

## GeoJunxion convenes an Extraordinary General Shareholders Meeting (EGM)

**Capelle aan den IJssel, The Netherlands 26 October 2023** - GeoJunxion publishes the convocation and meeting agenda for an Extraordinary General Shareholders Meeting (EGM) to be held on 12 December 2023.

The meeting materials and the convocation including the agenda are available on the GeoJunxion website.

### INVITATION TO ATTEND AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF GEOJUNXION N.V.

GeoJunxion N.V. (the '**Company**') invites its shareholders to attend an Extraordinary General Meeting of Shareholders ('**EGM**') to be held on Tuesday 12 December 2023 at 10:00 hrs. (CET) at the offices of the Company at the address Rivium Quadrant 75, 9th floor, 2909 LC, Capelle aan den IJssel, the Netherlands. Registration for admission shall commence at 09:00 hrs. (CET) and shall end at 10:00 hrs. (CET).

#### Agenda

1. Opening
2. Approval of the Share Sale (as defined in the explanatory notes to the agenda) pursuant to Section 2:107a of the Dutch Civil Code (*Burgerlijk Wetboek*) (the '**DCC**') (*voting item*) VOTING
3. Dissolution of GeoJunxion N.V. in accordance with Section 2:19 DCC, with effect as of the moment immediately after execution of the Deed of Transfer (as defined in the explanatory notes to the agenda) and subject to Completion (as defined in the explanatory notes to the agenda) (*voting item*) VOTING
4. Appointment of Stichting JTC Liquidator (as defined in the explanatory notes to the agenda), as liquidator (*vereffenaar*) of the Company without supervision of the Supervisory Board of the Company and determination that the liquidator shall be reimbursed for its reasonable salary and costs in so far and to the extent that such salary and costs are covered and compensated by Road Runner B.V., with effect as of the moment immediately after execution of the Deed of Transfer and subject to Completion (*voting item*) VOTING
5. Appointment of GeoJunxion B.V. as custodian (*bewaarder*) of the books, records and other data carriers of the Company in accordance with Section 2:24 DCC, with effect as of the moment immediately after execution of the Deed of Transfer and subject to Completion (*voting item*) VOTING
6. Acceptance of the voluntary resignation of, and granting of full and final discharge to, all resigning members of the Management Board of the Company, with effect as of the moment immediately after execution of the Deed of Transfer and subject to Completion (*voting item*) VOTING
7. Acceptance of the voluntary resignation of, and granting of full and final discharge to, all resigning members of the Supervisory Board of the Company, with effect as of the moment immediately after execution of the Deed of Transfer and subject to Completion (*voting item*) VOTING

- item)*
8. Approval of the Distribution (as defined in the explanatory notes to the agenda) as soon as possible after receipt of the proceeds from the Proposed Transaction, with effect as of the moment immediately after execution of the Deed of Transfer and subject to Completion (*voting item*) VOTING
  9. Questions
  10. Closing

### Meeting Documents

The agenda and explanatory notes thereto, are available on the Company's website. The aforementioned documents are also available at the offices of the Company, Rivium Quadrant 75, 2909 LC, Capelle aan den IJssel, Tel. +31 (10) 8851200, Fax +31 (10) 8851240, the Netherlands) and at ING Bank N.V. (Issuer Services, location TRC 02.039, Foppingadreef 7, 1102 BD Amsterdam, the Netherlands or e-mail: [agm.pas@ing.com](mailto:agm.pas@ing.com)), and will be available at the meeting.

### Record Date and registration

Those shareholders who are registered in one of the (sub)registers designated by the Management Board, on Tuesday 14 November 2023 at 17:00 (CET), following processing of all settlements per this date (the '**Record Date**'), have the right to attend the EGM and exercise their voting rights in accordance with the number of shares held on the Record Date. The designated (sub)registers are the administration records of the intermediaries in the meaning of the Securities Giro Act (*Wet Giraal Effectenverkeer*) and the shareholders register of the Company.

Shareholders of electronic securities, who wish to attend the EGM or to give a proxy (with voting instructions), should register through their intermediaries at which their shares are administered, in the period starting Wednesday 15 November 2023 up to and including Tuesday 5 December 2023 17:00 (CET).

No later than Wednesday 6 December 2023 at 13:00 (CET), the intermediaries have to provide ING with an electronic statement that includes details of the shareholder concerned and its number of shares held on the Record Date, for those shareholders that applied for registration. The receipt of the registration, supplied by ING via the relevant intermediary, will serve as confirmation to attend the EGM.

Shareholders registered in the Company's shareholders' register who wish to attend the EGM or to give a proxy (with voting instructions), should register either by mail (ING, Issuer Services, location 2 TRC02.039, Foppingadreef 7, 1102 BD Amsterdam, the Netherlands, or by e-mail: [agm.pas@ing.com](mailto:agm.pas@ing.com)), in the period starting Wednesday 15 November 2023 up to and including Tuesday 5 December 2023 17:00 (CET). The confirmation of registration will serve as confirmation to attend the EGM.

### Voting and attending by proxy

Shareholders who wish to grant a proxy to Mr. Cees Molenaar, Chairman of the Supervisory Board, or his substitute, each of them severally (the '**Chairman**'), or wish to authorize a third party to attend the meeting on their behalf, may do so in the manner described below, provided that they have applied for the meeting in time in the manner described above.

### Electronic proxy to the Chairman of the Supervisory Board

Shareholders of electronic securities may grant an electronic proxy including a voting instruction to the Chairman of the Supervisory Board in the period starting Wednesday 15 November 2023 up to and including Tuesday 5 December 2023 17:00 (CET). This is possible using the Proxy Voting form available on the Company's website.

### **Written proxy to the Chairman of the Supervisory Board or a third party**

A form for a written proxy to third parties or the Chairman is available on the Company's website or can be asked for at ING (telephone +31 (0)20 5762716; email: [agm.pas@ing.com](mailto:agm.pas@ing.com)). The completed proxy forms must be sent to ING, either by mail (ING, Issuer Services, location TRC02.039, Foppingadreef 7, 1102 BD Amsterdam, the Netherlands) or by e-mail ([agm.pas@ing.com](mailto:agm.pas@ing.com)) and must be received by ING in the period starting Wednesday 15 November 2023 up to and including Tuesday 5 December 2023 17:00 (CET).

### **Registration and identification at the meeting**

Registration for admission to the EGM will take place from 09:00 hrs. (CET) until 10:00 hrs. (CET). After this time registration is no longer possible. Persons entitled to attend the meeting may be asked for identification prior to being admitted by means of a valid identity document, such as a passport, identity card or driver's license.

### **Questions regarding the agenda items**

Until Thursday 7 December 2023, registered shareholders may submit written questions about the items on the agenda, by email to [info@geojunxion.com](mailto:info@geojunxion.com). These questions will be answered ultimately during the EGM. Questions about all agenda items can also be asked during the EGM.

### **Number of issued and outstanding shares**

On the date of the notice for this EGM, the number of issued and outstanding shares in the capital of the Company is 4,246,178 ordinary shares, each representing one vote.

Capelle aan den IJssel, the Netherlands, 26 October 2023

The Management Board and the Supervisory Board of GeoJunxion N.V.

*This is a public announcement by GeoJunxion N.V., pursuant to article 17, paragraph 1 of the European Market Abuse Regulation (596/2014). This public announcement does not constitute an offer, or solicitation of an offer, to buy or offer securities in GeoJunxion N.V.*

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