

**CONVOCATION TO THE AND INTERNATIONAL PUBLISHERS N.V.
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29 DECEMBER 2020,
AGENDA AND CLARIFICATIONS TO AGENDA TOPICS**

AND International Publishers N.V. (AND) invites shareholders to attend an Extraordinary General Meeting of Shareholders (EGMS) on Tuesday 29 December 2020 at 10:00 hours CET. The meeting will be held in Rotterdam.

Due to an unfortunate formality issue in the convocation for 10 December 2020 EGSM and an extension of its agenda, we are calling for a new EGSM on 29 December 2020. As a result, the 10 December 2020 EGSM will not take place.

The on-going coronavirus pandemic requires precautionary measures. As such and in order to comply with Dutch government health directives and protect the health and safety of all participants to this Extraordinary General Meeting of Shareholders, AND urges all shareholders not to attend the meeting in person but via a live webinar and provide their voting instructions via internet prior to the meeting.. Instructions on how to attend are outlined below.

In addition, AND requests its shareholders to provide their voting instructions ahead of the meeting, using the voting instruction form. Voting instructions need to be submitted no later than 22 December 2020, at 5 p.m. CET (in accordance with the usual procedures described in the convocation notice).

The following agenda items are scheduled for the Extraordinary General Meeting of Shareholders on 29 December 2020:

1. Opening of the meeting by the Chairman of the Board
2. Announcements
3. The Supervisory Board and Management Board jointly propose to change of the name of the company into GeoJunxion N.V.
 - a. Presentation regarding the reasons for the name change and introducing the new name and logo (discussion item)
 - b. Proposal to amend article 1.1. of the Articles of Association to: “The company is named: GeoJunxion N.V.” (voting item)
4. The Supervisory Board and Management Board jointly propose to amend the financial year of the company in such a way that the financial year will run from the first day of July up to and including the thirtieth day of June of the following year. As a consequence of this amendment, the current financial year which started on the first day of January 2020 will run up to and including the thirtieth day of June 2021.
 - a. Presentation regarding the background for the change of the accounting year. (discussion item)
 - b. Proposal to amend Article 28.1. to: “The financial year of the company will run from the first day of July up to and including the thirtieth day of June of the following year.” (voting item)
5. Additional changes to the Articles of Association jointly proposed by the Supervisory Board and the Management Board:
 - a. Proposal to amend Article 1.2 of the Articles of Association to: “The company has its corporate seat in Capelle aan den IJssel.” (voting item)
 - b. Proposal amend Article 24.1. to: “General meetings of shareholders shall be held in Rotterdam, Capelle aan den IJssel, Amsterdam or Haarlemmermeer (Schiphol Airport).” (voting item)
6. Proposal to authorize each member of the Management Board and Supervisory Board as well as each employee of AKD N.V. to execute the deed of amendment of the Articles of Association (implementing the proposed amendments referred to above in agenda items 3, 4 and 5) and to do all and everything the authorized person might deem useful or necessary with regard to the foregoing. (voting item)
7. Review and approval of the minutes of the General Shareholders Meeting (GSM) of 19 May 2020 and confirmation and ratification of all decisions taken in this meeting:
 - a. Review of the minutes of the General Shareholders Meeting of 19 May 2020 (discussion Item)
 - b. Proposal to approve the minutes of the GSM of 19 May 2020 and to confirm and ratify all decisions taken in this meeting (voting item)
8. Any other business
9. Closing of the Extraordinary General Meeting of Shareholders;

Meeting documents

The meeting documents will be made available on the AND International Publishers N.V website: <https://www.geojunxion.com/investor-relations/>. Those will include the Convocation (including the agenda), the Agenda with clarifications and proxy voting document and the draft deed of amendment of the Articles of Association. The documents will also be available at the offices of the Company, Rivium Quadrant 75, 2909 LC, Capelle aan den IJssel, Tel. 010-8851200, Fax 010-8851240 and at ING BANK N.V., Issuer Services, Location code TRC 02.039, Foppingadreef 7, 1102 BD, Amsterdam, Tel. 020-5762716, email iss.pas@ing.com. A copy of these documents will be provided free of charge upon request.

Registration date

Persons entitled to vote and/or attend the Extraordinary General Meeting of Shareholders of 29 December 2020, are holders of common shares who on 1 December 2020, after processing of all settlements per this date (the Record Date) are registered as such in a (sub)register designated by the Board of Management. The (sub)registers for bearer shares are those kept on the Record Date by the banks and brokers, which are according to Dutch Securities Giro Transfer Act (Wet giraal effectenverkeer) intermediaries (intermediairs) of the Dutch Central Securities Depository (Euroclear Nederland).

Registration

Holders of common shares who wish to attend the Extraordinary General Meeting of Shareholders of 29 December, have 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. 020-5762716, e-mail iss.pas@ing.com.

Attending the meeting online.

