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 Friday 18 December 2026 at Azerion Group N.V., Boeing Avenue 30, 1119 PE Schiphol-Rijk, the Netherlands.

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

Management Board of Azerion Group N.V.

Schiphol-Rijk, 6 November 2026

AGENDA

1. Opening

2. Adoption of the Remuneration Policy for the Management Board and the Supervisory Board 2026 *(voting item)*

3. Appointment of Mr. Sebastiaan Moesman as member of the Management Board in the capacity of Co-CEO with effect as of the end of the EGM on 18 December 2026 for a term ending at the end of the annual general meeting to be held in 2030 (*voting item*)

4. Appointment of Ms. Emma Ödqvist as member of the Supervisory Board with effect as of the end of the EGM on 18 December 2026 for a term ending at the end of the annual general meeting to be held in 2030 *(voting item)*

5. Appointment of Mr. Atilla Aytekin as member of the Supervisory Board with effect as of the end of the EGM on 18 December 2026 for a term ending at the end of the annual general meeting to be held in 2030, subject to the appointment under agenda item 4 having become effective *(voting item)*

6. Closing

EXPLANATORY NOTES TO THE AGENDA

Agenda item 2: Adoption of the Remuneration Policy 2026 (voting item)

In accordance with articles 2:135 of the Dutch Civil Code, the remuneration policy for the Management Board and the Supervisory Board must be submitted to the General Meeting for adoption at least every four years. The current remuneration policies for the Management Board and the Supervisory Board were adopted by the General Meeting on 31 January 2022. In view of the expiry of this four-year period and the proposed expansion of the Management Board (see agenda item 3), the Supervisory Board, upon the recommendation of the Selection, Appointment and Remuneration Committee, proposes to the General Meeting to adopt the updated remuneration policy for the Management Board and the Supervisory Board (the "**Remuneration Policy 2026**") in accordance with Article 12.4, 12.5 and 17.5 of the Articles of Association.

Compared to the current remuneration policy, the Remuneration Policy 2026 contains the following changes: (i) historical references to the Company's former status as a special purpose acquisition company, the business combination and the former name of the Company have been removed; (ii) the reference to the target annual bonus for the year 2022 (section 2.2) has been deleted, as it is no longer applicable; and (iii) section 2.5 has been updated so that it applies to any member of the Management Board holding the position of Chief Executive Officer, whether acting individually or jointly with one or more other Chief Executive Officers, instead of referring to the co-Chief Executive Officers in office in 2022

In preparing the Remuneration Policy 2026, the Supervisory Board has taken into account the votes cast and views expressed by shareholders on the remuneration reports in previous years, the pay and employment conditions of the employees of the Company, as well as the identity, mission and values of the Company.

In accordance with articles 12.4, 12.5 and 17.5 of the Articles of Association, the resolution to adopt the Remuneration Policy 2026 requires an absolute majority of the votes cast, without a quorum requirement. If adopted, the Remuneration Policy 2026 will apply as of 18 December 2026 and will replace the remuneration policy adopted on 31 January 2022. If the Remuneration Policy 2026 is not adopted, the Company will continue to remunerate in accordance with the remuneration policy adopted on 31 January 2022 and will submit a revised policy to the next General Meeting. The full text of the Remuneration Policy 2026, together with an overview of the changes compared to the remuneration policy adopted in 2022, is available on the website of the Company.

Agenda item 3: Appointment of Mr. Sebastiaan Moesman as member of the Management Board in the capacity of Co-CEO (*voting item*)

In accordance with article 12.2 of the Articles of Association and the Dutch Civil Code, the Supervisory Board submits a proposal for the appointment of Sebastiaan Moesman as member of the Management Board in the capacity of Co-CEO, with effect as of the end of the EGM on 18 December 2026 for a term ending at the end of the annual general meeting to be held in 2030. In accordance with article 12.2 of

the Articles of Association, the resolution to appoint Mr. Moesman in accordance with this proposal of the Supervisory Board requires an absolute majority of the votes cast, regardless of the part of the issued share capital represented.
In accordance with article 2:135(5) of the Dutch Civil Code and article 12.5 of the Articles of Association, the Supervisory Board has determined that, in strict accordance with the proposed Remuneration Policy 2026, (as proposed for adoption under agenda item 2 or, if agenda item 2 is not adopted, with the remuneration policy for the Supervisory Board adopted by the General Meeting on 31 January 2022), Mr. Moesman's compensation will be identical to the remuneration package of the current Co-CEO. For the share-based component (the Long-Term Incentive Plan), the annual on-target grant value is set at 60% of his base salary.

