3 Risks and opportunities

Risks and opportunities

How we manage risks

VEON has adopted the criteria outlined in the publication "Enterprise Risk Management – Integrating with Strategy and Performance – 2017", issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), as the foundation of our Enterprise Risk Management (ERM) approach.

The business environment we operate in, is subject to significant changes within short spaces of time, which can lead to increased levels of uncertainty. As a result, the risk landscape can be impacted. This being said, change is not necessarily to be viewed negatively as with change comes the opportunity to innovate and use our ability to effectively anticipate and adapt to the changes in the AI and technological landscape.

The VEON Enterprise Risk Management (ERM) framework is implemented and consistently applied throughout the organization through a well-defined governance structure and a robust ERM process. The ERM framework supports identifying opportunities that enable us to achieve our strategic objectives and enable sustainable growth.

Strengthening our risk culture

The "three lines of defense" approach provides a simple and effective way to enhance communications around governance, risk management, and control by clarifying roles and responsibilities. VEON has adopted this model to provide reasonable assurance that risks to achieving strategic objectives are identified and mitigated.

First line of defense

VEON recognizes that the first line of defense consists of the business, which owns and is responsible and accountable for directly assessing, controlling, and mitigating risks. Since 2016, targeted communication campaigns have been launched globally to foster risk and control awareness across the Group. To embed a culture aligned with our risk appetite and individual responsibilities in relation to risk management we embarked on a program in 2019 which continued through 2024.

During 2022, a Risk Culture survey assessment was performed for the second time since 2021, across our operating companies (OpCos) and our HQ with the help of an external consultancy firm.
This exercise was aimed at supporting management in assessing the risk culture within the organization based on eight risk culture dimensions, and to identify potential actions to strengthen or improve VEON's risk culture in comparison with an external benchmark. Based on the results of the survey, all risk culture dimensions at VEON outperformed the external consultant's benchmark except two that were in line with the external consultant's benchmark, which demonstrates a continued very positive outcome.

To further improve risk culture and capitalize on survey results, a set of recommendations was provided by the external consultant tailored for each OpCo and HQ based on the assessment of each of the eight risk culture dimensions. The recommendations were not mandatory in nature but were embraced as an opportunity to ensure a continuous improvement in risk culture and served as the basis for action plan development.

The status of the action plans and progress of the OpCos was tracked periodically and reported to each OpCos' Business Risk Committee (BRC) until completion. The Risk Culture survey is expected to be conducted again in HY2'2025 with the primary objective of systematically assessing and evaluating the progress and development of our risk culture within each operating company.

Second line of defense

The second line of defense monitors and facilitates the implementation of effective risk management practices and internal controls by the first line.

The second line comprises Group Internal Control, Group Enterprise Risk Management, Group Ethics and Compliance, and Group Legal, among other Group functions.

The second line supports the business functions in identifying what could go wrong and provides the methods, tools, and guidance necessary to support the first line in managing their risks. Group ERM provides general oversight on ERM activities in the OpCos, such as quarterly risk reporting as well as facilitating the Group functions with the performance of regular deep dives on specific risks, for example, Regulatory and Tax risks, and assessments of Anti-bribery and Corruption (ABC), Anti-money Laundering (AML), and International Sanctions and Export Controls risks.

The ERM process is embedded into the strategy setting and business planning process to ensure consistency and completeness of VEON's risk profile and that informed risk-based decisions are taken.

Group ERM provides guidance on ERM reporting to the OpCo Business Risk Committees (BRCs) and leads the annual process of reviewing and revising VEON's risk appetite with the VEON GEC members, approving it with the Group CEO, and presenting the outcome to the ARC. The risk appetite is then formally communicated to OpCos for local application in decision-making and submission of business decision approvals to their respective OpCo Board.

Third line of defense

The Group Internal Audit function comprises the third line of defense and provides independent assurance to senior management on the effectiveness of the first and second lines of defense. The function conducts financial, information technology, strategic and operational audits in accordance with its annual plan and special investigations or audits, as and when considered necessary. Throughout, Internal Audit conducts its activities in a manner based on a continuous evaluation of perceived business risks.

Risks and opportunities *continued*

Defining our risk appetite

Defining our risk appetite in line with the COSO Framework, VEON groups risk into four risk categories: Strategic, Operational, Financial, and Compliance.

Our risk appetite is defined for each of the four risk categories by considering our strategic and business objectives, as well as potential threats to achieving these objectives. On an annual basis, the VEON appetite statements for each category of risk are revised and were again approved in 2025 by the VEON GEC and presented to the ARC. These statements are then integrated into the business through our Group policies and procedures and our risk management cycle.

COSO category	Risk appetite statements	Risk mindset to take risks
Strategic	Risks arising from strategic changes in the business environment and from adverse strategic business decisions impacting prospective earnings and capital.	Averse Avoiding Neutral Seeking
Operational	Risks arising from inadequate or failed internal processes, people and systems or external events impacting current operational and financial performance and capital.	Averse Avoiding Neutral Seeking
Financial	Risks relating to financial loss arising from uncertainties, decisions impacting the financial structure, cash flows and financial instruments of the business, including capital structure, insurance and fiscal structure, which may impair VEON's ability to provide an adequate return.	Averse Avoiding Neutral Seeking
Compliance	Risks resulting from non-compliance with applicable local and/or international laws and regulations, internal policies and procedures, ethical behavior and compliance culture, including legal and regulatory risks that could result in criminal liability.	Averse Avoiding Neutral Seeking

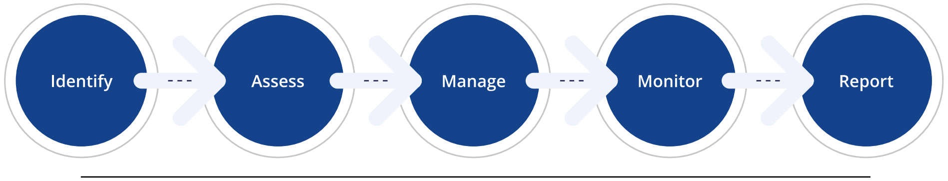
Levels of risk appetite: Averse – No appetite; Avoiding – Low appetite; Neutral – Moderate appetite; Seeking – High appetite.

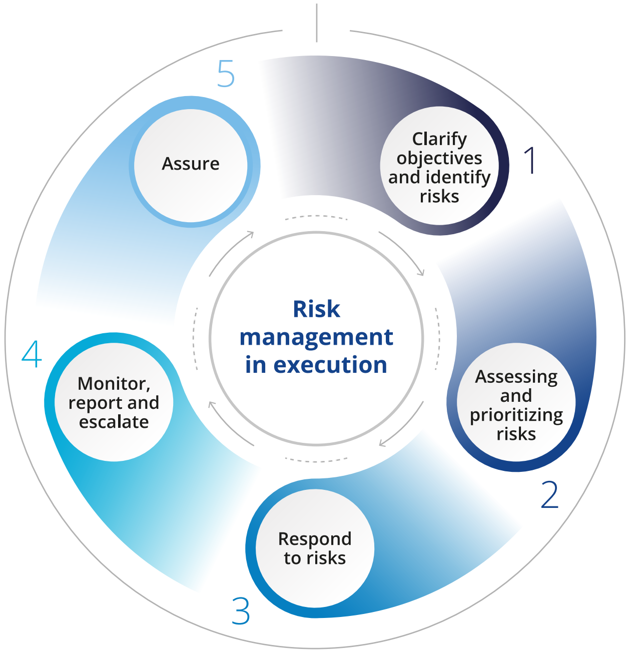
Risks and opportunities *continued*

Risk management in execution

Effective risk management requires a continuous and iterative process and involves the following five steps:

ERM framework





1. Clarify objectives and identify risks

VEON's strategy is developed with a comprehensive understanding of the inherent risks involved in doing business. We consider the potential effects of the business context on our risk profile, as well as possible ways of mitigating the risks we are exposed to.

