

# GeoJunxion NV - Additional clarifications to the agenda of the 2022 Annual General Shareholders Meeting of 15 Nov 2022

## Agenda topics

- Item 2      **Business update and clarification of the company's strategy**  
The CEO and CBO will provide an overview of the main developments during the accounting year 2021 - 2022. They will provide an update on the strategy, how this has evolved over the past 12 months and during the first quarter of accounting year 2022-2023. CEO/CBO will present an overview of the product portfolio and business environment in which the company operates. The Management Board will also review the consequences of the lack of an OOB/PIE auditor and audited accounts to the listing at Euronext Amsterdam and discuss alternatives.
- Item 3      **Report of the Management Board for financial year 2021-'22**  
The CEO - Ivo Vleeschouwers and CBO - Francesco Altamura, will present the report of the Management Board.
- Item 4      **Report of the Supervisory Board for financial year 2021-'22**  
The Chairman of the Supervisory Board - Mr. Cees Molenaar will present the report of the Supervisory Board.
- Item 5      **Remuneration policy in financial year 2021-'22**  
voting      For the topic on the implementation of the Remuneration policy, reference is made to the notes 6.26 and 6.27 in the 2021-22 Consolidated Annual accounts. This document will be published on 27 October and be available on the company's website as of that date.
- Item 6      **Adoption of the minutes of the AGMS of 16 November 2021**  
voting      The Shareholders are invited to pose their questions to the Minutes of the General Shareholders Meeting of last year, held per 16 November 2021. Subsequently, they are requested to vote and approve the Minutes of the meeting.
- Item 7      **Proposal to adopt the financial statements**  
voting      The Shareholders are invited to pose their questions to the 2021-22 Consolidated Annual Accounts as prepared and approved by the Supervisory board. Subsequently, they are requested to vote and approve the 2021-22 Consolidated Annual Accounts of GeoJunxion N.V..
- Item 8      **Policy on result allocation (discussion item)**  
The dividend policy of GeoJunxion N.V. is stated as: GeoJunxion has the ambition to turn around its business, become and remain a profitable company soon. It has the intention to finance its growth from its operational cash flow. In determining a dividend, the company is considering several factors, such as: internal growth opportunities, investment and cash requirements, the equity position, and its shareholders' interests. A dividend distribution is determined annually by the Supervisory Board. Although the results of the company have improved significantly over the past accounting year, the Net Income has remained negative 2021-22. The Supervisory Board of GeoJunxion is therefore putting a resolution before the General Meeting of Shareholders, proposing not to pay dividend for the 2021-22 financial year.
- Item 9      **Proposal to not to issue a dividend over 2021-'22**  
voting      The Supervisory Board of GeoJunxion is putting a resolution before the General Meeting of Shareholders, proposing not to pay dividend for the 2021-22 financial year.

- Item 10 **Corporate Governance (discussion item)**  
Reference is made to the section Corporate Governance in the Report of the Management Board 2021-22
- Item 11 **Proposal give discharge to the members of the Board of Management**  
voting The Shareholders are invited to approve the proposal to discharge the members of the Board of Management for their activities during the accounting year 2021-22.
- Item 12 **Proposal give discharge to the members of the Supervisory Board**  
voting The Shareholders are invited to approve the proposal to discharge the members of the Supervisory Board for their activities during the accounting year 2021-22.
- Item 13 **Proposal to authorize the Supervisory Board to nominate an external auditor**  
voting The company informed the shareholders on in multiple publications that it has been unable to find a PIE/OOB-licensed auditor for the audit of its Consolidated Financial Statements. None of the 6 OOB/PIE licensed auditing firms in the Netherlands (BDO, Deloitte, EY, KPMG, Mazars and PwC) have been found willing or able to provide their services to audit the accounts. Unfortunately, GeoJunxion is therefore forced to publish its Consolidated Financial Statements without an auditor's opinion. Meanwhile, GeoJunxion will continue its efforts to secure a PIE/OOB-licensed auditor for the fiscal year 2022-2023. In addition, the company wishes to draw our shareholders' attention to an ongoing legislative initiative that is intended to provide a solution to this issue: The proposed legislation regarding the future of the Dutch Accountancy Sector (voorstel voor de Wet toekomst accountancy sector), includes a proposed process, whereby the NBA (Nederlandse Beroepsorganisatie van Accountants), at the request of the company, can assign a PIE/OOB licensed auditor and determine a reasonable fee for the auditing activities. The shareholders are therefore to grant the Board of Management the authority to nominate the statutory auditor when a candidate has been identified or assigned.
- Item 14 **Proposal to authorize the Management Board to issue ordinary shares or to grant rights to subscribe for ordinary shares up to 5% to cover Share Options issued to Staff and for general purposes.**  
voting The shareholders are requested to grant the authority to the Management Board for a period of 18 months starting 15 November 2022 - in accordance with the Dutch Civil Code Art. 2:96 – to act as authorized body and after approval of the Supervisory Board, to issue shares, or to grant rights to shares to a maximum of 5% of the current number of ordinary shares. This covers a maximum of approximately 212,000 shares. The shares will be used to cover the Share option scheme for the company's staff and for other general purposes.
- Item 15 **Proposal to authorize the Management Board to issue ordinary shares to enable the partial or full conversion of the Convertible loan into ordinary shares of the company.**  
voting The shareholders are requested to grant the authority to the Management Board for a period of 18 months starting 15 November 2022 - in accordance with the Dutch Civil Code Art. 2:96 – to act as authorized body and after approval of the Supervisory Board, to issue shares, or to grant rights to shares to enable the full or partial conversion of the Convertible loan into Ordinary Shares of the company. A full conversion of the Convertible loan at the maturity date of 3 August 2023 would result in the creation of 944,475 new Ordinary shares. At the maturity date the principal amount that is open will be Euro 1,416,708. The conversion rate will be Euro 1.50 per ordinary share.

Item 16 **Proposal to authorize the Management Board to restrict or exclude pre-emptive rights in connection with agenda items 14 and 15.**

voting

The shareholders are requested to grant the authority to the Management Board for a period of 18 months starting 15 November 2022 to limit or exclude the preferential subscription rights, in case of the issuance of shares referred to under Agenda Item 14 and 15. The usage of this authority will require the approval of the Supervisory Board.

The exclusion of the preferential subscription right is needed to ensure that the shares created under items 14 can be assigned the holders of the Share Options or new shareholders. For Item 15 this exclusion is needed to enable the allocation of the newly created shares to the holders of the Convertible Loan.

GeoJunxion provides its shareholders with two options to attend the meeting: online, via the live Microsoft Teams Webinar, or in-person. In both cases, GeoJunxion recommends shareholders to provide their voting instructions using the proxy voting form no later than 8 November 2022, at 5:00 p.m. (CET) (in accordance with the usual procedures described in the convocation notice).

For those who are unable to vote in advance or prefer the "live-voting", GeoJunxion will open an on-line voting session through Microsoft Teams Polls. Those attending in person and wish to vote during the meeting, are requested to bring a personal device (PC, mobile or tablet) to enable the on-line voting.

For more detail and links to the relevant meeting documents, please refer to the press release with the convocation and meeting agenda.

Capelle aan den IJssel, 3 October 2022

The Management and Supervisory Board  
GeoJunxion N.V.  
[www.GeoJunxion.com](http://www.GeoJunxion.com)