

**MINUTES
of the
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
of
AZERION GROUP N.V.**

16 November 2023

Amsterdam, the Netherlands

1. Opening

Mr. Peter Tordoir (Chairman) opens the 2023 Extraordinary General Meeting of Shareholders of Azerion Group N.V. and welcomes the attendees to the EGM of the Company.

During this meeting, it will be proposed to appoint Mr. Zafer Karataş and Mr. Wim de Pundert as members of the Supervisory Board.

The Chairman comments on the fact that some of the shareholders attend this meeting in person and others are represented by proxy.

The Chairman confirms that all statutory requirements in calling the meeting have been met, resulting the meeting can validly adopt resolutions.

Before addressing the agenda items, the Chairman makes some practical announcements:

- The Chairman welcomes the member of the Company's Management Board: Mr. Umut Akpınar.
- The Chairman welcomes and introduces the attending members of the Company's Supervisory Board: Mrs. Katrin Brökelmann, Mrs. Florence von Erb, and Mr. Derk Haank. Mr. Derk Haank is present here, and the rest of the attending Board members are taking part in this meeting via Zoom.
- The Company's notary, Ms. M.A.J. Cremers is present and has received proxies of certain Shareholders to vote on the various voting items on their behalf.
- The Company's Secretary, Mrs. Eliane Koelmans is present to take the minutes of this meeting, for which purpose this meeting will also be recorded.

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 (decision)**

The Chairman moves on to agenda 2, pursuant to which it is proposed to the Shareholders to appoint Mr. Zafer Karataş as member of the Supervisory Board for a term of 4 years from the date of this meeting until the Annual General Meeting of Shareholders to be held in 2027.

Mr. Zafer Karataş (born 1962) brings extensive experience in Business Management, M&A, Reorganizations and Financial Audit. He is currently Chairman of the Board of technology company MeritGrup and a Supervisory board member of DVA Bilisim and Most Teknoloji.

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.

Upon request of the Chairman, Mr. Karataş shortly introduces himself.

QUESTIONS:

Mr. Tomic from the VEB asks what is the reason for this change in Board compositions, what expertise the new Board members are bringing to the Board, whether the current Board members are voluntarily stepping down, and whether or not the new Board members will be in a position to function independently. The Chairman answers that Mr. Haanck and himself are stepping down voluntarily and it was considered that new Board members from different backgrounds were required to support the rapid growth of the company and the increasing scale of its business. Given the background and the character of the two new Board members, the Chairman is convinced that they can act independently. Mr. Tomic also asks whether a new Chair and new committee members have already been identified. The Chairman answers that this is up to the new Supervisory Board and hence has not been resolved yet, but he expects that this will be decided upon quickly after the meeting.

VOTING 2:

The Chairman brings forward the proposal and confirms that, based on the votes that have been cast prior to and during the meeting, the General Meeting has approved the proposal with a majority of 99,99%.

Congratulations Zafer!

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 (decision)

The Chairman continues with agenda item 3, pursuant to which it is proposed to the Shareholders to appoint Mr. Wim de Pundert as member of the Supervisory Board for a term of 4 years from the date of this meeting until the Annual General Meeting of Shareholders to be held in 2027.

Mr. Wim de Pundert (born 1957) has been active as an investor and entrepreneur since the early 1990s, including through the use of buy and build and market consolidation strategies. Mr. De Pundert founded HTP Investments, a shareholder of Azerion, together with Klaas Meertens. He is also a member of the supervisory board of Knaus Tabbert AG, a European manufacturer of caravans and mobile homes listed on the Frankfurt Stock Exchange. Mr. De Pundert qualifies as a non-independent director.

The terms and conditions of Mr. Wim de Pundert'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.

Mr. De Pundert shortly introduces himself.

QUESTIONS:

Mr. Tomic asks if Mr. De Pundert is of the opinion that he can act independently, as he is (as Mr. Meertens) a representative from HTP. Mr. De Pundert answers that he will act independently. Mr. Tomic also asks questions around other topics than the topics of the meeting. With reference to earlier announcements, both today as in the convocation, the Chairman answers Mr. Tomic that these questions cannot be answered as the topics are outside the scope of this meeting. After some further discussion, the Chairman brings the topic forward for voting.

VOTING 3:

The Chairman confirms that, based on the votes that have been cast prior to and during the meeting, the General Meeting has approved the proposal with a majority of 99,99%.

Congratulations Wim!

4. Closing

Before the Chairman closes the meeting, he asks if the participants have any more questions. Mr. Tomic from the VEB asks several more questions, which are all outside the scope of the meeting and therefore not answered.

After some further discussion, the Chairman closes the meeting and thanks all the attendants who have been present in person, online or by proxy for participating in this EGM 2023.

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Peter Tordoir
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