2. Assessing and prioritizing risks

Risks identified as relevant for VEON are assessed in order to understand the severity of each risk on the ability to execute VEON's strategy and business objectives. The severity of risk is assessed at multiple levels of the business as it may vary across functions and OpCos.

3. Respond to risks

The assessed severity of the risk is utilized by management to determine an appropriate risk response (Take, Treat, Transfer, or Terminate) which may include implementing mitigations, taking into account the risk appetite.

4. Monitor, report and escalate

VEON's GEC reviews significant risks assessed and prioritized based on the Group's ERM framework. The top Group risks are reported to VEON's Board of Directors, in particular to the ARC (at least on a quarterly basis), to evaluate material Group risks. Top Group risks include HQ-specific risks, as well as consolidated assessment of key risks from the OpCos. Local risk assessments are reviewed by the OpCo CEO and senior management and are reported to the BRCs and OpCo Boards.

The Board of Directors, including the ARC as a Board committee, OpCo Boards, and BRCs each provide independent oversight of the ERM framework and ensure timely follow-up on critical actions based on progress updates provided.

To ensure strong governance and oversight of our risks, we established in each of our OpCos a BRC and an OpCo Board. Each OpCo's BRC is chaired by either the Group Chief Financial Officer, his nominee, or the Head of Internal Audit.

The purpose of the OpCo BRCs is to consider the overall risk profile of the OpCo and the Group and ensure risk-informed decision making. The OpCo BRC regularly reviews the OpCo's governance and decision-making framework and compliance with VEON Group and OpCo requirements, including those set out in the VEON Group Authority Matrix/Delegation as well as VEON Group policies. Each BRC also receives, reviews, and makes recommendations on reports from OpCo management regarding any non-compliance with the VEON Group Authority Matrix/Delegation and VEON Group policies.

Each BRC provides active VEON Group-level governance, oversight, and policy guidance and aligns the activities of the Group's various assurance functions to coordinate and manage actions efficiently in support of the local OpCo Board and the VEON Ltd. Board of Directors in its oversight role for the VEON Group.

Each of the OpCos is managed by their respective OpCo Board, which comprises of the respective OpCo CEO, OpCo CFO (or another senior HQ finance representative designated by the Group CFO), members of the Group senior management team and other individuals approved by the VEON Board. Each OpCo's overall risk profile is presented to its OpCo Board regularly (at least once per quarter) and is accompanied by recommendations from its OpCo BRC.

This program is continuously monitored by OpCo management as well as the OpCo Boards, and reviewed by both OpCo and Group Internal Audit, with the ARC providing ultimate oversight, with each OpCo BRC providing active monitoring and engagement with the OpCos on all enterprise risks, control, compliance and assurance matters.

5. Assure

On a quarterly basis, through our management certification process, OpCo CEOs and CFOs certify that significant risks have been considered, and appropriate measures have been taken to manage the identified risks in accordance with the Group's ERM policies and procedures, including our risk appetite.

Risks and opportunities *continued*

Control framework

VEON is publicly traded on a U.S. stock exchange and registered with the U.S. Securities and Exchange Commission. Thus, it must comply with the Sarbanes-Oxley Act (SOX). Section 404 of SOX requires that management assess the Internal Control over Financial Reporting (ICFR) and disclosures to confirm both the design and operational effectiveness of the controls.

Our internal control system is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation and fair presentation of VEON Ltd.'s published consolidated financial statements under generally accepted accounting principles.

The VEON ICFR Framework incorporates risk assessment as part of our scoping process, an assessment of the design effectiveness of the required controls, testing of the operating effectiveness of the key control activities and monitoring of our financial reporting at entity-wide and functional levels.

VEON has established uniform governance, policies, and control standards that apply to controlled subsidiaries. Our ICFR testing results are reported to our OpCo BRCs, OpCo Boards, members of our GEC, and the ARC at least on a quarterly basis as part of our assurance model. For a more detailed overview of the governance in 2024, refer to page 109 of this report.

Our Disclosure and Review Committee supports our Group Chief Executive Officer and Group Chief Financial Officer in ensuring that public disclosures made by VEON are accurate and complete, fairly present VEON's financial condition and results of operations in all material respects, and are made on a timely basis, in compliance with applicable laws, stock exchange rules and other regulatory requirements.

SpeakUp

Local management is responsible for the business operations of our subsidiaries, including risk mitigation as well as compliance with laws, regulations, and internal policies and requirements. We have created uniform governance and control standards for all our levels of operations. The standards apply to all our subsidiaries with the same expectation: that they conduct business in accordance with ethical principles, internal policies and procedures, and applicable laws and regulations. The standards are intended to define and guide conduct with respect to relevant compliance and ethics principles and rules, and to create awareness about when and where to ask for advice or report a compliance or ethics concern, which includes the use of VEON's SpeakUp channels.

Code of Conduct

The principles apply to all VEON employees in all operating businesses and headquarters. Employees receive annual training on the VEON Code of Conduct (Code), which includes certification to comply with the Code. Our Group-wide Code applies to all VEON employees, officers, and directors, including its Chief Executive Officer and Chief Financial Officer.

Group Authority Matrix

A Group Authority Matrix has been established and is regularly reviewed and updated. It provides clarity on the role and focus of VEON's corporate HQ, empowers OpCos to ensure they have the appropriate scope of authority and accountability to operate and manage local businesses, and ensures requisite oversight and control across the Group by VEON's GEC, OpCo CEOs and their respective management teams as well as OpCo Boards and the VEON Board of Directors.

Certification and compliance

We have a Group-wide, quarterly management certification process in place, which requires the Chief Executive Officer and Chief Financial Officer at each of our OpCos, and certain Group functional directors at our HQ, to certify compliance with the uniform governance and control standards established in VEON, including:

- compliance with the Code and related Group policies and procedures, including compliance with VEON's principles, procedures, and policies on ethics and compliance, fraud prevention and detection, accounting and internal control standards, and disclosure requirements;
- compliance with local laws and regulations;
- compliance with the VEON Accounting Manual;
- Business Partner Code of Conduct;
- internal disclosure obligations; and
- deficiencies, if applicable, in the design and operation of internal controls over financial reporting have been reported.

Our Code is available on our website at http://www.veon.com, under "About Us/Values & Ethics" (information appearing on the website is not incorporated by reference into this integrated annual report).

Double Materiality Assessment (DMA)

As part of VEON's ongoing commitment to sustainability, VEON conducted a comprehensive DMA in 2024 for the first time. This assessment involved a dual approach, consisting of both the Impact Assessment and the Risk and Opportunities (R&O) Assessment. The ERM team provided vital support for this assessment, leveraging our network of ICRM teams across OpCos to ensure a comprehensive evaluation of ESG risks and opportunities. The R&O assessment was facilitated by the ICRM functions at the OpCo level, collecting inputs from local Risk Owners who were tasked with rating and identifying the most material risks and opportunities.

For further details on the DMA Process Note, methodology, and outcomes of the ESG Double Materiality assessment, please refer to pages 12 and 13 of this report.

Our principal risks

Key risks for VEON

Below is a summary of the key risks we face in operating our business and a discussion of certain mitigation efforts associated with these risks.

