

Capelle a/d IJssel, 2022

GeoJunxion N.V. (GOJXN.AS)
Rivium Quadrant 75
2909LC Capelle aan den IJssel
The Netherlands

Unofficial translation – Dutch text prevails
POLICY FOR THE MANAGEMENT BOARD OF GEOJUNXION N.V.

This policy document is prepared and adopted by the Management Board of GeoJunxion N.V. on 7 October 2022 and approved by the Supervisory Board on 25 October 2022. It concerns an updated version of these regulations of AND International Publishers N.V. as used by the Management Board on April 15, 2010 and approved by the Supervisory Board on 12 April 2010.

Article 1
Status and content of the policy

- 1.1 These regulations have been drawn up on the basis of article 16.3 of the articles of association of the company and serve to supplement the rules and regulations that apply (from time to time) to the Management Board under Dutch law or the articles of association of the partnership.
- 1.2 Where these regulations conflict with Dutch law or the articles of association, the articles of association take precedence. Where these regulations are compatible with the articles of association, but contrary to Dutch law, the latter will prevail. If one of the provisions of these regulations is not or no longer valid, this does not affect the validity of the other provisions. The Management Board will replace the invalid provisions with valid provisions, the effect of which, given their content and purport, is as much as possible equal to that of the invalid provisions.
- 1.3 These regulations are aligned with the Dutch Corporate Governance code (the "Code").
- 1.4 The Management Board annually assesses which parts of the regulations require amendments and/or further necessary regulations are required and proposes any amendments to the Supervisory Board.
- 1.5 These regulations are published on, and can be downloaded from, the company's website at: www.geojunxion.com under company, corporate governance.



Article 2

Tasks of the Management Board

- 2.1 The Management Board is responsible for the management of the company, the general course of affairs of the company's business and the course of affairs within the group companies affiliated with the company. In doing so, it strives to create shareholder value in the long term.
- 2.2 If the Management Board consists of several members, the Management Board shall divide the work by mutual agreement, which division of work requires the prior approval of the Supervisory Board. In the event of the absence of a member of the Management Board, his duties and powers will be exercised by the other members of the Management Board, or a staff member designated by the Management Board, with - in the event of prolonged absence - notification thereof to the Supervisory Board.
- 2.3 In performing its duties, the Management Board is guided by the interests of the company and its affiliated enterprise, and the Management Board therefore weighs up the relevant interests of those involved in the company (including the shareholders). The Management Board is itself responsible for the quality of its performance.
- 2.4 The duties of the Management Board include:
- a) the realization of the company's objectives;
 - b) determining the strategy and policy that should lead to the realization of the objectives;
 - c) the general course of affairs within the company and the results of the company;
 - d) the inventory and management of the risks associated with the business activities;
 - e) ensuring well-functioning internal risk management and control systems, which are also reported on in the annual report;
 - f) taking care of and preparing the financial reporting process;
 - g) compliance with laws and regulations;
 - h) complying with and maintaining the corporate governance structure of the company;
 - i) making public, including through the annual report and on the company's website, the corporate governance structure of the company as well as other information required by the Code;
 - j) preparing the annual accounts as well as drawing up the annual budget and major capital investments of the company;
- 2.5 As instruments of the internal risk management and control systems, the company uses in any event:



- a) risk analyses of the company's operational and financial objectives;
 - b) code of conduct that will be posted on the company's website;
 - c) manuals for the structure of the financial reporting and the procedures to be followed for the preparation thereof;
 - d) a system of monitoring and reporting.
- 2.6 A policy plan (budget) for the following year is drawn up annually. From time to time, a medium-term plan is formulated for business units. The policy plans are adopted with the approval of the company's Supervisory Board.
- 2.7 Under the supervision of the Supervisory Board, the Management Board is responsible for establishing and maintaining internal procedures that ensure that all material financial information is known to the Management Board, so that the timeliness, completeness, and accuracy of external financial reporting is guaranteed. To this end, the Management Board ensures that the financial information from group companies is reported directly to it, and that the integrity of the information is not compromised.
- 2.8 The Management Board annually appends to the annual accounts a report on its activities. The annual report of the Management Board contains at least the information prescribed by law as well as the information which the Code requires to be included in the annual report. The Management Board declares in the annual report that the internal risk management and control systems are adequate and effective and provides a clear substantiation for this.
- 2.9 The Management Board submits to the Supervisory Board for approval:
- a) the operational and financial objectives of the company;
 - b) the strategy that should lead to the achievement of the objectives;
 - c) the preconditions applied to the strategy, for example regarding the financial ratios.