We will use a professional online tool to give you the opportunity to participate to the shareholder's meeting and vote on the above items. This tool is called Go-To-Webinar. You will be able to access the meeting via a simple web browser or the Go-To-Webinar app available for smartphones or tablets on the corresponding app stores. Once you have registered as a shareholder via ING, we will send you an email to register for the webinar. You will then receive a link that will be unique to you. Please make sure you have registered with ING with the correct email address. To test if your system is meeting the minimum requirement please click on this link: <https://support.goto.com/webinar/system-check-attende>

Proxy and voting instructions

Holders of bearer shares who wish to attend the meeting by proxy have to submit a power of attorney and provide voting instructions in advance. In that case, the shareholder needs to register his/her shareholding as described above and at the same time provide an electronic copy of the proxy. This proxy needs to be received no later than Tuesday 22 December 2020 at the service desk of ING Bank NV (email: iss.pas@ing.com). The shareholder can inform the Company of such proxy using the following email address: info@geojunxion.com

Proxy documents can be obtained free of charge at the offices of the Company (phone: 010-8851200) and can be downloaded from its website <https://www.geojunxion.com/investor-relations/>

When attending the meeting in person, the proxy holder needs to have the proof of the registration, a copy of the proxy document and a valid identification document.

Share Capital and voting rights

At the time of issuing this convocation notice, the company has a share capital of € 2.795.352,75 consisting of 3.727.137 ordinary shares with a nominal value of € 0,75. The number of voting right amounts to 3.727.137.

Rotterdam, 17 November 2020

The Board of Management and the Supervisory Board
AND International Publishers N.V.

Clarifications to the agenda topics addressed to the Extra-ordinary General Meeting of Shareholders

The following agenda items will be put forward to the shareholders to vote on: 3b, 4b, 5a, 5b, 6 and 7b.

Agenda topic 3a and 3b

Per 15 October 2020, the company has announced the rebranding of its activities and the main operating entity AND Product B.V. to GeoJunxion B.V.. At the same time a new website has been launched: www.GeoJunxion.com. Traffic from the former website www.AND.com has been redirected to the new website.

The main reasons to embark upon this rebranding are:

- Emphasize the change both internally and externally of the company's new direction and strategy.
- Make the company name and brand more meaningful.
- Remove the "publishers" legacy from the brand.
- Overcome the Automotive Navigation Data legacy.
- Make the company name easier to find and unique to stakeholders and prospects.

To avoid having different names for the holding entity, the brand and the operating entity, the Supervisory Board and the Management board propose to modify the name of AND International Publishers N.V. to GeoJunxion N.V.. Subsequent to the approval of the name change by the shareholders, we will request Euronext to modify the trading symbol into GOJXN.AS.

Agenda topic 4a and 4b

The Supervisory Board and Management Board jointly propose to amend the financial year of the company in such a way that the financial year will run from the first day of July up to and including the thirtieth day of June of the following year. As a consequence of this amendment, the current financial year, which started on the first day of January 2020 will run up to and including the thirtieth day of June 2021 and will have a duration of 18 months

Listed below are the two key drivers underpinning this proposal:

- Our business is somewhat seasonal with the lowest level of activities during the summer period. Therefore, during this period more time is available to close the accounting year and prepare the annual report. At the same time, more capacity is feed up during the first calendar quarter to focus on growing the business.
- We have experienced that PIE/OOB licensed auditing firms are extremely busy in the period January to May and as a result have less capacity and interest in serving smaller listed companies such as AND. By moving the year end to 30 June, we expect auditing firms to have more capacity and as such would be able and willing to serve AND at fee levels that are more attuned to our company's size and complexity.

Agenda topic 5a

The Supervisory Board and Management Board jointly propose to move the registered address to Capelle aan den IJssel. This is also the address and location of its main office. By removing the Rotterdam Registered address, some complexity and cost are eliminated.

Agenda topic 5b

The Supervisory Board and Management Board jointly propose to add Capelle aan den IJssel to the locations at which the company can hold it Annuals and Extra-ordinary General Shareholder Meetings.

Agenda topic 6

Proposal to authorize each member of the Management Board and Supervisory Board as well as each employee of AKD N.V. to execute the deed of amendment of the Articles of Association (implementing the proposed amendments referred to above in agenda items 3, 4 and 5) and to do all and everything the authorized person might deem useful or necessary with regard to the foregoing. This point is required to allow signing the Deed on the change in Articles of Association in front of the Notary after the EGSM has approved the changes.

Agenda topic 7a

The minutes of the General Shareholders Meeting (GSM) of 19 May 2020 are attached to this document and can also be found on the website of the company, using the following link: <https://www.geojunxion.com/investor-relations/>. The summary of the decisions taken and votes casted in this meeting is included in the attached overview. The full agenda and overview of all meeting topics is included in the minutes of the meeting.

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%

Agenda topic 7b

The Supervisory Board and Management Board jointly propose to the shareholders to approval of the minutes of the General Shareholders Meeting of 19 May 2020 and confirm the decisions taken in the meeting. (voting item)

Agenda topic 8

Any other business, with opportunity to raise questions. (Discussion item)

Agenda topic 9

Closing of the General Meeting of Shareholders.

Rotterdam, 17 November, 2020

The Supervisory Board and the Management Board
AND International Publishers N.V.