The risks listed may not be exhaustive, and additional risks and uncertainties not presently known to VEON or that it currently deems immaterial, may have, or develop a material adverse effect on its business, operations, financial condition or performance, or other interests.

Prioritization of strategic, operational, and financial risks is based on EBITDA business impact thresholds and likelihood scales from 1 to 5. Once the identified risks are assessed and prioritized based on the above scales, the risk response strategy (take, treat, terminate, transfer) is decided, and mitigating action plans are defined and/or updated, the outcome of the risk assessment information is captured in our Global Governance, Risk and Compliance (GRC) Tool.

The risk response strategy is determined based on the business context, risk appetite, severity, and prioritization. Further, the risk response must consider the anticipated costs and benefits commensurate with the severity and prioritization of the risk and address any obligations and expectations (e.g. industry standards, shareholder expectations, etc.). Prioritization of some compliance risks such as non-compliance to ABC laws, and non-compliance to international sanction and export laws and regulations is performed qualitatively, due to their nature, based on external factors sourced from independent non-governmental reports (where possible) and internal factors sourced from VEON's business processes by the local ethics and compliance and legal teams.

OpCo Business Risk Committees (BRCs) ensure that Group management remains closely aligned with local OpCo managers in identifying key risks and making effective, informed, and risk-based decisions at both the local OpCo Board and VEON's Board levels.

The sequence in which the risks and mitigating actions are presented below is not intended to be in any order of severity, chance, or materiality.

Our principal risks *continued*

Risk increased: Risk decreased: Risk stable:

Market risk

2024	Risk	Examples of how we mitigate	Some examples of 2024 developments
Risk decreased	The ongoing war between Russia and Ukraine is having, and will continue to have, an impact on our business, financial condition, results of operations, cash flows and business prospects.	We closely monitor the developments related to international economic sanctions, which allows us to adapt our services and capital structure promptly and ensure the Group acts in accordance with applicable sanction requirements. On 18 March 2025, VEON Ltd. and Cohen Circle Acquisition Corp. I announced the signing of a business combination agreement that will result in the listing of JSC Kyivstar (Kyivstar), the leading digital operator in Ukraine, on the Nasdaq Stock Market in the United States. Following the completion of the business combination , Kyivstar Group Ltd. (Kyivstar Group", the parent company of Kyivstar, will be listed on Nasdaq. VEON will own a minimum of 80% of the issued and outstanding equity of Kyivstar Group immediately following the closing of the Business Combination, which is expected to occur in Q3 2025 and is subject to the approval of Cohen Circle's shareholders and other customary closing conditions.	Due to our LetterOne shareholdings, our Ukrainian business and network infrastructure are subject to nationalization risks and adverse executive, legislative and judicial action by the Ukrainian authorities. On 6 October 2023, the Security Services of Ukraine announced that the Ukrainian courts froze all "corporate rights" of Mikhail Fridman in 20 Ukrainian companies in which he holds a beneficial interest, while criminal proceedings were initiated in Ukraine against Mikhail Fridman, which are unrelated to VEON or any of our subsidiaries, are in progress. We received notification from our local custodian that the following percentages of the corporate rights in our Ukrainian subsidiaries have been frozen: (i) 47.85% of Kyivstar, (ii) 100% of Ukraine Tower Company, (iii) 100% of Kyivstar.Tech, and (iv) 69.99% of Helsi Ukraine, which would prevent any transactions involving these shares in such subsidiaries from proceeding. On 30 October 2023, we announced that two appeals were filed with the relevant Kyiv courts, challenging the freezing of the corporate rights in Kyivstar and Ukraine Tower Company and requesting the lifting of the freezing of our corporate rights. In December 2023, the court rejected the appeals. On 4 June 2024, the CEO of VEON, in his capacity as a shareholder of VEON, filed a motion with the Shevchenkivskiy District Court of Kyiv requesting cancellation of the freezing of corporate rights in Ukraine Tower Company. On 26 June 2024, the motion was supplemented to request cancellation of the freezing of corporate rights in our other Ukrainian subsidiaries: Kyivstar, Kyivstar.Tech and Helsi Ukraine. On 29 November 2024, the Shevchenkivskyi District Court of Kyiv ruled in favor of a request to unfreeze 47.85% of VEON's corporate rights in Kyivstar, 100% of VEON's corporate rights in its other Ukrainian subsidiaries Ukraine Tower Company, Kyivstar.Tech and Helsi (for which 69.99% was frozen by the Ukrainian courts). The decision fully removed the restrictions on VEON's corporate rights imposed by the Ukrainian courts on our wholly-owned subsidiary Kyivstar and our other Ukrainian subsidiaries. VEON continues to work with the local custodian to remove all restrictions on our corporate rights in Kyivstar and our other Ukrainian subsidiaries, however we cannot rule out the possibility that Ukrainian courts may in the future freeze, or impose the same or different restrictions on, our corporate rights in Kyivstar and our other Ukrainian subsidiaries. On 10 June 2024, VEON announced that it will increase its commitment to rebuild Ukraine's digital infrastructure to USD1 billion over the five-year period from 2023 through 2027. This is an increase from the previously announced USD600 million investment commitment for the three-year period between. The commitment will fund investments into Kyivstar's infrastructure initiatives to ensure nationwide essential connectivity, 4G and digital services, including potential acquisitions or the development of new assets, social contributions and partnerships.
Risk stable	We are exposed to foreign currency exchange risks, since a significant proportion of our costs, expenditure and liabilities are denominated in U.S. dollars while a proportion of our operating revenue is in a variety of other currencies.	We hedge part of our exposure to fluctuations in the translation into U.S. dollars of the revenues and expenditures of its foreign operations by holding borrowings in local currencies. In accordance with our policies, we do not enter into any foreign exchange hedging activities of a speculative nature.	As of 31 December 2024, the largest currency exposure risks for our Group were in relation to the Pakistani rupee, the Bangladeshi taka, the Ukrainian hryvnia, the Kazakhstani tenge and the Uzbekistani som, because the majority of our cash flows from operating activities in Pakistan, Bangladesh, Ukraine, Kazakhstan and Uzbekistan are denominated in each of these local currencies, respectively, while significant portion of our debt, if not incurred in or hedged to the aforementioned currencies, is denominated in U.S. dollars.
Risk stable	The international economic environment, inflationary pressures, geopolitical developments and unexpected global events could cause our business to decline.	We review and analyze OpEx and Capex expenditures on an ongoing basis to optimize the cost structure while maintaining our commitments towards VEON's employees, government and financial institutions and our critical business partners.	Global economic markets have seen extensive volatility over the past few years owing to the outbreak of the COVID-19 pandemic, the war between Russia and Ukraine, and the war between Israel and Hamas, the escalation of the conflict between Israel and Iran, the March 2023 banking crisis and the resulting closure of certain financial institutions by regulators, and political instability. These events have created, and may continue to create, significant disruption of the global economy, supply chains and distribution channels, and financial and labor markets. Additionally, in April 2025, the U.S. government announced tariffs on imports from all countries including a 10% baseline tariff on all imports and higher so-called "reciprocal" tariffs on imports from countries with significant trade deficits. Subsequently, the U.S. government declared a 90-day pause on all reciprocal tariffs, except those on imports from China. In response to these baseline tariffs and initially announced reciprocal tariffs, other countries may impose, and some have already imposed or announced, retaliatory tariffs and other measures on U.S. imports. It remains uncertain whether these countries will reverse or pause their actions following the announcement of 90-day pause to the reciprocal tariffs. These developments have impacted and will further impact global supply chains and economic conditions worldwide and particularly in the countries in which we operate, some of whom had high reciprocal tariffs initially announced. This may lead to increased costs of goods in our countries of operations, further exacerbating inflationary pressures and economic uncertainty, which may in turn negatively affect our customers' spending patterns, including their spending on our services.

