

SUPERVISORY BOARD PROFILE

OF

AZERION GROUP N.V.

This profile was prepared by the Supervisory Board on 1 February 2022

1. GENERAL

- 1.1. This profile was prepared in accordance with clause 2 of the rules for the supervisory board of Azerion Group N.V. (the "**Supervisory Board**") (as amended from time to time, the "**Supervisory Board Rules**").
- 1.2. Expressions used in this profile have the meaning given to them in the Supervisory Board Rules. The purpose of this profile is to provide guiding principles for the appointment of members of the Supervisory Board.

2. COMPOSITION

- 2.1. The composition and the qualities of the Supervisory Board need to be aligned with the profile and strategy of Azerion Group N.V. (the "**Company**") and should be in keeping with the Company's business, size, culture and geographical spread and its status as a listed company.
- 2.2. The composition of the Supervisory Board shall be such that the combination of experience, expertise and independence of its members enables the Supervisory Board to properly carry out its duties. The Supervisory Board should have a diverse composition in terms of nationality, gender and age which accounts for the fair balance, as further set out in the diversity policy of the Company.
- 2.3. The Supervisory Board should be of sufficient size that the balance of skills and experience is appropriate for the requirements of the business. The Supervisory Board shall consist of at least three members.
- 2.4. Each member of the Supervisory Board shall be capable of assessing the broad outline of the overall policy. Each member of the Supervisory Board shall have the specific expertise required for the fulfillment of the duties assigned to the role designated to him or her within the framework of this profile.
- 2.5. The Supervisory Board as a whole aims to meet the following qualifications:
 - management strategy experience and understanding of the risks inherent to the Company's business;
 - understanding of managing large organisations with international activities;
 - affinity with and knowledge of the media, technology and digital entertainment

businesses in general, and the Company specifically;

- expertise in finance, business economics, compliance procedures and risk management;
- an understanding of the markets in which the Company is active;
- marketing and sales experience;
- an understanding of corporate human resource management, employee relations and remuneration related issues;
- understanding of information technology systems; and
- an understanding of legal affairs and corporate governance.

3. AVAILABILITY

- 3.1. Each member of the Supervisory Board shall have sufficient time available for the proper performance of his or her duties. Members of the Supervisory Board should be sufficiently free of other commitments to be able to devote the time needed to prepare for meetings and participate in induction, training, appraisal and other Supervisory Board associated activities.
- 3.2. Any potential candidate for the position of members of the Supervisory Board will be required to give a comprehensive overview of its current and past positions.

4. INDEPENDENCE

- 4.1. The composition of the Supervisory Board is such that the members are able to operate independently and critically *vis-à-vis* one another, management, and any particular interests involved.
- 4.2. In order to safeguard the independence of the members of the Supervisory Board, the Supervisory Board takes into account the independence criteria listed in best practice principles 2.1.7 and 2.1.8 of the Dutch Corporate Governance Code, subject to the designation right of Principion Holding B.V. and the provisions of the Relationship Agreement.
- 4.3. The chairperson of the Supervisory Board shall not be a former member of the Management Board and shall be independent within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code.

5. MISCELLANEOUS

- 5.1. This profile will guide the selection, appointment and remuneration committee and the Supervisory Board on the occasion of the nomination of members of the Supervisory Board. It will be reviewed and updated by the Supervisory Board periodically.
- 5.2. This profile shall be published on the website of the Company.