

**MEETING MINUTES for the AND INTERNATIONAL PUBLISHERS N.V.
ANNUAL GENERAL MEETING OF SHAREHOLDERS of 19 MAY 2020**

AND International Publishers N.V. (AND) has held the 2020 Annual General Shareholders meeting on 19 May 2020 at 10:00 hours CET. This meeting will be held at the offices of AND located in Capelle a/d IJssel 2909 LC, Rivium Quadrant 75, 9th floor. It was held as a combined online and physical meeting. As a result of the Covid-19 pandemic and the related measures taken by the Dutch Government, shareholders were requested to attend the Annual General Meeting of Shareholders preferably through the online webinar.

The agenda items for the Annual General Meeting of Shareholders 2020:

1. Opening of the meeting by the Chairman of the Board
2. Announcements
3. Review of the minutes of the GMS of May 16th, 2019 (discussion item)
4. Review of the Report of the Supervisory Board on the results of 2019 (discussion item)
5. Implementation of the remuneration policy during 2019 (discussion item)
6. Annual Report 2019
 - a. Proposal to adopt the financial statements (voting item)
 - b. Policy on result allocation (discussion item)
 - c. Proposal to not issue a dividend over 2019 (discussion item)
 - d. Corporate Governance (discussion item)
 - e. Proposal to discharge the members of the Board of Management (voting item)
 - f. Proposal to discharge the members of the Supervisory Board (voting item)
7. Proposals to authorize (extend authority of) the Board of Management to:
 - a. Nominate a Statutory Auditor (voting item)
 - b. Extension to issue shares (including the authority to allocate certain rights to shares (voting item)
 - c. Extension to grant, limit or exclude priority rights (voting item)
8. Proposal to approve the convertible loan and the issuance of the conversion right (max number of shares if converted per outstanding balance today are 627,548 shares. At maturity of the loan – Feb 2022 this would be 700,401 shares) (voting item)
9. Proposal to re-appoint Mr. B.J. Glick as member of the Supervisory Board (voting item)
10. Proposal to appoint Mr. I. Vleeschouwers as member of the Management Board and CFO of the company (voting item)
11. Business update
12. Any other business
13. Closing of the Shareholders meeting

Attendees:

The shareholder meeting was attended by following member of the Supervisory Board and Management Board:

- Physically present and presenting on the Go-to-Meeting webinar:
 - o Mr. Kees Molenaar – Chairman of the Supervisory Board
 - o Mr. Thierry Jaccoud – CEO and Managing Director
 - o Mr. Ivo Vleeschouwers – CFO
- Supervisory Board Members participating online:
 - o Mr Sean Fernback
 - o Mr. Barry Glick
 - o Mr. Maarten Douma
- Other AND participants:
 - o Mrs. Caroline Bombart – online – acting as moderator
 - o Mrs. Marjolein Bolier – physically present in Capelle

1. Opening of the meeting by the Chairman of the Board

Mr. Jaccoud – CEO and Managing director of the company started the meeting with a verification of the technical set up to ensure that all participants are able to hear the voice and are able to see the presentation.

Mr. Molenaar verified that his fellow Supervisory Board Members are present as well and requested confirmation on the number of shareholders that are connected. The moderator confirmed SB members are connected that 3 shareholders are connected.

The Chairman subsequently formally opened the meeting and welcomed everyone to this unusual setting

Number of shares represented: 1,713,195 shares deposited – 45,79% represented so quorum is reached, and decisions can be made.

2. Announcements

This will include the point under point 11. The business update will be moved to the beginning of this meeting.

The chairman handed over to Mr. Jaccoud to run through the presentation material. The first page of this presentation includes the cautionary statement where Mr. Vleeschouwers pointed to, stating that any forward-looking statement needs to be taken with caution.

Mr. Jaccoud and Mr. Vleeschouwers now will talk the audience through the presentation material starting page 7. Mr. Jaccoud explaining the “Achievements 2019 (page 8-12)” and the “Business review (page 13-28)”. Mr. Vleeschouwers runs the audience through the “Trading update (page 29)”. Mr. Jaccoud mentioned the launch of a new product in cooperation of GeoHealthapp, a Covid-19 related application.

3. Review of the minutes of the GMS of May 16th, 2019 (discussion item)

The Chairman then moved to the minutes of the meeting from last year. No comments were raised, so these are minutes are accepted. He thanks Mrs. Bolier for preparing the minutes.

4. Review of the Report of the Supervisory Board on the results of 2019 (discussion item)

The Chairman asked if there are any questions related to the report. Mr. Jaccoud reiterated that the webinar tool allows the participants to “raise hands” in case there are questions. The moderator will then unmute the line to allow questions. No questions are being raised.

5. Implementation of the remuneration policy during 2019 (discussion item)

The Chairman then moved to point number 5 and pointed to 6.26 and 6.27 and asked if any further clarifications were needed. No questions are raised.

