

INVITATION TO THE EXTRAORDINARY GENERAL MEETING OF AZERION GROUP N.V.

Dear shareholder,

We have the pleasure of inviting you to the extraordinary general meeting ("**EGM**") of Azerion Group N.V. (the "**Company**"), to be held at 14.00 CET on 16 November 2023 at the Radisson Blu Hotel Amsterdam Airport Schiphol, Boeing Avenue 2, 1119 PB Schiphol-Rijk.

The shareholders will have the option to attend the EGM physically in person or to attend by proxy.

Management Board of Azerion Group N.V.

Schiphol-Rijk, 4 October 2023

AGENDA

1. Opening
2. Appointment of Mr. Zafer Karataş as member of the Supervisory Board with effect as of the end of the EGM on 16 November 2023 for a term of 4 years (*voting item*)
3. Appointment of Mr. Wim de Pundert as member of the Supervisory Board with effect as of the end of the EGM on 16 November 2023 for a term of 4 years (*voting item*)
4. Closing

EXPLANATORY NOTES TO THE AGENDA

Agenda item 2: Appointment of Mr. Zafer Karataş as member of the Supervisory Board with effect as of the end of the EGM on 16 November 2023 for a term of 4 years (*voting item*)

In accordance with article 17.2 of the Articles of Association, the Supervisory Board submits a nomination for the appointment of Zafer Karataş as member of the Supervisory Board. If appointed, Zafer Karataş will be serving as member of the Supervisory Board with effect as of the end of the EGM on 16 November 2023 for a term of 4 years until the end of the Annual General Meeting of Shareholders to be held in 2027.

Name:	Zafer Karataş
Age:	61
Nationality:	Turkish
Current Position:	Chairman of the Board of technology company MeritGrup
Previous relevant positions:	CEO of 3-D Bilisim A.S., Management position at KPN Telecom, Different management and consultancy positions at Intime Group and Nortel Networks
Other (board) positions:	Supervisory Board member of DVA Bilisim and Most Teknoloji.
Holder of shares in the Company:	Yes – 1,750,000 ordinary shares for a nominal value of €17,500 in total
Motivation:	Brings extensive experience in business management, M&A, reorganizations and financial audit.
Independent/Non-independent:	Independent

The terms and conditions of Mr. Zafer Karataş' contract comply with the Remuneration Policy of Azerion adopted on 31 January 2022.

The proposed appointment is consistent with the Supervisory Board Profile and also with the Diversity Policy.

Agenda item 3: Appointment of Mr. Wim de Pundert as member of the Supervisory Board with effect as of the end of the EGM on 16 November 2023 for a term of 4 years (*voting item*)

In accordance with article 17.2 of the Articles of Association, the Supervisory Board submits a nomination for the appointment of Wim de Pundert as member of the Supervisory Board. If appointed, Wim de Pundert will be serving as member of the Supervisory Board with effect as of the end of the EGM on 16 November 2023 for a term of 4 years until the end of the Annual General Meeting of Shareholders to be held in 2027.

Name:	Wim de Pundert
Age:	66
Nationality:	Belgian
Current Position:	Director of Noorderhoofd BV / Director of HTP Investments BV
Previous relevant positions:	Not applicable

Other (board) positions:	Member of the Supervisory Board of Knaus Tabbert AG
Holder of shares in the Company:	Yes by virtue of being an indirect shareholder of both HTP Capital Partners BV and Noorderhoofd BV, as well as a director of HTP Investments BV (entity that controls HTP Capital Partners BV) and Noorderhoofd BV
Motivation:	Brings extensive experience in setting and execution of business strategies, as well as a long and proven track record in investing, divesting and management of companies with a compelling value/growth proposition.
Independent/Non-independent:	Non-independent

The terms and conditions of Wim de Punder's contract comply with the Remuneration Policy of Azerion adopted on 31 January 2022.