Article 3

Composition, expertise, and independence of the Management Board

- 3.1 The Management Board consists of a number of members to be determined by the Supervisory Board, as determined in accordance with the company's articles of association.
- 3.2 If a chairman of the Management Board has been appointed, the chairman is responsible for the proper functioning of the Management Board as a whole. In addition, the Management Board has a member or a designated employee who is specifically charged with the financial affairs of the company.
- 3.3 In its functioning, the Management Board is independent of instructions from third parties outside the company.



- 3.4 A member of the Management Board shall:
- a) not compete with the company;
 - b) not demand or accept (substantial) gifts from the company for himself, for his spouse, registered partner or other life companion, foster child or relative by blood or marriage in the second degree;
 - c) not provide unjustified advantages to third parties at the expense of the company;
 - d) not take advantage of business opportunities that belong to the company for himself, for his spouse, registered partner or other life companion, foster child or relative by blood or marriage in the second degree.

Article 4

Chairman of the Management Board of the company

- 4.1 If the Management Board consists of several members, the Supervisory Board will appoint a chairman and possibly a vice-chairman.
- 4.2 In addition to coordinating management policy, the chairperson's duties include, if applicable, the responsibility for the following:
- a) the effective functioning of the Management Board;
 - b) the timely establishment of budgets and policy plans;
 - c) supporting the other members of the Management Board and mediating in any differences of opinion between those members;
 - d) ensuring that there is ample time for obtaining advice, deliberations, and the other aspects of preparing decision-making in and reporting on the meetings of the Management Board and supervising the implementation of decisions taken;
 - e) preparing the draft annual accounts with the accompanying annual report, as well as sending these documents to the Supervisory Board;
 - f) supervising the proper functioning of the company's external auditor, as well as the submission of his report to the Supervisory Board;
 - g) to maintain regular contracts with the Supervisory Board and in particular the chairman of this Board and to inform the other members of the Board of Management of the results in a timely and careful manner;
 - h) receiving and deciding on reports sent by employees of the company about a suspicion of malpractice of a general, operational, and financial nature within the company unless such reports should be sent to the chairman of the Supervisory Board pursuant to the whistle-blower policy;
 - i) ensuring the timely and adequate provision of information to the Supervisory Board as well as the individual members of that Board as necessary for the proper performance of their duties;



- j) informing the Chairman of the Supervisory Board in a timely manner in the event of individual members of the Management Board not performing effectively.

Article 5 (Re)appointment, term of office and resignation

- 5.1 Pursuant to Article 14.2 of the company's articles of association, members of the Management Board are appointed and dismissed by the AGM;
- 5.2 Members of the Management Board are appointed for a maximum period of four years. Reappointment can take place for a maximum period of four years;
- 5.3 A member of the Management Board does not hold more than two Supervisory Board memberships at listed companies. A member of the Management Board is not chairman of a Supervisory Board of another listed company. The acceptance of a Supervisory Board membership of another listed company by a member of the Management Board only takes place after approval of the Supervisory Board. Members of the Management Board will request prior approval from the Supervisory Board before accepting important additional positions.
- 5.4 Members of the Management Board will resign in the interim in the event of insufficient performance, structural disagreement of views, incompatibility of interests or when this is otherwise required in the opinion of the Supervisory Board;
- 5.5 Members of the Management Board may be suspended by the AGM and/or Supervisory Board in the manner described in Article 15 of the Company's Articles of Association.

Article 6 Remuneration

- 6. The remuneration of the Management Board will be determined within the company's remuneration policy as adopted by the general meeting of shareholders. The amount of the remuneration of each board member will be determined by the body designated for that purpose in the articles of association.



Article 7

Meetings of the Management Board (agenda, online or by telephone, participation, minutes), decision-making (only applicable if the Management Board consists of several members)

- 7.1 The Management Board will meet regularly at a time to be determined by the Management Board and furthermore as often as one or more of its members deems necessary. As a rule, the meetings will be held at the company's offices, but may also be held elsewhere. Meetings can also be held by telephone or online video conferencing.
- 7.2 The chairman chairs the meeting and, in his absence, his deputy. In the absence of both, the meeting itself appoints a chairman.
- 7.3 The meetings are convened in good time by the chairman. Any other member of the Management Board may request the chairman to convene a meeting.
- 7.4 The chairman sets the agenda for each meeting. Any other member of the Management Board may submit agenda items to the chairman of the Management Board for discussion at the meeting. An item to be discussed that has not been submitted in time or is insufficiently substantiated by documents will not be included on the agenda.
- 7.5 Urgent matters can be dealt with immediately at the request of any member of the Management Board and with the consent of the majority of the other members of the of Management Board, or in an additional meeting to be held.
- 7.6 The members of the Management Board are obliged to attend the meetings of the Management Board. Insofar as they are unable to attend and insofar as the minutes require explanation, the chairman of the meeting will inform them of the decisions taken and discussions held in the meeting concerned.
- 7.7 In principle, the Management Board will only take decisions if at least the majority of the members is present. The chairman of the Management Board may deviate from the provisions of the previous sentence regarding the decision-making in urgent matters. If a majority is again lacking in a subsequent meeting, the chairman of the relevant meeting to be held will, if he is of the opinion that a decision is desirable, consult the members of the Management Board who are not present by telephone or by fax.
- 7.8 Resolutions can also be passed outside a meeting if all members of the Management Board have expressed their support in writing in favour of the proposal.