In accordance with article 2:132a of the Dutch Civil Code, Mr. Moesman does not hold more than two supervisory positions with large legal entities and does not chair a supervisory board of a large legal entity. The details of Mr. Moesman are as follows:

Name:	Mr. Sebastiaan Remco Vincent Moesman
Proposed role:	Co-CEO and member of the Management Board
Age:	54 (born 26 May 1972)
Nationality:	Dutch
Current position:	Chief Strategy Officer and, since 3 June 2026, acting Chief Financial Officer of Azerion
Previous positions:	Chief Executive Officer of Improve Digital; Chief Operating Officer of GroupM Digital (Global); CEO & Founder Reddion
Other (board) positions:	No
Holder of shares in the Company:	Yes – 81,581 ordinary shares held directly and 600,000 ordinary shares held indirectly through Sebamo B.V. (aggregate nominal value EUR 6,816)
Motivation:	Mr. Moesman has over 30 years of leadership experience in the (digital) marketing and advertising industry. As Chief Strategy Officer and Acting CFO, he was instrumental in building Azerion into one of Europe's leading digital advertising and media platforms, including its global expansion and Euronext listing, while also driving strategic realignment, corporate finance, and investor relations.
Main terms of the agreement	Management Services Agreement for a term ending at the end of the annual general meeting to be held in 2030, in line with the term of appointment. Mr. Moesman's remuneration is fully aligned with the Remuneration Policy 2026 (as proposed for adoption under agenda item 2 or, if agenda item 2 is not adopted, with the remuneration policy for the Supervisory Board adopted by the General Meeting on 31 January 2022), and identical to the current Co-CEO package, comprising a fixed base fee, a short-term incentive (STI), and a long-term share-based incentive (LTIP).

Agenda item 4: Appointment of Ms. Emma Ödqvist as member of the Supervisory Board with effect as of the end of the EGM on 18 December 2026 for a term ending at the end of the annual general meeting to be held in 2030 (*voting item*)

In accordance with article 17.2 of the Articles of Association, the Supervisory Board submits a proposal for the appointment of Ms. Emma Ödqvist as member of the Supervisory Board. If appointed, she will serve as member of the Supervisory Board with effect as of the end of the EGM on 18 December 2026 for a term ending at the end of the annual general meeting to be held in 2030. In accordance with article 17.2 of the Articles of Association, the resolution to appoint Ms. Emma Ödqvist in accordance with this proposal of the Supervisory Board requires an absolute majority of the votes cast, regardless of the part of the issued share capital represented. Following her appointment, the Supervisory Board will consist of at least one-third women and at least one-third men, in accordance with article 2:142b of the Dutch Civil Code. In accordance with article 2:142(3) of the Dutch Civil Code, the details of the candidate are as follows:

Name:	Ms. Emma Ödqvist
Age:	40 (born 5 June 1986)
Nationality:	Swedish
Current Position:	CEO & Board member Invajo
Previous relevant positions:	CEO & Board Member at Freetrade Europe, Deputy CEO at Fimento AB (publicly listed fintech), and CEO/Co-Founder at FlowCap AB
Other (board) positions:	Board Member at Invajo.
Holder of shares in the Company:	No
Motivation:	Brings over 15 years of C-level leadership and board experience across digital platforms, fintech, and SaaS models. Her background provides highly relevant expertise in corporate governance, risk management, and capital markets within publicly listed and regulated environments.
Independent/Non-independent:	Independent within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code
Proposed Remuneration:	Upon appointment, Ms. Emma Ödqvist will be remunerated in accordance with the applicable remuneration policy (see below). To ensure alignment across the Supervisory Board, her remuneration will be identical to the fixed annual fee currently awarded to the existing Supervisory Board members.

The terms and conditions of Ms. Emma Ödqvist's appointment comply with the Remuneration Policy 2026 as proposed for adoption under agenda item 2 or, if agenda item 2 is not adopted, with the remuneration policy for the Supervisory Board adopted by the General Meeting on 31 January 2022.

The proposed appointment is consistent with the Supervisory Board Profile and also with the Diversity Policy. Her appointment will restore compliance with the statutory gender balance requirement for the Supervisory Board (article 2:142b of the Dutch Civil Code).

Agenda item 5: Appointment of Mr. Atilla Aytekin as member of the Supervisory Board with effect as of the end of the EGM on 18 December 2026 for a term ending at the end of the annual general meeting to be held in 2030 (*voting item*)

In accordance with article 17.2 of the Articles of Association, the Supervisory Board submits a proposal for the appointment of Mr. Atilla Aytekin as member of the Supervisory Board. If appointed, Mr. Aytekin will be serving as member of the Supervisory Board with effect as of the end of the EGM on 18 December 2026 for a term ending at the end of the annual general meeting to be held in 2030. In accordance with article 17.2 of the Articles of Association, this resolution requires an absolute majority of the votes cast, regardless of the part of the issued share capital represented.