6. Annual Report 2019

Mr. Vleeschouwers takes over from the Chairman and runs the audience through a summary and highlights on the 2019 financials (slides 37 to 44)

The Chairman checks if any of the participants has questions related to the annual accounts. No questions were raised. Subsequently the voting and discussion topics were tabled, and the Chairmen announced the results of the votes to each of the topics:

- a. Proposal to adopt the financial statements (voting item) – approved by 99.9%;
- b. Policy on result allocation (discussion item);
- c. Proposal to not issue a dividend over 2019 (discussion item) – approved by 100%;
- d. Corporate Governance (discussion item) – no comments raised here.
- e. Proposal to discharge the members of the Board of Management (voting item) - approved by 100%;
- f. Proposal to discharge the members of the Supervisory Board (voting item) – approved by 100% of the votes;

7. Proposals to authorize (extend authority of) the Board of Management to:

The chairman repeated that the company was not able to identify an auditor that was willing or able to review and audit the accounts of the company. Significant amount of time was spent to identify an auditor. Request is made to the shareholders to allow the Board to appoint an auditor for the accounting year 2020 if and when an auditor is found.

The Chairman announced the results of the votes that were issued by proxy voting ahead of the meeting:

- a. Nominate a Statutory Auditor (voting item) – approved by 99,9%.
- b. Extension to issue shares up to 20% of the current outstanding shares (including the authority to allocate certain rights to shares (voting item) – approved by 99.9%
- c. Extension to grant, limit or exclude priority rights up to 20% of the current outstanding shares referred to under point 7b (voting item) – approved by 99,9% of voting shares

8. Proposal to approve the convertible loan and the issuance of the conversion right (max number of shares if converted per outstanding balance today are 627,548 shares. At maturity of the loan – Feb 2022 this would be 700,401 shares) (voting item)

The Chairman then repeated the details on the convertible loan of 1.150 K Euro, having an interest rate of 9%, with 3% paid in cash and 6% in kind by adding this quarterly to the principle amount. The loan is secured by a pledge to the intellectual property rights, to the bank account and on the shares of AND Products B.V.. The convertible has a duration of 2 years and during this period the loan can be converted into shares at a conversion rate of 1,85. The conversion of the loan would result in the issuing of maximum amount of 700,401 shares. The shareholders are requested to grant authority for issuing these shares for the duration of the loan.

This voting point was approved by 100% of the shares. Mr. Vleeschouwers clarified that the limitation of priority rights is valid and approved for the issuing of shares related to the conversion of the loan and for the issuing of shares up to 20% under point 7b.

The Chairman checked if there are any further questions on the convertible loan. No questions were raised.

9. Proposal to re-appoint Mr. B.J. Glick as member of the Supervisory Board (voting item)

The Chairman addressed topic #9 regarding the reappointment of Mr. Glick whose mandate ends per October 10th, 2020.

The proposal is accepted by 100% of the votes.

The mandate of Mr. Douma is ending at this General Shareholders meeting. He has served for the maximum of 8 years on this Supervisory board and his mandate can therefore not be extended. The Chairman thanks Mr Douma for his valuable contribution over the past years and wishes him well in his future endeavours.

10. Proposal to appoint Mr. I. Vleeschouwers as member of the Management Board and CFO of the company (voting item)

The Chairman further moved to topic #10 regarding the appointment of Mr. Vleeschouwers as CFO and member of the Management Board. He refers to the CV that can be found on the AND website. This proposal was accepted by 100% of the votes. The Chairman welcomes Mr. Vleeschouwers to Management Board.

11. Business update

The business update was addressed under agenda topic #2.

12. Any other business

Mr. Jaccoud mentioned that all topic were discussed and requested if there are any questions from the shareholders on the line. The lines were opened for all participants to raise questions or provide further comments to the meeting or the material.

Mrs. De Bruin confirmed there are no questions from her side. No further questions are raised.

13. Closing of the Shareholders meeting

There being no further questions, the Chairman closed the meeting, thanking all participants for attending the meeting and stating the unusual situation in which this meeting was conducted. Wishing them well and stay healthy.

Mr. Jaccoud also thanks the audience and the other panellist. In particular directing his personal thanks to Maarten Douma for his service as supportive member of the Supervisory Board. Mr. Douma also expressed his gratitude towards Mr Jaccoud and to the nice words from the Chairman and stating: "It was an honour and a pleasure to service this company".

With these concluding words, the 2020 General Meeting of Shareholder of AND International Publishers N.V. was closed at approximately 10h50.

Summary of voting results:

Nr.	Agenda topic	In favour	Against	Abstention
6	Annual Accounts 2019			
6a	Proposal to adopt the financial statements	99,9%	0,1%	0,0%
6b	Policy on result allocation (discussion item)	N/A	N/A	N/A
6c	Proposal to not to issue a dividend over 2019	100,0%	0,0%	0,0%
6d	Corporate Governance (discussion item)	N/A	N/A	N/A
6e	Proposal give discharge to the members of the Board of Management (voting item)	100,0%	0,0%	0,0%
6f	Proposal give discharge to the members of the Supervisory Board (voting item)	100,0%	0,0%	0,0%
7	Proposal to Authorize:			
7a	Grant Management Board authority to Nominate a Statutory Auditor	99,9%	0,1%	0,0%
7b	Approval to grant right to issue up to 20% additional shares	99,9%	0,1%	0,0%
7c	Extension to grant, limit or exclude priority rights	99,9%	0,1%	0,0%
8	Approval of the convertible loan and the issuance of the conversion right	100,0%	0,0%	0,0%
9	Re-appoint Mr. B.J. Glick as member of the Supervisory Board	100,0%	0,0%	0,0%
10	Appoint Mr. I. Vleeschouwers as member of the Management Board and CFO	100,0%	0,0%	0,0%

Rotterdam / Capelle aan den IJssel, 19 May, 2020
The Board of Management and the Supervisory Board
AND International Publishers N.V.

Signed by Mr Kees Molenaar
Chairman of the Board