- 7.9 Decisions are taken, if possible, unanimously. If this is not possible, the decision is taken by a majority of votes. In the event of a tie, the chairman of the Management Board decides.
- 7.10 If at the meeting there is insufficient unanimity on certain subjects, the chairman of the Management Board can refer this agenda item back for further deliberation.

Article 8

Conflict of interest

- 8.1 A member of the Management Board does not participate in the discussion and decision-making on a subject or transaction in which he has a conflict of interest with the company as referred to in Article 8.2. Such a transaction, if approved, may only be entered into under conditions that are at least customary in the industry and requires the approval of the Supervisory Board.
- 8.2 A conflict of interest regarding a member of the Management Board shall in any event exist if:
- a) the company intends to enter into a transaction with a legal person in which the director holds a material personal financial interest;
 - b) the company intends to enter into a transaction with a legal person whose board member, spouse, registered partner or other life companion, foster child or relative by blood or marriage is a member of the Management Board up to the second degree;
 - c) the company intends to enter into a transaction with a legal entity in which the board member of the Management Board fulfils a supervisory function;
- 8.3 Each member of the Management Board shall immediately report any potential conflict of interest regarding a member of the Management Board to the chairman of the Supervisory Board and the other members of the Management Board. Any member of the Management Board who has a (potential) conflict of interest provides all relevant information about this to the chairman of the Supervisory Board and the other members of the Management Board, including information about the persons with whom he/she has a family relationship.
- 8.4 The chairman of the Supervisory Board ensures that these transactions are published in the annual report and the Management Board, stating that the provisions of the code have been complied with.



Article 9

Complaints, reporting of irregularities

- 9.1 The Management Board is responsible for the receipt, recording and handling of complaints received by the company regarding the financial reporting, the internal risk management and control systems and the audit.
- 9.2 The Management Board will ensure that employees of the company have the opportunity, without jeopardizing their legal position, to report irregularities regarding the above matters and to report complaints about the members of the Management Board to the chairman of the Management Board.

Article 10

Information, relationship with the Supervisory Board

10. The Management Board provides the Supervisory Board in a timely manner and (if possible, in writing) with all information about the facts and developments concerning the company that the Supervisory Board may need for the proper performance of its duties.

Article 11

Relationship with shareholders/ AGSM

- 11.1 In accordance with Article 24.2 of the company's articles of association, the AGSM may be convened by the Management Board or the Supervisory Board. The person convening the meeting will ensure that it takes place in a timely manner and that shareholders are informed by means of a shareholders' circular about all relevant facts and circumstances regarding the topics of the meeting. This shareholders' circular will be posted on the company's website.
- 11.2 The members of the Management Board and the Supervisory Board are present at the General Meeting unless they are unable to attend for valid reasons.
- 11.3 The Management Board will provide the general meeting with all required information, unless there are important weighty interests of the company, any law, statutory regulation, or rule of law applicable to the company. If the Supervisory Board invokes such a weighty interest, this will be explained with reasons.

Article 12

Confidentiality

12. Each board member is obliged to observe the necessary discretion regarding all information and documentation obtained in the context of his membership and, where confidential information is concerned, secrecy. Board members and former



board members will not transfer confidential information outside the Board of Management or the Supervisory Board or make it public or otherwise make it available to third parties, unless the company has made this information public, or it has been established that this information already known to the public.

Article 13
Occasional omission, change

13.1 Without prejudice to the provisions of Article 1, the Management Board may incidentally decide by unanimous decision not to apply these regulations. Such a decision requires the prior approval of the Supervisory Board.

13.2 The Management Board is authorized to supplement and amend these regulations by unanimous decision, which amendment and/or supplement must be approved by the Supervisory Board.

Article 14
Applicable law and court

14.1 These regulations are subject to, and must be interpreted in accordance with, Dutch law.

14.2 The court in Rotterdam has exclusive jurisdiction to hear any dispute (including disputes regarding the existence, validity, and termination of these regulations).

Article 15
Effective date

15. These updated regulations came into effect on October 25, 2022, after discussion with and approval by the Supervisory Board.

