



UNIVERSAL MUSIC GROUP

NOMINATION COMMITTEE REGULATIONS

UNIVERSAL MUSIC GROUP N.V.

1 Introduction

- 1.1 These regulations are the regulations (**Nomination Committee Regulations**) of the nomination committee (**Nomination 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 Nomination Committee Regulations have the meaning set forth in the list of definitions included in the regulations of the Board (**Regulations**).
- 1.3 These Nomination 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 Nomination Committee advises the Board in relation to its responsibilities and shall prepare resolutions of the Board in relation thereto.
- 2.2 The Nomination Committee shall in any event have the following duties and responsibilities:
 - (a) drawing up selection criteria and appointment procedures for Directors;
 - (b) periodically assessing the size and composition of the Board, and making a proposal for a composition profile of the Non-Executive Directors;
 - (c) periodically assessing the functioning of individual Directors and the Board as a whole, and reporting on this to the Board;
 - (d) making recommendations for appointments and reappointments; and
 - (e) supervising the policy of the Board on the selection criteria and appointment procedures for senior management.
- 2.3 The Nomination Committee shall prepare recommendations for appointment of Directors, and the decision-making of the Board.
- 2.4 The Board shall receive a report from the Nomination Committee of their deliberations and findings.
- 2.5 Every Non-Executive Director shall have unrestricted access to all records of the Nomination Committee.



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3 Composition and size Nomination Committee

- 3.1 The Nomination Committee shall consist of at least three members. More than half of the members of the Nomination Committee shall be independent within the meaning of Article 5.7 of the Regulations.
- 3.2 All members of the Nomination Committee must be Non-Executive Directors.
- 3.3 The Board shall appoint the members of the Nomination Committee.
- 3.4 The Board may substitute the members of the Nomination Committee at any time.
- 3.5 The chairperson of the Nomination Committee shall be designated by the Board.
- 3.6 Generally the term of office of a member of the Nomination 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 Nomination Committee shall be mentioned in the Non-Executive Directors Report.
- 3.8 The Company Secretary shall act as the secretary to the Nomination Committee.
- 3.9 No member of the Nomination 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 Nomination Committee or one of the other Nomination Committee members shall use its best efforts to be available to answer questions about the Nomination Committee's activities at the annual General Meeting.

4 Meetings of the Nomination Committee

- 4.1 The Nomination 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, video-conference, or similar communications equipment provided that all members of the Nomination 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 Nomination Committee.
- 4.2 The convocation notices of a Nomination Committee meeting shall be given in writing, at such time that all the members of the Nomination 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 Nomination Committee may determine that the meeting shall be convened upon shorter notice, but in any case no later than two business days before



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the meeting. Any notice of the Nomination 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 Nomination 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 Nomination Committee, and shall be signed by the chairperson of the Nomination 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 Nomination Committee shall provide further information to the Board during its meetings on the results of The Nomination Committee's discussions.
- 4.5 The number of meetings of the Nomination Committee and the main items discussed shall be mentioned in the Non-Executive Directors Report.

5 Outside Advisors

The Nomination Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of an executive search firm as necessary to assist with the execution of its duties and responsibilities as set forth in these Nomination Committee Regulations. The Nomination Committee shall set the compensation and oversee the work of the executive search firm. The Nomination Committee shall also have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfil its duties and responsibilities under these Nomination Committee Regulations. The Nomination Committee shall set the compensation and oversee the work of its outside counsel and any other advisors. The Nomination Committee shall receive appropriate funding from the Company, as determined by the Nomination Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

6 Review

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

7 Amendment and deviations

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



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8 Regulations *mutatis mutandis* applicable

The relevant Articles of the Regulations shall apply *mutatis mutandis* to these Nomination Committee Regulations.

9 Website

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