Our principal risks *continued*

Risk increased: ↑ Risk decreased: ↓ Risk stable: =

Market risk

2024	Risk	Examples of how we mitigate	Some examples of 2024 developments
↑	Emerging markets-related risks given that all of our six operating markets are in the developing world and are vulnerable to a varying degree of political, economic and legal and regulatory variability around issues such as capital controls and rules on foreign investment, as well as social instability and military conflicts.	We manage a diverse portfolio of emerging markets businesses which helps ensure that, in the event of a market underperforming for whatever reason, the impact of such underperformance on the financial and operating performance of the Group as a whole is limited.	Our ability to provide service in Ukraine following the onset of the war with Russia has been impacted due to power outages and damage to our infrastructure. Similarly, our subsidiary in Pakistan has also been ordered to shut down parts of its mobile network and services from time to time due to the security or political situation in the country (including a four-day blanket data closure in 2023 during the arrest of former Prime Minister Imran Khan). More recently, in July and August 2024, our subsidiary in Bangladesh experienced network outages and blockages during weeks of anti-government protests that toppled long-serving Prime Minister Shiekh Hasina, and the subsequent establishment of an interim government in Bangladesh. Local authorities may also order our subsidiaries to temporarily shut down part or all of our networks due to actions relating to military conflicts or nationwide strikes.
↓	Risk related to our ability to continue as a going concern as a result of the effects of the ongoing war between Russia and Ukraine and the uncertainty of further sanctions.	We have taken a number of measures to protect our liquidity and cash provision, such as accumulating a significant cash balance at HQ and implementing business continuity plans to address known contingency scenarios to ensure that we have adequate processes and practices to protect the safety of our people and to handle potential impacts to our operations in Ukraine.	As of 31 December 2024 we had approximately USD1.7 billion total cash and cash equivalents (including USD242 million related to banking operations in Pakistan and excluding USD30 million in Ukrainian sovereign bonds that are classified as investments), of which USD481 million was held at the HQ level.
=	Competition Risk as we operate in highly competitive markets and as a result may have difficulty expanding our customer base or retaining existing customers.	We develop and offer customers new digital products and services in line with our DO14440 and AI1440 digital operator strategy, which is focused on not only the growth in the number of connections, but also increasing the engagement of and ways of interacting with customers, therefore increasing the revenue generation potential of each of our customers.	We are also focused on growing and nurturing digital businesses at VEON Group companies. Since 2021, our operating companies have been executing our "digital operator 1440" model aiming to enrich our connectivity offering with proprietary digital applications and services. With this model, we aspire to grow not only the market share of our telecommunications operators pursuant to our "multi-play" strategy, but also grow the relevance and the wallet share of our businesses by delivering value via mobile entertainment, mobile health, mobile education, and MFS, etc.
=	Keeping pace with technology since our future success will depend on our ability to effectively anticipate and adapt to the changes in the technological landscape and deploying networks and services that these enable.	We are monitoring and responding to technology developments and competitor activity that could have an impact on us achieving our goals	In December 2023, we engaged an independent external service provider to assess the maturity and compliance level of our HQ information security management system against industry standard ISO 27001 and achieved ISO 27001 certification in September 2024. Our operating companies in Bangladesh, Ukraine and Pakistan completed ISO 27001 (Information Security Management System) certification during 2022 and were re-certified under ISO 27001 in 2023.Our operating company in Kazakhstan similarly obtained ISO 27001 certification in early 2023. Further, in 2024, our micro financing subsidiary in Mobilink Bank's initiatives achieved ISO 27001 in 2025 with solid commitment and support provided from the management team and our Uzbekistan operating company has similarly launched initiatives to become ISO 27001 complaint in 2025. Our Bangladesh operating company also has also implemented multiple Tier I systems at its disaster recovery site to ensure service availability where the primary site is affected by a cyberattack or other disaster.
=	Risks relating to the recognition of impairment charges in respect of our CGUs, some of which could be substantial, including the potential impairment charge for our Bangladesh CGU following recent political unrest, which may cause us to write-down the value of our non-current assets, including property and equipment and intangible assets (e.g., goodwill)	Property and equipment and intangible assets are tested regularly for impairment. The Company assesses, at the end of each reporting period, whether any indicators exist that an asset may be impaired (i.e., asset becoming idle, damaged or no longer in use). If there are such indicators, the Company estimates the recoverable amount of the asset. Impairment losses of continuing operations are recognized in the income statement in a separate line item.	The Company's impairment test is primarily based on fair value less cost of disposal calculations (Level 3 in the fair value hierarchy) using a discounted cash flow model, based on cash flow projections from business plans prepared by management. The Company considers the relationship between its market capitalization and its book value, as well as its weighted average cost of capital and the quarterly financial performances of each CGU when reviewing for indicators of impairment in interim periods. The Company performed annual impairment testing of goodwill and for non-goodwill CGUs also tested assets for impairment as of 30 September 2024 and subsequently assessed for indicators of impairment or reversal of impairment as of 31 December 2024. CGU Bangladesh is a non-goodwill CGU and therefore not subject to mandatory annual impairment testing. However, the CGU has limited headroom following the reversal of impairment in 2022 and is continuously monitored. We therefore performed valuation sensitivity tests to assess if a further impairment or reversal of impairment was required. Based on the assessment performed, we concluded that no impairment nor reversal was identified for CGU Bangladesh or any CGU.

Our principal risks *continued*

Risk increased: Risk decreased: Risk stable:

Liquidity and capital

Our business requires considerable financial capital in order to invest in the growth opportunities we identify. This requires us to manage a number of risks relating to capital and liquidity. These include:

