

NOMINATION COMMITTEE CHARTER



Purpose

The purpose of the Nomination Committee (the “**Committee**”) is to assist and advise the board of directors (the “**Board**”) of VEON Ltd. (the “**Company**” and together with subsidiaries, the “**VEON Group**”) in discharging its responsibilities with respect to nominating directors for election to the Board and fulfillment of the Board’s corporate governance responsibilities.

In light of the Committee’s role to assist and advise the Board on potential directors to serve on the Board, and fulfilling its corporate governance responsibilities, the Committee shall: (a) identify individuals qualified to serve as members of the Board and recommend to the Board any such individuals that the Committee believes are suitable for election or re-election to the Board, (b) make recommendations to the Board concerning committee structure, membership and operations (including the advisability of allowing any committee to delegate its authority to subcommittees), (c) develop and advise the Board on the adoption of suitable corporate governance practices applicable to the conduct of the Company’s business, (d) periodically review and monitor the VEON Group’s corporate governance guidelines and (e) periodically conduct an evaluation of the performance of the Board and its committees.

Capitalized terms used without definition in this Charter have the meanings assigned to such terms in the Company’s Bye-laws¹.

Committee Membership

The Committee shall consist of at least three members. Committee members shall be appointed or re-appointed annually, at the first Board meeting following each annual general meeting of the Company. Each Committee member shall serve until his or her successor is duly appointed, subject to earlier resignation, retirement or removal with or without cause by the Board. The Board shall have the power at any time to fill any vacancies on the Committee.

Committee Meetings

The Committee shall meet at such times and places as may be determined by the Committee. The same procedural rules concerning notice of meetings, action by means of written consent or telephonic meetings and other procedural matters that apply to Board meetings shall also apply to Committee meetings. The presence of at least two Committee members at all times shall be required to transact business at Committee meetings, and the affirmative vote of at least two Committee members shall be required to authorize any action or recommendation of the Committee. Each member of the Committee shall have one vote. The Committee is not permitted to delegate any of its authority to any subcommittee.

Authority and Responsibilities

The Committee shall have the following specific authority and responsibilities (in addition to any others delegated by the Board to the Committee from time to time), in each case, subject to any rights conferred on the Company’s shareholders by applicable law or pursuant to the Company’s Bye-laws:

Board Composition

1. The Committee will identify individuals qualified to become members of the Board to ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees proposed for election to the Board by the Company’s shareholders at each annual general meeting of the Company.
2. When evaluating candidates for membership of the Board, the Committee shall take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills, diversity and the extent to which the candidate would fill a present need of the Board.
3. The Committee shall conduct all necessary and appropriate inquiries into the backgrounds and

¹ Bye-laws adopted by special resolution of the shareholders of the Company on 10 June 2021, as amended by special resolution passed on 29 June 2023.

qualifications of possible candidates under consideration for election to the Board.

4. The Committee shall review the suitability of continued service of each Board member when such member's circumstances change, including business or professional affiliations or responsibilities, and shall (where appropriate) consider questions of independence and possible conflicts of interests of members of the Board.
5. The Committee shall review and reassess from time to time the performance, operations and charter of each committee of the Board (including any authority of a committee to delegate to a subcommittee) and the performance of each committee member and shall recommend any changes that the Committee considers appropriate, including in the size, authority, duties, operations, charter, membership and composition of each committee.
6. The Committee shall identify directors qualified to fill any vacancies created on any committee of the Board (including the Committee) and shall recommend that the Board appoint the identified director(s) to the respective committee, taking into account any required qualifications set forth in the committee's charter, the needs of the committee in light of its purpose and responsibilities, the existing composition of the committee and such other factors as the Committee deems appropriate.

Corporate Governance

7. The Committee shall consider and make recommendations to the Board regarding the authority and duties of the Board within the framework set forth in the Bye-laws.
8. The Committee shall assist the Board in developing, reviewing and adopting a set of corporate governance guidelines and practices appropriate for a foreign private issuer listed on NASDAQ and Euronext Amsterdam and operating in emerging markets.
9. The Committee shall review periodically the corporate governance guidelines applicable to the VEON Group and may propose recommendations to the Board for

modifications to those guidelines on the basis of such review and assessment.

10. The Committee shall monitor and advise the Board on evolving corporate governance practices and trends relevant to the VEON Group.
11. The Committee shall review adoption and fulfillment of applicable corporate governance practices and procedures in OpCos, including the performance of OpCo boards of directors ("**OpCo Boards**") and their committees.

Board Performance

12. The Committee shall from time to time conduct an evaluation of the Board to determine whether it is functioning effectively and meeting its objectives and goals. The Committee shall solicit comments from all directors, the Company's senior executives and any other persons it deems appropriate and shall report its conclusions and recommendations for maximizing the Board's effectiveness to the Board.
13. The Committee shall oversee and review the Company's processes for providing information to the Board, assessing the channels through which the Board receives information and the quality and timeliness of the information received to ensure that the Board obtains sufficiently comprehensive, accurate and detailed information in a timely fashion.
14. The Committee shall be responsible for reviewing and approving the global guidelines for terms of engagement of local advisors to the OpCo Boards (or equivalent bodies) developed by the Company.

Retention of Consultants and Advisors; OpCo Boards, Delegation of Authority and Other Actions

15. The Committee shall have the authority, without having to seek prior Board approval, to obtain, at the Company's reasonable expense, advice and assistance from internal or external legal, accounting or other advisors as it deems

advisable, and to retain and terminate such advisors to the Committee. The Committee shall keep the Company's Chief Financial Officer advised as to the general range of anticipated expenses for outside consultants.

16. The Committee shall review recommendations for the election of directors to OpCo Boards, submitted by the CEO of the Company, the Board committees and/or the Board (including ensuring confirmation of compliance vetting) and, from time to time, assess the composition, diversity and skill mix of the OpCo Boards. The Committee shall set the policies and requirements applicable to the composition of OpCo Boards.
17. The Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities.
18. The Committee may propose changes to the Group Authority Matrix/Delegation and shall provide advice in relation to any changes proposed by the CEO of the Company, Board Committees and/or the Board.

Performance evaluation

19. The Committee shall review its own performance and reassess the adequacy of this Charter at least annually in such manner as it deems appropriate and submit any recommendations for change to the Board for approval.

Structure and Operations

The Board shall designate one member of the Committee, annually, to act as the Committee chairperson. The Committee chairperson, with input from the other Committee members and, where appropriate, Company management, shall set and distribute agendas and background materials for each Committee meeting. Except as expressly provided in this Charter, the Company's Bye-laws, or as required by law, regulation or NASDAQ requirements or other applicable rules, the Committee shall set its own rules of procedure.

The Committee shall determine who should attend its meetings in its sole discretion. The Committee may request that any directors, officers or other employees of the Company,

or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information or advice as the Committee requests. Attendance at meetings of the Committee by any directors who are not members of the Committee shall be on a non-voting observer basis. The Committee may exclude from its meetings anyone (other than a Committee member) the Committee deems appropriate.

The Committee shall maintain proper minutes or other records of its meetings and shall give regular reports to the Board on these meetings and such other matters as required by this Charter or as the Board shall from time to time specify. Reports to the Board may take the form of oral or written reports by the chairperson of the Committee or any other Committee member designated by the Committee to give such report.

Amendment of this Charter

Any amendment to this Charter must be approved by the affirmative vote of the Board.

Availability

This Charter shall be made available on the Company's website.