



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 15 June 2023 at the Radisson Blu Hotel Amsterdam Airport Schiphol, Boeing Avenue 2, 1119 PE Schiphol-Rijk, the Netherlands.

The undersigned:

If shareholder is a private person:

Name: _____

Address: _____

Holder of a [Dutch] / _____ passport with number¹ _____

Number of shares held on the registration date (18 May 2023 at 17.30 CET): _____

(the "**Shareholder**")

If the shareholder is a legal entity:

Company name: _____

Office address: _____

Legal representative(s)²: _____

Holder of a [Dutch] / _____ passport with number³ _____

Number of shares held on the registration date (18 May 2023 at 17.30 CET): _____

(the "**Shareholder**")

¹ Please attach copy of passport.

² Please attach document 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 passport.

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 ("**M.A.J. Cremers**") (Beethovenplein 10, 1077 WM, Amsterdam, manon.cremers@stibbe.com)

OR

.....,
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) or, if sent in pdf-form electronically at her e-mail address manon.cremers@stibbe.com no later than 17.00 CET on 8 June 2023.

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.

⁴ The proxy holder 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 8 June 2023 that he/she does not consent to the sharing of the voting instructions given by him/her.

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 2022	n.a.	n.a.	n.a.
3	Remuneration report 2022			
4 (a)	Adoption annual accounts 2022			
4 (b)	Profit appropriation over financial year 2022	n.a.	n.a.	n.a.
5 (a)	Discharge from liability of members of the Management Board for the performance of their duties in financial year 2022			
5 (b)	Discharge from liability of members of the Supervisory Board for the performance of their duties in financial year 2022			
6	Appointment of the external auditor			
7	Cancellation of treasury shares			
8	Amendment of the articles of association			
9 (a)	Delegation of the authority to resolve to issue shares and to grant rights to acquire shares to the Management Board			
9 (b)	Delegation of the authority to resolve to restrict or exclude pre-emptive rights upon the issue of shares or the right to acquire shares as described under 9.a to the Management Board			
10 (a)	Delegation of the authority to resolve to issue shares and to grant rights to acquire shares to the Management Board in connection with any long term incentive plan(s)			
10 (b)	Delegation of the authority to resolve to restrict or exclude pre-emptive rights upon the issue of shares or the right to			



	acquire shares as described under 10.a to the Management Board			
11	Renewal of the authorization for the Management Board to repurchase the Company's own ordinary shares			
12	Any other business	n.a.	n.a.	n.a.
13	Closing	n.a.	n.a.	n.a.

Please complete this voting proxy and instruction and send it on a timely basis to your bank or intermediary or the notary (M.A.J. Cremers) 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 18 May 2023 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 _____