The appointment of Mr. Aytekin is subject to, and will only become effective immediately after, the appointment of Ms. Emma Ödqvist under agenda item 4 having become effective. Should the proposal under agenda item 4 not be adopted, or should the candidate under agenda item 4 withdraw her availability, the proposal under this agenda item 5 will be withdrawn, in order to ensure compliance with article 2:142b of the Dutch Civil Code. The Company will announce any such withdrawal by press release published on its website.

Mr. Aytekin does not qualify as independent within the meaning of best practice provision 2.1.8 (i), (iii), (vi) and (vii) of the Dutch Corporate Governance Code. Following his appointment, the Supervisory Board will consist of six members, of whom two members do not qualify as independent, so that the composition of the Supervisory Board will continue to meet the requirements of best practice provision 2.1.7 of the Dutch Corporate Governance Code. In accordance with best practice provision 2.1.9, Mr. Aytekin will not be eligible to act as chair of the Supervisory Board.

Name:	Atilla Aytekin
Age:	57 (born 23 October 1969)
Nationality:	Dutch
Current Position:	Strategic advisor to the Executive Committee and the strategy team of Azerion (since 1 August 2025). This position, and the underlying agreement with the Company, will terminate subject to, and with effect as of, his appointment as member of the Supervisory Board.
Previous relevant positions:	Co-founder of Azerion (2014); co-Chief Executive Officer and member of the Management Board of Azerion from 2 February 2022 until 1 August 2025; Co-founder & Co-CEO of OrangeGames (2010-2014) and Triodor Software (2001-2010)

Other (board) positions:	Various board positions in privately holding companies
Holder of shares in the Company:	Yes – 18,518,500 ordinary shares held directly and indirectly via its private company and 6,546,100 ordinary shares held directly and indirectly through Principion Holding B.V. (aggregate nominal value EUR 250,647)
Motivation:	As a co-founder, Mr. Aytekin was instrumental in building Azerion into one of Europe's leading digital advertising and media platforms, including its global expansion and Euronext listing. He brings a long and proven track record in investing, divesting, and the management of companies with a compelling value and growth proposition. Mr. Aytekin will leverage this deep knowledge of the industry and his entrepreneurial spirit to effectively supervise and advise the Management Board from a strategic perspective.
Independent/Non-independent:	Non-independent (best practice provision 2.1.8 (i), (iii), (vi) and (vii) of the Dutch Corporate Governance Code)
Proposed Remuneration:	Upon appointment, Mr. Atilla Aytekin will be remunerated in accordance with the applicable remuneration policy (see below). To ensure alignment across the Supervisory Board, his remuneration will be identical to the fixed annual fee currently awarded to the existing Supervisory Board members.

The terms and conditions of Mr. Aytekin's appointment comply with the Remuneration Policy 2026 as proposed for adoption under agenda item 2 or, if agenda item 2 is not adopted, with the remuneration policy for the Supervisory Board adopted by the General Meeting 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 2026, the Diversity Policy, the Supervisory Board Profile, the main elements of the agreement with Mr. Moesman, the curricula vitae of the candidates and the Articles of Association are available on the website of the Company www.azerion.com/egm/ Copies can be obtained free of charge as well as via e-mail ir@azerion.com or via ABN AMRO Bank N.V. ("**ABN AMRO**") by e-mail ava@nl.abnamro.com.

These documents are also available for inspection at the office of the Company, Boeing Avenue 30, 1119 PE Schiphol-Rijk, the Netherlands, where copies can be obtained free of charge.

Registration date

Shareholders may exercise voting rights if they hold shares in the share capital of Company on 20 November 2026 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**").

On the date of this notice, the issued share capital of the Company amounts to EUR 1,228,707.87, consisting of 122,870,787 ordinary shares, each carrying one vote. On that date, the Company holds 6,706,358 ordinary shares in treasury, on which no votes can be cast. The total number of voting rights therefore amounts to 116,164,429.

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 11 December 2026.

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 11 December 2026.

The Intermediary must provide to ABN AMRO, via www.abnamro.com/intermediary, no later than 14:00 CET on 14 December 2026 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 E. Koelmans, based in Amsterdam, the Netherlands, and/or her legal substitute via www.abnamro.com/evoting no later than 17:30 CET on 11 December 2026.

A shareholder may also grant a proxy in writing to a third party or to E. Koelmans. 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 E. Koelmans, based in Amsterdam, the Netherlands, by e-mail via Eliane.Koelmans@halsten.nl no later than 17.30 CET on 11 December 2026. 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. E. Koelmans 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 e-mail to Eliane.Koelmans@halsten.nl no later than 17:30 CET on 11 December 2026 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 13:30 and 13.55 CET, with 14:00 CET being the start of the General Meeting on 18 December 2026. 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 to and during 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 17:30 CET on 16 December 2026.

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.

During the meeting it is at the discretion of the chairperson of the EGM to bundle questions, limit the number of questions per agenda item, or to determine that some questions will be answered after the EGM, for example in the case of time constraints.