 Website**

These Remuneration Committee Regulations, and any amendments thereto, shall be posted on the Company's website.

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