

VOTING PROXY AND INSTRUCTION

Proxy for the annual general meeting (the "**AGM**") of Azerion Group N.V. (the "**Company**"), to be held at 14:00 CET on Thursday 16 June 2022 at the Radisson Blu Hotel Amsterdam Airport Schiphol, Boeing Avenue 2, 1119 PB Schiphol-Rijk, the Netherlands.

The undersigned:

If shareholder is a private person:

Name: _____

Address: _____

Holder of a [Dutch] / _____ passport with number _____¹

If the shareholder is a legal entity:

Company name: _____

Office address: _____

Legal representative(s)²: _____

Holder of a [Dutch] / _____ passport with number _____³

Number of shares held on the registration date (19 May 2022 at 17.30 CET): _____

(the "**Shareholder**")

herewith

1) grants a proxy to:

M.A.J. Cremers, civil-law notary in Amsterdam, the Netherlands, and/or her legal substitute and/or each civil-law notary of Stibbe (Beethovenplein 10, 1077 WM, Amsterdam, manon.cremers@stibbe.com)

¹ Please attach copy of passport.

² Please attach documents evidencing that the representative/signatory is hereby authorized to represent the company or legal entity (e.g. by means of an extract of the Trade Register evidencing the authority).

³ Please attach copy of passport.

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to be present at the abovementioned AGM on behalf of the undersigned, to sign the presence registration forms, participate in deliberations, speak, exercise voting rights that are connected to all the shares held by the undersigned in accordance with the instructions below, and do whatever the proxy holder may deem necessary, all with the authority of substitution.⁴

- 2) agrees to indemnify and to hold harmless the proxy holder against any claims, actions or proceedings made against the proxy holder and against any damages, costs and expenses that the proxy holder might incur in connection with this proxy.

This proxy is governed by Dutch law. Disputes, if any, with respect to this proxy shall be exclusively submitted to the competent Court in Amsterdam. This proxy and voting instruction form must have been received by M.A.J. Cremers, civil-law notary in Amsterdam, the Netherlands, at the offices of Stibbe (Beethovenplein 10, 1077 WM Amsterdam, the Netherlands) or, if sent in pdf-form electronically at her e-mail address manon.cremers@stibbe.com no later than 17:00 CET on 9 June 2022.

In the event the Shareholder later decides to attend the meeting he/she has the possibility to withdraw his/her proxy and voting instruction prior to the meeting, at the reception desk of the venue of the AGM.

Voting instruction

In case this proxy is granted without voting instructions it shall be deemed to include a voting instruction in favour of all proposals made by the Management Board and/or Supervisory Board where no voting instruction was given.

	Agenda item	In favour	Against	Abstain
1	Opening	n.a.	n.a.	n.a.
2	Report of the financial year 2021	n.a.	n.a.	n.a.
3	Remuneration Report 2021			
4 (a)	Adoption Annual Accounts 2021			
4 (b)	Dividend policy	n.a.	n.a.	n.a.
4 (c)	Profit appropriation over financial year 2021	n.a.	n.a.	n.a.
5	Discharge executive and non-executive members of the board			
6	Any other business	n.a.	n.a.	n.a.
7	Closing	n.a.	n.a.	n.a.

⁴ The proxyholder M.A.J. Cremers is authorized to share the voting instructions given by a shareholder with the Management Board and Supervisory Board of the Company, unless the shareholder explicitly states by email to manon.cremers@stibbe.com no later than 17:00 CET on 9 June 2022 that he/she does not consent to the sharing of the voting instructions given by him/her.



Please complete this voting proxy and instruction and send it on a timely basis to your bank or intermediary or the notary taking into account the deadline for registration. Your bank or intermediary must notify your presence at the meeting to ABN AMRO and state the number of shares held by you at the registration date of 19 May 2022 at 17.30 CET. Please instruct your bank or intermediary on a timely basis. If we have not received such confirmation via ABN AMRO, your vote will not be valid.

Signed at _____ Date _____

Signature (legal representative) shareholder _____