2024	Risk	Examples of how we mitigate	Some examples of 2024 developments
Risk decreased	Liquidity risk since as a holding company, VEON Ltd. depends on the performance of its subsidiaries and their ability to pay dividends, and may therefore be affected by changes in exchange controls and dividends or currency restrictions in the countries in which its subsidiaries operate, as well as the ongoing war between Russia and Ukraine, impacting local economies and our operations in those countries.	The Company monitors its risk to a shortage of funds using a recurring liquidity planning tool. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bonds, bank overdrafts, bank loans and lease contracts.	During February 2024, the company repaid USD250 million of RCF commitments due to mature in March 2024. In March 2024, the company repaid the remaining amount USD805 million, originally due in March 2025 and canceled the RCF. The repayment of the outstanding amount and the cancellation of the RCF reduced VEON's interest expenses, in line with our effective cash and balance sheet management strategies. In 2024, the Company re-obtained credit ratings from Fitch and S&P, which will help to facilitate its return to the capital markets for future opportunistic financings. Furthermore, as part of our "asset light" strategy, we are focused on exploring opportunities to monetize our network infrastructure. On 28 May 2024, VEON announced that it signed a share purchase agreement (SPA) for the sale of its 49% stake in Kazakh wholesale telecommunications infrastructure services provider, TNS Plus LLP (TNS+), included within the Kazakhstan operating segment, to its joint venture partner the DAR group of companies for total deferred consideration of USD138 million. Accordingly, the sale was completed on 30 September 2024 and the Company recognized a USD66 million gain on disposal of TNS+, which includes the recycling of currency translation reserve in the amount of USD44 million. In November 2024, the Company received USD38 million of the total deferred consideration and the remaining USD100 million was received in February 2025. In line with our asset light strategy, on 5 December 2024, PMCL signed an amalgamation agreement with Engro Corporation Limited (Engro Corp). Under the amalgamation agreement, PAK Tower Company will vest into Engro Connect, Engro Corp's subsidiary, via a scheme of arrangement (Scheme). The Scheme is subject to sanctioning by court as well as customary regulatory approvals in Pakistan. Upon completion of the Scheme, PMCL will continue to lease PAK Tower Company's tower infrastructure under a long-term agreement. The arrangement is subject to the customary legal and regulatory approvals in Pakistan. As part of the arrangement, Engro Corp will pay Jazz an amount of approximately USD188 million and will guarantee the repayment of Deodar's intercompany debt in the amount of USD375 million. In line with our asset-light strategy, in November 2023, Banglalink sold 2,012 sites to Summit Towers Limited (Summit). The transaction agreement with Summit is for an initial period of 12 years, with 7 renewals of 10 years each (at Banglalink's option). There is also a commitment for 914 new Build-to-Suit (BTS) sites to be rolled out over the next 10 years and to provide a right-of-first-refusal on the fiber requirements of Banglalink.
Risk decreased	Debt service risks given that substantial amounts of indebtedness and higher Debt service obligations could materially impact our cash flow and affect our ability to raise additional capital, especially in case of breach of covenants, significant FX volatility or impaired ability to generate revenue due to the ongoing war between Russia and Ukraine.	Our policy is to create a balanced debt maturity profile and to use market opportunities to extend the maturity and reduce the cost of its borrowings as they arise.	In June 2024, VEON Holdings executed an early redemption of its September 2025 and September 2026 notes. These notes were fully repaid on 18 June 2024.
Risk decreased	Access to capital since VEON's substantial amounts of indebtedness and debt service obligations may not be fully covered by our cash flows, while VEON has re-obtained credit ratings from Fitch and S&P, we may experience difficulty accessing capital markets or may only be able to raise additional capital at significantly increased costs.	We monitor our risk of a shortage of funds using a recurring liquidity planning tool. Our objective is to maintain a balance between continuity of funding and flexibility through the use of bonds, bank overdrafts, bank loans and lease contracts.	As of 31 December 2024, 38% of the Company's debt (2023: 32%) will mature in less than one year based on the carrying value of bank loans, bonds and other borrowings. The Company has sufficient HQ liquidity to meet its HQ maturities and local market access to address local maturities, in part due to the Company's execution of certain steps in furtherance of its asset-light digital operator strategy, as detailed above.

Our principal risks *continued*

Risk increased: Risk decreased: Risk stable:

Liquidity and capital

2024	Risk	Examples of how we mitigate	Some examples of 2024 developments
Risk stable	Banking and Financial Counterparty risk given that the banking systems in many countries in which we operate remain underdeveloped and there are a limited number of creditworthy banks in these countries with which we can conduct business. In addition, restrictions on international transfers, foreign exchange or currency controls and other requirements might restrict our activity in certain markets in which we have operations, including as a result of the ongoing war between Russia and Ukraine.	The primary objective of our capital management is to ensure that it maintains healthy capital ratios, so as to secure access to debt and capital markets at all times and maximize shareholder value. We manage our capital structure and make adjustments to it in light of changes in economic conditions.	There were no changes made in the Company's objectives, policies or processes for managing capital during 2024, however as a result of the unstable environment we put more emphasis on safeguarding liquidity and also counterparty risk management in light of the high cash balances.
Risk stable	The risk for VEON with the recent increase in central bank interest rates primarily revolves around the impact on financial stability and market conditions. As central banks raise rates to combat inflation, this could lead to tighter financial conditions, increased borrowing costs, and heightened economic uncertainty, all of which can affect corporate profitability and operational costs.	We adopt a prudent approach to managing our balance sheet leverage increasing the level of our local currency borrowing and maintaining borrowing headroom in our revolving credit facilities. VEON manages its interest rate risk exposure through a portfolio of fixed and variable rate borrowings. Management anticipates that the funds necessary to meet our current and expected capital requirements in the foreseeable future (including with respect to any possible acquisitions) will continue to come from: i) cash we currently hold; ii) operating cash flows; iii) proceeds of assets classified as held for sale; iv) borrowings under syndicated bank financings, including credit lines currently available to us, and private credit financings; and v) issuances of debt securities on local and international capital markets.	In April 2024, PMCL issued a short term PKR sukuk bond of PKR15 billion (USD52 million) and issued second short-term PKR sukuk bond of PKR15 billion (USD54 million in October 2024 having a maturity of six months for both the bonds. The proceeds of second issuance were used to refinance the first issuance. The coupon rate was three months Karachi Interbank Offered Rate (KIBOR) plus 25 bps and three months KIBOR minus 10 bps per annum respectively. In May 2024, PMCL secured a syndicated credit facility of up to PKR75 billion (USD270 million) including green shoe option of PKR15 billion with a tenor of 10 years. PMCL utilized PKR65 billion (USD232) from this facility through drawdowns in May, June and July 2024. On 25 September 2024 KaR-Tel Limited Liability Partnership (KaR-Tel) signed a new bilateral credit facility with JSC Nurbank of KZT21 billion (USD42) with a maturity of five years. The interest rate on this facility is National Bank of Kazakhstan base rate plus 1.25%, with the interest being fixed until maturity for each tranche drawn under the facility. Kar-Tel fully utilized the facility. On 6 September 2024 Unitel LLC signed a new credit facility agreement with Hamkor Bank for UZS200 billion (US15) with a maturity of two years and an interest rate of 25.80% per annum. Unitel LLC fully utilized the facility. On 7 October 2024, Unitel LLC signed a new credit facility agreement with JSC "National Bank for Foreign Economic Activity of the Republic of Uzbekistan" for UZS191.3 billion (USD4 million) with a maturity of two years and an interest rate of 22% per annum. During November 2024, Unitel LLC utilized the full amount from this facility. During November 2024, PMCL signed new short-term facilities of PKR84 billion (USD302 million) from different local banks and withdrew PKR68 billion from these short-term facilities. The tenure of these facilities ranges from three to six months. The interest rate is 3 or 6 months Karachi Interbank Offered Rate (KIBOR) minus 300 bps per annum.
Risk stable	Given VEON's structure as a holding company and the ongoing challenges in extracting cash from regions like Ukraine amid wartime conditions, it is crucial to highlight the associated risks to financial stability. The difficulty in repatriating funds due to geopolitical instability, regulatory changes, and disruptions in the financial system directly affects VEON's liquidity and financial operations across its subsidiaries. These challenges can limit the Group's overall financial flexibility, impacting its ability to make timely investments and meet debt obligations.	The Company's Board of Directors manages these risks with the support of the treasury function, which proposes the appropriate financial risk governance framework for the Group, identifies and measures financial risks and suggests mitigating actions. The Company's Board of Directors approves the financial risk management framework and oversees its enforcement.	Restrictions applicable in Ukraine to all foreign-owned companies have already led to restrictions on the upstreaming of dividends from Ukraine to VEON, prohibitions on renting state property and land, prohibitions on participation in public procurement impacting B2G revenue and restrictions on making payments abroad, including to foreign suppliers (with a small number of exceptions expressly provided by law, or on the basis of separate government approvals). Currently, it is not possible to predict how long the martial law in Ukraine will last or how long the restrictions will last. As of 31 December 2024, USD437 million (2023: USD151 million) of cash at the level of Ukraine was subject to currency restrictions that limited the ability to upstream the cash or make certain payments outside the country, but these balances are otherwise freely available to the Ukrainian operations.

