**VOTING INSTRUCTIONS FORM / PROXY FORM**

**AND INTERNATIONAL PUBLISHERS N.V**

**EXTRA-ORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)**

**29 December 2020**

Meeting to be held at 10:00 AM in Rotterdam 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: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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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: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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

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

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

1. *In case the shareholder wishes to be represented at the EGMS by means of this proxy, he/she needs to prove he/she 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 Tuesday 22 December, 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:**



For the full content of the proposals, please refer to the document “Convocation, Agenda and clarifications EGSM Dec29, 2020”.

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 22 December 2020, at 17h30 CET, at the Issuer Services of ING Bank N.V. (email: [iss.pas@ing.nl](mailto:iss.pas@ing.nl))