The proposed appointment is consistent with the Supervisory Board Profile and also with the Diversity Policy.

GENERAL INFORMATION

Meeting documents

The Company is an international company and its corporate language is English. The EGM will therefore be conducted in English.

The agenda and the explanatory notes to the agenda, the Remuneration Policy, the Diversity Policy, the Supervisory Board Profile and the Articles of Association are available on the website of the Company www.azerion.com. These documents are also available for inspection at the office of the Company, Boeing Avenue 30, 1119 PB Schiphol-Rijk, the Netherlands, e-mail ir@azerion.com where copies can be obtained free of charge as well as via ABN AMRO Bank N.V. ("**ABN AMRO**") by e-mail ava@nl.abnamro.com.

Attendance instructions

Registration date

Shareholders may exercise voting rights if they hold shares in the share capital of Company on 19 October 2023 at 17:30 CET (the "**Registration Date**") and are registered as such in the administrations held by the banks and brokers that are intermediaries as defined under the Securities Giro Act (*Wet giraal effectenverkeer*) (the "**Intermediaries**").

Attending in person

Shareholders holding their shares in the giro system and who wish to attend the General Meeting in person or wish to authorise others to represent them at the General Meeting and are entitled to attend the General Meeting must register themselves at ABN AMRO via www.abnamro.com/evoting or through the Intermediary in whose administration the shareholder is registered as holder of shares of the Company, no later than 17:30 CET on 9 November 2023.

Holders of registered shares who wish to attend the meeting, must notify the Company by email to ir@azerion.com no later than 17:30 CET on 9 November 2023.

The Intermediary must provide to ABN AMRO, via www.abnamro.com/intermediary, no later than 14:00 CET on 10 November 2023 a statement identifying the number of shares held by the shareholder on the Registration Date and presented for registration, as well as the full address details of the shareholder concerned in order to be able to verify the shareholding on the Registration Date in an efficient manner.

The shareholder will receive from ABN AMRO, via the Intermediary, proof of registration (the "**Registration Card**") with a registration number by e-mail or by regular mail. This Registration Card will serve as an admission ticket to the General Meeting and should be brought to the General Meeting in order to gain admission in person.

Proxy and voting instructions

A shareholder who does not wish to attend the General Meeting in person may, without prejudice to the above with regard to registration, grant an electronic proxy with voting instructions to Ms. M.A.J. Cremers, civil-law notary in Amsterdam, the Netherlands, and/or her legal substitute and/or each civil-law notary of Stibbe via www.abnamro.com/evoting no later than 17:30 CET on 9 November 2023.

A shareholder may also grant a proxy in writing to a third party or to M.A.J. Cremers. For this a form is available free of charge at the offices of the Company and on the website www.azerion.com. The form must be completed and be received by 17:30 CET on 9 November 2023. This also applies for holders of registered shares.

A proxy can be granted with or without voting instructions. In case a 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 the Supervisory Board. 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 17:30 CET on 9 November 2023 that he/she does not consent to the sharing of the voting instructions given by him/her.

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 General Meeting.

Admission on the day of the EGM

Admission will take place at the reception desk at the venue of the General Meeting between 13:00 and 13.55 CET, with 14:00 CET being the start of the General Meeting on 16 November 2023. It is not possible to be admitted after this time. Attendees may be asked to identify themselves prior to being admitted to the meeting and are therefore requested to bring a valid identity document. Access may be declined in case no proof of registration or identification can be provided.

Questions prior and during to the EGM

Shareholders who wish to ask questions on any agenda item, are strongly encouraged to submit any questions in advance by sending an e-mail to ir@azerion.com. When submitting one or more questions please ensure to also provide your Registration Card number. Kindly note that the deadline for submitting questions is no later than 17:00 CET on 13 November 2023. Questions submitted before the deadline will be answered during the EGM. The Company may combine questions submitted if they relate to the same topic. Only questions relating to the agenda items will be answered.