Our principal risks *continued*

Risk increased: Risk decreased: Risk stable:

Operational

2024	Risk	Examples of how we mitigate	Some examples of 2024 developments
Risk stable	Cyber attacks and other cybersecurity threats, to which telecommunications providers are vulnerable given the open nature of their networks and services, could cause financial, reputational and legal harm to our business should these succeed in disrupting our services and result in the leakage of customer data or of our intellectual property.	We monitor and log our network and systems, and keep raising our employees' security awareness through training, and operate a structured vulnerability scanning process within our security operations centers.	In response to the attack. VEON and Kyivstar conducted a thorough investigation, together with outside cybersecurity firms, to determine the full nature, extent and impact of the incident and to implement additional security measures to protect against any recurrence. The Ukrainian government also conducted an investigation to support the recovery efforts. All investigations were concluded as of 30 June 2024, and have resulted in an in-depth analysis into details of how the attack was executed and how this can be prevented in the future. Kyivstar has initiated remediation and mitigation actions to reduce current risks and establish a robust framework to manage evolving cyber threats, protect business continuity and maintain customer trust by investing in immediate response actions, enhanced security infrastructure, proactive threat management, compliance with cybersecurity regulations and standards, employee awareness, and long-term adaptive measures. In 2024, we conducted penetration tests in each of our operating companies to identify vulnerabilities which may pose serious cybersecurity risks to the Group. In addition, in June and July 2024 we commissioned an independent third-party service provider to perform a cybersecurity maturity assessment on all VEON Group entities against the U.S. National Institute of Standards and Technology (NIST) Cyber Security Framework (CSF) to qualitatively and factually assess each OpCo's cybersecurity process and capabilities against industry best practices. The aim of the NIST CSF assessment was to get a better understanding of the cybersecurity maturity level at each of our operating companies to facilitate the development of a targeted cybersecurity plan for each operating company based on its assessed cybersecurity maturity level. Following, the NIST assessment, each operating company was issued a set of recommendations specific to that operating company to address each domain in the NIST cybersecurity framework in order to achieve the desired maturity level. The implementation of such recommendations were monitored and tracked at the HQ level.
Risk stable	Network stability and business continuity risks given that our equipment and systems are subject to damage, disruption and failure for various reasons, including as a result of the ongoing war between Russia and Ukraine.	Each OpCo monitors the business continuity risks and ensures appropriate mitigation action plans, activities and systems are put in place to minimize risks of network instability and disruption.	VEON has a monthly cybersecurity forum to allow for structured and consistent governance throughout the Company, which is used to enforce the implementation of our cybersecurity policy, share best practices, lessons learned, industry developments and other industries' experiences. We have also established and continue to improve our VEON Group-wide horizontal experience exchange mechanism to share best practices in cybersecurity as well as to report and track operational alarms, ongoing attacks and more across operating companies to enable us to respond to cyber threats of global scale. As a modernized and global telecommunications and digital business we are focused on the development, improvement and maintenance of our information technology and cybersecurity systems as well as to the development and execution of our cybersecurity policy. Focus has recently been given to the development, improvement and maintenance of our information technology and cybersecurity systems as well as to the development and execution of our cybersecurity policy. We have recently upgraded our anti-phishing safeguards and content management systems. We have also initiated and completed upgrades to our digital business support systems (DBSS) across all of our operating companies in Bangladesh, Pakistan, Ukraine, Kazakhstan and Uzbekistan

Our principal risks *continued*

Risk increased: Risk decreased: Risk stable:

Operational

2024	Risk	Examples of how we mitigate	Some examples of 2024 developments
Risk increased	Challenges in local implementation of our strategic initiatives, which could be affected by a variety of unforeseen issues, including (but not limited to) technological limitations, regulatory constraints and insufficient customer engagement.	We divest businesses or assets, particularly network infrastructure and tower assets. Our success with any divestiture is dependent on effectively separating the divested asset from our business and minimizing overhead costs.	As part of our initiative to digitize our core telecommunications business, ensuring we address 4G penetration levels across the Group is vital as 4G services remain a core enabler of our digital strategy. We intend to continue focusing on increasing our capital investment efficiency, including with respect to our IT, network, and distribution costs. We have secured network-sharing agreements and intend to maintain our focus on achieving an asset-light business model in certain markets, where we own only the core assets needed to operate our business. Across our markets, we are looking into opportunities to create stand-alone entities for our infrastructure assets and encourage industry-wide efficient usage of these companies. In certain markets, we have progressed with tower deals which include the sale of our assets in exchange for long-term service agreements, liberating time and resources for our operators to focus on customer-facing and digital initiatives. On 28 May 2024, VEON announced that it signed a share purchase agreement (SPA) for the sale of its 49% stake in Kazakh wholesale telecommunications infrastructure services provider, TNS Plus LLP (TNS+), included within the Kazakhstan operating segment, to its joint venture partner the DAR group of companies for total deferred consideration of USD138 million. Accordingly, the sale was completed on 30 September 2024 and the Company recognized a USD66 million gain on disposal of TNS+, which includes the recycling of currency translation reserve in the amount of USD44 million. In November 2024, the Company received USD38 million of the total deferred consideration and the remaining USD100 million was received in February 2025. On 5 December 2024, PMCL signed an amalgamation agreement with Engro Corporation Limited (Engro Corp). Under the amalgamation agreement, PAK Tower Company will vest into Engro Connect, Engro Corp's subsidiary, via a scheme of arrangement (Scheme). The Scheme is subject to sanctioning by court as well as customary regulatory approvals in Pakistan. Upon completion of the Scheme, PMCL will continue to lease PAK Tower Company's tower infrastructure under a long-term agreement. The arrangement is subject to the customary legal and regulatory approvals in Pakistan. As part of the arrangement, Engro Corp will pay Jazz an amount of approximately USD188 million and will guarantee the repayment of Deodar's intercompany debt in the amount of USD375 million. In November 2023, Banglalink sold 2,012 sites to Summit Towers Limited (Summit). The transaction agreement with Summit is for an initial period of 12 years, with 7 renewals of 10 years each (at Banglalink's option). There is also a commitment for 914 new Build-to-Suit (BTS) sites to be rolled out over the next 10 years and to provide a right-of-first-refusal on the fiber requirements of Banglalink.
Risk increased	Supply chain risks since we depend on third parties for certain services and products important to our business and there may be unexpected disruptions to supply chains due to a variety of factors, including regulatory (e.g. trade and export restrictions including those imposed as a result of the ongoing war between Russia and Ukraine), natural disasters, pandemics and similar unforeseen events.	We reduce our reliance on single vendors to the extent possible and opt for the use of alternative suppliers where possible and ensure compliance with the applicable licensing and approval requirements in case of sanctions and export control restrictions.	The Business Partner Code of Conduct establishes requirements and compliance responsibilities for each of our business partners (including, vendors, suppliers, agents, contractors, consultants, intermediaries, resellers, distributors, third-party service providers) with respect to local laws, regulations, rules, policies and procedures. The Group also has dedicated compliance professionals throughout our HQ and operating companies who manage and enforce our Group policies. We also have a "Speak Up" mechanism which provides an avenue for good-faith reporting of potential violations of Group policy or applicable law to senior management.

