



## **Digital and Innovation Committee Charter**

### **Purpose**

The purpose of the Digital and Innovation Committee (the “**Committee**”) is to assist and advise the Board of Directors (the “**Board**”) of VEON Ltd. (the “**Company**”, and together with its subsidiaries, the “**VEON Group**”) regarding the Company’s digital strategy and implementation of new, innovative technologies and products. The specific responsibilities of the Committee are set out further in this Charter.

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

### **Membership**

The Committee shall consist of at least three members (each of whom shall be members of the Board). Committee members shall be appointed or re-appointed annually, at the first Board meeting following each annual general meeting of the Company, by the affirmative vote of a majority of the directors attending the meeting. 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. Subject to the above requirements and the Company’s Bye-laws, the Board shall have the power at any time to change the Committee’s membership and to fill any vacancies on the Committee.

### **Meetings**

The Committee shall meet at such times and places as are 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 shall apply to Committee meetings as apply to Board meetings pursuant to the Company’s Bye-laws. 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. Meetings may be called by the chairman of the Committee (if one is appointed by the Board) or by the chairman of the Board. Unless otherwise authorized by an amendment to this Charter, the Committee shall not delegate any of its authority to any subcommittee.

### **Authority and Responsibilities**

The Committee shall review, consider and make recommendations to the Board regarding:

- the VEON Group’s digital strategy, with a focus on technical and commercial innovations, priorities and allocation of resources; and
- measurement and tracking to assess the success of innovation efforts.

Further, the Committee shall perform an annual self-evaluation of the Committee’s performance and annually reassess the adequacy of and, if appropriate, propose to the Board any desired changes to this Charter.

## **Structure and Operations**

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

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 as the Committee requests. Attendance by any directors who are not members of the Committee shall be on a non-voting basis. The Committee may exclude from its meetings anyone (other than a Committee member) the Committee deems appropriate.

The Committee shall maintain 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 reports by the chairman 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 a majority of the Board.

## **Availability**

This Charter will be made available on the Company's website at [www.VEON.com](http://www.VEON.com).