

## VOTING INSTRUCTIONS FORM / PROXY FORM

### AND INTERNATIONAL PUBLISHERS N.V ANNUAL GENERAL MEETING OF SHAREHOLDERS Tuesday 19 May 2020

Meeting to be held at 10:00 AM at the offices of AND (Capelle a/d IJssel 2909 LC, Rivium Quadrant 75, 9th floor) and via online webinar. The link to the webinar will be sent to your email address after registration. In view of the ongoing COVID-19 pandemic and our concern for the safety and health of all our stakeholders, we urge shareholders not to attend the meeting in person, but instead to opt for the online Webinar.

Shareholders attending the online webinar are requested to cast their votes ahead of the meeting using this voting instructions form.

#### The shareholder:

First name Last Name: \_\_\_\_\_

Address \_\_\_\_\_

Postal code \_\_\_\_\_ City: \_\_\_\_\_

Country \_\_\_\_\_

Email Address \_\_\_\_\_

Holder of \_\_\_\_\_ (number) ordinary shares in the equity of AND International Publishers N.V. (1)

#### Hereby grants his or her proxy vote to the below named Proxy holder (2):

First name Last Name: \_\_\_\_\_

Address \_\_\_\_\_

Postal code \_\_\_\_\_ City: \_\_\_\_\_

Country \_\_\_\_\_

Email Address \_\_\_\_\_

To represent the shareholder at the AND International Publishers N.V Annual GMS, ask questions and vote on his or her behalf on the agenda topics in accordance with the voting instructions included below:

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(1) In case the shareholder wishes to be represented at the Annual GMS by means of this proxy, he needs to prove he holds the number of shares filled out on this form and be registered as shareholder in the (sub)registers for bearer shares which are kept on the Record Date and has to register for the meeting by Monday May 11<sup>th</sup>, 2020, at 17.30 CET at the latest at ING BANK N.V., Issuer Services, Location code TRC 02.039, Foppingadreef 7, 1102 BD, Amsterdam, Tel. 020-5636799, e-mail [iss.pas@ing.nl](mailto:iss.pas@ing.nl).

(2) Should you choose not to name a proxy holder, this section can be left blank. AND will appoint a proxy holder which will represent you at the Annual General Meeting of Shareholders and will vote in accordance to your instructions included on the next page. Should you leave all or certain voting instructions blank, the proxy holder will vote on your behalf and in accordance with his/her own views.

**Voting instructions:**

Nr.	Agenda topic	In favour	Against	Abstention
1	Opening of the meeting by the Chairman of the Board	N/A	N/A	N/A
2	Announcements	N/A	N/A	N/A
3	Review of the minutes of the GMS of May 16 <sup>th</sup> , 2019	N/A	N/A	N/A
4	Review of the Report of the Supervisory Board on the results of 2019	N/A	N/A	N/A
5	Implementation of the remuneration policy during 2019	N/A	N/A	N/A
6a	Proposal to adopt the financial statements			
6b	Policy on result allocation (discussion item)	N/A	N/A	N/A
6c	Proposal to not to issue a dividend over 2019			
6d	Corporate Governance (discussion item)	N/A	N/A	N/A
6e	Proposal to discharge the members of the Board of Management (voting item)			
6f	Proposal to discharge the members of the Supervisory Board (voting item)			
7a	Grant Management Board authority to Nominate a Statutory Auditor			
7b	Approval to grant right to issue up to 20% additional shares			
7c	Extension to grant, limit or exclude priority rights			
8	Approval of the convertible loan and the issuance of the conversion right			
9	Re-appoint Mr. B.J. Glick as member of the Supervisory Board			
10	Appoint Mr. I. Vleeschouwers as member of the Management Board and CFO			
12	Any other business	N/A	N/A	N/A
13	Closing	N/A	N/A	N/A

For the full content of the proposals , please refer to the Agenda and the explanatory notes to the Agenda.

Duly signed by the shareholder.

Signature \_\_\_\_\_

First Name Last name: \_\_\_\_\_

City / Country \_\_\_\_\_

Date \_\_\_\_\_

For Shareholders with voting rights, this voting instruction form / proxy form needs to be received no later than 11 May 2020, at 17h30 CET, at the Issuer Services of ING Bank N.V. (email: [iss.pas@ing.nl](mailto:iss.pas@ing.nl))