Our principal risks *continued*

Risk increased: Risk decreased: Risk stable:

Operational

2024	Risk	Examples of how we mitigate	Some examples of 2024 developments
Risk stable	Partnership risks given that we participate in strategic partnerships and joint ventures in a number of countries on the basis of agreements that may affect our ability to execute our strategic initiatives and, require the consent of our partners to withdraw funds and dividends from these entities.	We conduct risk-based due diligence on our business partners and mitigate apparent risks through contractual requirements, representations, indemnities, warranties, etc. We regularly monitor the media presence and reputations of our partners and respond accordingly. We remain committed to simplifying our business structure, which extends to our local partnerships.	We participate in strategic partnerships and joint ventures in a number of countries, including our telecommunications business in Kazakhstan, a digital health service platform in Ukraine (Helsi Ukraine) and a long-term services agreement (with Summit Towers Limited) in respect of our network assets in Bangladesh. We also hold minority investments in e-commerce platforms in Bangladesh (ShopUp) and Pakistan (Dastgyr). On 28 May 2024, VEON announced that it signed a share purchase agreement (SPA) for the sale of its 49% stake in Kazakh wholesale telecommunications infrastructure services provider, TNS Plus LLP (TNS+), included within the Kazakhstan operating segment, to its joint venture partner the DAR group of companies for total deferred consideration of USD138 million. Accordingly, the sale was completed on 30 September 2024 and the Company recognized a USD66 million gain on disposal of TNS+, which includes the recycling of currency translation reserve in the amount of USD44 million. In November 2024, the Company received USD38 million of the total deferred consideration and the remaining USD100 million was received in February 2025. On 26 March 2024, the Company announced that it signed a share purchase agreement (Kyrgyzstan SPA) for the sale of its 50.1% indirect stake in Beeline Kyrgyzstan to CG Cell Technologies, which is wholly owned by CG Corp Global, for cash consideration of USD32 million. Completion of the sale of VEON's stake in Beeline Kyrgyzstan, which is held by VIP Kyrgyzstan Holding AG (an indirect subsidiary of the Company), is subject to customary regulatory approvals and preemption right of the Government of Kyrgyzstan in relation to acquisition of the stake.
Risk stable	Infrastructure risks given that the physical infrastructure in some of our markets is in poor condition and may require significant investment by local governments or additional substantial and ongoing expenditures by us, in order to sustain our operations, in addition to the risk of maintaining our infrastructure in Ukraine and responding to the ongoing war as it develops further.	We are committed to staying at the forefront of technological advancements, developing and marketing innovative products, and continuously updating our facilities and process technology.	We have incurred and will continue to incur additional expenditures to maintain and repair our mobile and fixed-line telecommunications infrastructure in Ukraine as a result of any damage inflicted on our infrastructure due to the ongoing war, as well as for security, increased energy costs, and related operational and capital expenditures. We have installed additional generators and batteries, 2,656 generators (SDG, MDG, SDG 3rd party) and 44,000 Lifo4 batteries (48V 100Ah) respectively, to ensure backup capacity in order to meet certain regulatory requirements.
Risk stable	The loss of important intellectual property rights and third-party claims that we have infringed on their intellectual property rights could significantly harm our business.	We rely on trademark and copyright law, trade secret protection and confidentiality or license agreements with our employees, customers, partners and others to protect our proprietary rights.	Our logos, trade names and similar intellectual property, including our rights to certain domain names, are important to our continued success. For example, our widely-recognized logos and trade names of our businesses in Ukraine (Kyivstar), Pakistan (Jazz) and Bangladesh (Banglalink) have very strong brand awareness in their respective markets.

Our principal risks *continued*

Risk increased: Risk decreased: Risk stable:

Operational

2024	Risk	Examples of how we mitigate	Some examples of 2024 developments
Risk stable	The ongoing war between Russia and Ukraine and its direct and indirect consequences have impacted and, if the war continues or escalates, may continue to significantly impact VEON's results and aspects of its operations in Ukraine. We may need to record future impairment charges in Ukraine or CGUs, which could be material, if the war continues or escalates and/or due to macroeconomic conditions.	We remain committed to restoring our infrastructure in Ukraine, ensuring that our network assets are repaired promptly and effectively, even amidst ongoing challenges.	We have managed to repair most of our network assets in Ukrainian territory not under Russian occupation. However, there is no assurance that our network will not sustain further damage or that such damage can be repaired promptly as the war continues. Additionally, with the increased targeting of Ukraine's electrical grid, we have faced challenges in ensuring our network assets have a power source. We have installed additional generators and batteries to ensure sufficient energy backup capacity to meet regulatory requirements.
Risk stable	Risk related to spectrum and license rights, and the potential for increases in the costs of such rights, given that the success of our operations depends on acquiring and maintaining spectrum and licenses in each of our markets, most of which are granted for specified terms with no assurance that they will be renewed once expired, or at what price.	Our Group GR team actively advocates with telecommunication authorities across our OpCos to secure necessary frequency allocations, mitigating risks related to limited and expensive spectrum availability, and ensuring we can expand our customer base while maintaining high-quality service	On 20 November 2024, VEON announced that its wholly-owned subsidiary in Ukraine, Kyivstar, has successfully acquired 2x5 MHz spectrum in the 2100 MHz band and 40 MHz spectrum in the 2300 MHz band. Kyivstar will invest approximately UAH1.43 billion (USD34 million) in the Ukrainian economy through this spectrum acquisition.
Risk stable	Interconnection agreements with other operators upon which the economic viability of our operations depends. A significant rise in these costs, or a decrease in the interconnection rates we earn, could impact the financial performance of our business, as could adverse local regulation of Mobile Termination rates (MTRs), which govern the rates at which carriers compensate each other for carrying calls that originate on one another's networks.	VEON aims to secure the interconnection and roaming agreements on cost-effective terms since it is important to the economic viability of our operations.	

Our principal risks *continued*

Risk increased: Risk decreased: Risk stable:

