



VEON Ltd.

CUSIP: 91822M502

US ISIN: US91822M5022

**Instructions to The Bank of New York Mellon, as Depositary
(Must be received prior to 12:00 p.m. EDT on April 28, 2025)**

The undersigned owner of American Depositary Receipts hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, in so far as practicable, to vote or cause to be voted the amount of common shares represented by the American Depositary Shares evidenced by such American Depositary Receipts of **VEON Ltd.** held in the name of the undersigned on the books of the Depositary as of the close of business on **March 31, 2025** at the **Annual General Meeting of Shareholders of VEON Ltd.** to be held on **May 8, 2025 (the “2025 AGM”)** convened virtually and held via electronic videolink and at any adjournment or postponement thereof, in respect to the resolutions specified below.

If no instructions are received from any owner with respect to any of the common shares or other deposited securities represented by the American Depositary Shares evidenced by such owner’s American Depositary Receipts prior to 12:00 p.m. EDT on April 28, 2025, then the Depositary shall deem that owner to have instructed the Depositary to give a proxy to a person designated by VEON Ltd. to exercise the votes pertaining to such shares or other deposited securities in the same manner and in the same proportions as the Depositary is voting deposited Shares as to which it did receive owner instructions.

THE BOARD OF DIRECTORS OF VEON LTD. (THE “BOARD”) HAS RECOMMENDED THAT THE SHAREHOLDERS VOTE IN FAVOR OF ALL AGENDA ITEMS

IF YOU SIGN AND RETURN THIS PROXY BUT NO DIRECTIONS ARE GIVEN, THEN THIS PROXY WILL BE VOTED SO THAT, IN RESPECT OF ITEMS #1 AND #3, YOU VOTE “FOR” AND ITEM #2.1 THROUGH #2.7, THE VOTES TO WHICH YOU ARE ENTITLED ARE SPLIT EQUALLY BETWEEN EACH OF THE CANDIDATES FOR ELECTION AS DIRECTORS, AND IN THE DISCRETION OF THE PROXIES UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING.

FOR ADDITIONAL INFORMATION REGARDING THE ANNUAL GENERAL MEETING, PLEASE VISIT THE FOLLOWING URL:
<https://www.veon.com/investors/equity-investors/agm/notice-of-the-2025-annual-general-meeting-of-shareholders-of-veon-ltd>

Item 1 That the re-appointment of UHY LLP (“UHY”) as external auditor of the financial statements for the Company for the financial year ended 31 December 2025 be and is hereby approved in all respects, and that the Board be and is hereby authorized to formalize the engagement and fix the remuneration of UHY and such other audit firms as shall be necessary for compliance with law and regulation applicable to the Company.

“The Board seeks shareholder approval of the appointment of UHY as external auditor of the financial statements for the year ended 31 December 2025 and confirmation of the Board’s authority to agree auditor remuneration terms both with UHY and with such other audit firms as may be required to ensure the Company is fully compliant with its legal and regulatory obligations.”

☐ FOR

☐ AGAINST

☐ ABSTAIN

Item 2 Proposal of individual directors for election to the Board.

MULTIPLIER 7

Note: Information on the nominees proposed to be elected to the Board is attached to the Notice to Shareholders. The election of the Board is conducted by cumulative voting, which allows proportionate representation of shareholders on the Board. As Shareholders have previously fixed the number of seats on the VEON Board at seven (7), **each shareholder should multiply the number of American Depositary Receipts that are held by 7** (the number of directors to be elected to the Board) and either allocate all of these votes to one nominee or distribute this total number of votes among 2 or more of the nominees proposed to be elected to the Board at the 2025 AGM. Each shareholder should vote on item #2 by writing the number of votes allocated by such shareholder to each of the nominees in the appropriate boxes, provided that the sum of votes given to the nominees selected by the shareholder may not exceed the total number of votes at such shareholder’s disposal for the appointment of directors (American Depositary Receipts held multiplied by 7).

#	Name of nominee proposed to be elected to the Board	Number of votes cast for each nominee	
2.1	That Michiel Soeting be and is hereby appointed as a director of the Company.		
2.2	That Kaan Terzioğlu be and is hereby appointed as a director of the Company.		
2.3	That Augie K Fabela II be and is hereby appointed as a director of the Company.		

2.4	That Michael R Pompeo be and is hereby appointed as a director of the Company.		
2.5	That Brandon Lewis be and is hereby appointed as a director of the Company until the next annual general meeting of the Company or until his appointment is terminated in accordance with the Bye-laws of the Company.		
2.6	That Andrei Gusev be and is hereby appointed as a director of the Company until the next annual general meeting of the Company or until his appointment is terminated in accordance with the Bye-laws of the Company.		
2.7	That Duncan Perry be and is hereby appointed as a director of the Company until the next annual general meeting of the Company or until his appointment is terminated in accordance with the Bye-laws of the Company.		

DATE: April ____, 2025

SIGNATURE OF AMERICAN DEPOSITARY RECEIPT OWNER

SIGNATURE OF CO-OWNER

Please sign, date and return this voting instruction in the postage paid envelope provided as soon as possible to ensure your vote is received in time to be counted at the meeting. The Voting Instruction must be signed by the person in whose name the American Depositary Receipt is registered on the books of the Depositary. In the case of a corporation, the voting instruction must be signed by a duly authorized Officer or Attorney.