Legal

2024	Risk	Examples of how we mitigate	Some examples of 2024 developments
Risk stable	Regulatory, legal and compliance risks given that the telecommunications industry is highly regulated and we are subject to a large number of laws and regulations (including anti-corruption laws and laws restricting foreign investment) which change from time to time, vary between jurisdictions and can attract considerable costs, including fines and penalties, with respect to regulatory compliance.	We maintain good bilateral relationships with the regulatory authorities in our operating markets to order to help us understand and adapt to their concerns with respect to local regulations.	As of 31 December 2024, VEON has not been named as a target of United States (US), European Union (EU), or United Kingdom (UK) sanctions as a consequence of LetterOne being a 45.5% shareholder in VEON.
Risk stable	Sanction and export control risks as we are subject to laws and regulations prescribed by various jurisdictions, including the U.S., the U.K. and the EU, depending on the transaction or business dealing, especially in connection with the ongoing war between Russia and Ukraine. Applicable requirements remain subject to change and may impact our ability to conduct business in certain countries and with certain parties with which we have services, supplies or other business arrangements. The risk of export restrictions for Chinese vendors has also gained relevance at the end of 2023.	We closely monitor the developments related to international economic sanctions and export controls to comply with applicable sanctions and export control requirements and restrictions. We operate a policy of diverse sourcing with respect to equipment suppliers to ensure that we are not overly reliant on any single vendor should a supply disruption arise, including as a consequence of the imposition of sanctions and export control laws.	Management has actively engaged with sanctions authorities where appropriate. On 18 January 2023, VEON announced that the U.S. Department of the Treasury, Office of Foreign Assets Control (OFAC) replaced the General License 54 originally issued on 18 November 2022, with General License 54A to now include both VEON Ltd. and VEON Holdings. This general license authorizes all transactions ordinarily incident and necessary to the purchase and receipt of any debt or equity securities of VEON Ltd. or VEON Holdings that would otherwise be prohibited by section 1(a)(i) of Executive Order (E.O.) 14071. OFAC General License 54A applies to all debt and equity securities of VEON Ltd. or VEON Holdings that were issued before 6 June 2022, and confirms that the authorization applies not only to the purchase and receipt of debt and equity securities, but also to transactions ordinarily incident and necessary to facilitating, clearing and settling of such transactions. This General License ensures that all market participants can trade the relevant securities with confidence that such trading is consistent with E.O. 14071, which targeted “new investment” in Russia. On 18 January 2023, OFAC has replaced the General License 54 originally issued on 18 November 2022, with General License 54A to now include both VEON Ltd. and VEON Holdings B.V. VEON has engaged external counsel to assess the impact of sanctions on certain beneficial owners and provide legal guidance on mitigating the reputational and operational impacts. This helps VEON stay informed about the potential risks and take appropriate actions to mitigate them.
Risk stable	Unpredictable tax claims, decisions, audits and systems, as well as changes in applicable tax treaties, laws, rules or interpretations give rise to significant uncertainties and risks that could complicate our tax planning and business decisions.	Developments in tax legislation and requirements as well as tax claims and decisions are monitored by local tax teams with oversight from HQ to ensure compliance with tax reporting and timely mitigation of possible tax disputes and audits.	
Risk stable	Unethical or inappropriate behavior, including potentially bribery and corruption, which could result in fraud or a breach of regulation or legislation and could, in turn, expose VEON to significant penalties, criminal prosecution and damage to our brand and reputation.	Our Ethics and Compliance and Legal teams maintain oversight and expertise from HQ and rely on dedicated local teams with knowledge of the legal and regulatory requirements of each of our operating markets and supplement with advice from external counsel when required. We maintain an Ethics and Compliance program, which includes a comprehensive approach to detecting, investigating, remediating and reporting misconduct, as well as fostering a strong Tone at The Top (TaTT) to encourage discussions about behavior and values and to optimize the cooperation and communication between HQ and OpCos to ensure appropriate standards of behaviors are communicated throughout the Group and enforced locally.	The Company’s zero tolerance for bribery is underpinned by VEON’s Anti-bribery and Corruption policy, which outlines the Company’s risks related to bribery and corruption, highlights VEON Group personnel’s responsibilities under the relevant anti-corruption laws and Company policies, and provides the tools and support necessary to identify and combat those bribery and corruption risks. Other related policies include the Anti-money Laundering and Counter-Terrorist Financing Policy (AML/CTF Policy), Sanctions and Export Controls Policy, Conflict of Interest Policy, Third Party Risk Management Policy, Group Contracting Framework and Speak Up: Raising Concerns and Non-Retaliation Policy.

Our principal risks *continued*

Risk increased: ↑ Risk decreased: ↓ Risk stable: =

Legal

2024	Risk	Examples of how we mitigate	Some examples of 2024 developments
=	As VEON expands into Digital and Mobile Financial Services (DFS and MFS) beyond its traditional telecommunications offerings, the Company faces increased regulatory risks associated with AML and Counter-Terrorism Financing (CTF). These regulations necessitate the implementation of stringent systems and controls to detect, prevent, and report potential financial abuses. The expansion into DFS and MFS introduces complexities due to the high volume and cross-border nature of digital transactions, requiring VEON to comply with diverse international and local compliance standards. Non-compliance could result in severe penalties, including financial fines, sanctions, and reputational damage, underscoring the need for VEON to continuously invest in robust compliance frameworks and staff training to manage these risks effectively.	We maintain appropriate know-your-customer (KYC) and AML controls across our DFS and MFS products and services as required by local rules and international best practices.	In line with our Anti-money Laundering and Counter-Terrorist Financing Policy (AML/CTF Policy), we conduct e-learning programs and in-person training sessions tailored for employees in our Digital Financial Services (DFS) business to strengthen awareness and compliance with AML/CTF requirements.
=	Data privacy risks since we collect and process customer personal data, we are subject to an increasing amount of data privacy laws and regulations. In some cases these laws and regulations also bring restrictions on cross-border transfers of personal data and surveillance-related requirements.	We maintain a privacy program that includes data privacy controls such as privacy assessments, data breach response and individual rights processes, to ensure we comply with EU and local data privacy laws for the collection and processing of personal data for our services, human resource management and compliance processes.	Although we have moved our headquarters to the DIFC and exited our historical European operations, the EU's data protection regime still applies to us to some extent. The processing of personal data by a certain number of our entities, including our Amsterdam office, is subject to the EU GDPR directly. In addition, our operations in other markets, such as Ukraine, may also become subject to GDPR considering the extraterritorial effect of the legislation (for example, GDPR applies if such operations involve the offering of goods or services to, or monitoring the behavior of, individuals in the European Union). Further European Union legislation, such as the draft ePrivacy Regulation, could affect us to a greater degree. Unlike the current ePrivacy Directive, the draft ePrivacy Regulation will likely apply to Over the Top (OTT) service providers as well as traditional telecommunications service providers. Our entities established in the European Union which process such electronic communications data are likely to be subject to this regime.

Our principal risks *continued*

Risk increased: ↑ Risk decreased: ↓ Risk stable: =

Legal

2024	Risk	Examples of how we mitigate	Some examples of 2024 developments
=	VEON Ltd. is a Bermuda incorporated exempt company that, while currently headquartered in the United Arab Emirates with its principal place of business in Dubai, is governed by Bermuda law, which may affect your rights as a shareholder or holder of ADSs, including your ability to enforce civil liabilities under U.S. securities laws. Additionally, as a foreign private issuer within the meaning of the rules of Nasdaq, we are subject to different Nasdaq governance standards than U.S. domestic issuers, which may afford less protection to holders of our ADSs.	VEON appreciates the importance of good corporate governance in supporting the delivery of our strategy. We also recognize our duties to comply with the requirements of our ultimate parent entity, an exempted Bermuda company, limited by shares, with ADSs listed on NASDAQ. We aspire to implement best practice in corporate governance as appropriate to our company structure and operating model.	As a Bermuda incorporated exempt company with ADSs listed on the Nasdaq Capital Market, we are permitted to follow “home country practice” in lieu of certain corporate governance provisions under the Nasdaq listing rules that are applicable to U.S. companies.
=	Various factors may hinder the declaration and payment of dividends and the holders of our ADSs may not receive distributions on our common shares if it is illegal or impractical to make them available to them.	The Company’s dividend policy is set by VEON’s Board of Directors, taking into account medium-term investment opportunities and our capital structure.	The payment of dividends are subject to the discretion of our board. For the years ended 31 December 2024, 2023 and 2022, we did not pay a dividend. Various factors may cause our board to determine not to pay dividends or not to increase dividends. Such factors include our financial condition and prospects, our earnings, shareholders equity and equity free cash flow, the movement of the U.S. dollar against our local currencies, such as the Pakistani rupee and the Ukrainian hryvnia, our leverage, our capital requirements, contractual and currency restrictions in our countries of operation, the economic outlook of markets in which we operate, legal proceedings and other such factors as our board may consider relevant. The depository of our ADSs has agreed to pay holders of our ADSs the cash dividends or other distributions it or the custodian for our ADSs receive on our common shares (or other deposited securities) after deducting its fees and expenses. Holders of our ADSs will receive these distributions in proportion to the number of our common shares that their ADSs represent. However, the depository is not responsible for making such payments or distributions if it is unlawful or impractical to make a distribution available to any holders of ADSs or if there are any government approvals or registrations required for such distributions that cannot be obtained after reasonable efforts made by the depository.