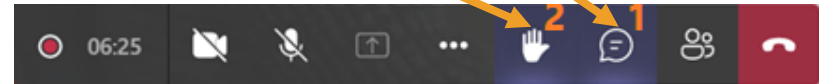


Extra-Ordinary General Shareholders Meeting 12 December 2023

- Once You enter the meeting, You will be placed in the waiting room
- The moderator will give You access to the meeting
- You will automatically be muted upon joining
- You can ask questions via the chat at any time (1)
- At the end of each section, you'll be given the opportunity to interact verbally, to do so please raise your hand (2) and the moderator will unmute You
- You have received the meeting link via email with the topic: "You're registered for Webinar"
- The entire meeting will be recorded



This document may contain certain forward-looking statements with respect to the financial position and results of GeoJunxion. We have based these forward-looking statements on our current expectations and projections about future events, including assumptions regarding our present and future business strategies, operations, and the environment in which we will operate in the future. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in the forward-looking statements, and you should not place undue reliance on them.

Many of these risks and uncertainties relate to factors that are beyond the company's ability to control or estimate precisely, such as timing of placement of orders of our customers, exchange-rate and interest-rate fluctuations, changes in tax rates, regulatory and legal changes, the rate of technological change, the competitive landscape, political developments in countries in which the company operates and the risk of a downturn in the market.

The forward-looking statements contained herein speak only as of the date they are made. We do not assume any obligation to update any public information or forward-looking statement in this document to reflect events or circumstances after the date of this document, except as may be required by applicable laws.



1. Opening

Chairman – Kees Molenaar

- Welcome
- Total outstanding shares: 4,246,178 shares
- 40 shareholders registered, representing 2,751,860 shares
- 64.81% of total outstanding shares represented

GEOJUNXION EGM – 12 December 2023 - Agenda

	Agenda topic	In favour	Against	Abstention
1	Opening of the meeting			
	Share Sale, Dissolution, Boards			
2	Approval Share Sale			
3	Dissolution of GeoJunxion N.V.			
4	Appointment of Stichting JTC Liquidator			
5	Appointment of GeoJunxion B.V. as custodian (bewaarder) of the books, records and other data carriers of the Company.			
6	Acceptance of the voluntary resignation of, and granting of full and final discharge to, all resigning members of the Management Board			
7	Acceptance of the voluntary resignation of, and granting of full and final discharge to, all resigning members of the Supervisory Board			
8	Approval of the Distribution of the proceeds from the Proposed Transaction			
	Other topics			
9	Questions			
10	Closing of the Extra-ordinary Shareholders meeting			

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Share Sale, Dissolution, Boards

2. Approval Share Sale

CEO/CFO – Ivo Vleeschouwers

CBO/MD – Francesco Altamura

- Delisting through Public bid from Purchasers
- Delisting through Sale of Operating entity GeoJunxion BV & Liquidation
- Delisting and Listing on Alternative market

- Remain Listed with Corporate move to EU member state
- Remain Listed Foreign accounting firm with Dutch OOB license

- Mandatory delisting with no transaction

Benefits:

- + Visibility and credibility to company and brand
- + Transparency with quarterly reporting
- + Tool for employee retention in stock option plan
- + Access to financing

Downsides:

- Direct costs linked to listing (AFM, Euronext, Listing Agent, ...)
- Indirect costs linked to listing (Insurance, audit and legal, ESEF reporting (tagging),
- Time spent on reporting and compliance matters
 - Annual, half yearly and quarterly reporting,
 - Regular press releases on main events (contracts won, product development, ...)
 - Corporate code, Disclosure and insider trading monitoring
 - Diversity reporting
 - ESG and CSRD reporting

**Board assessed that downsides outweigh benefits and downsides become increasingly heavy!
Preferred way forward is to Delist.**

Public Bid

Benefits:

- + Strictly Regulated process, controlled by AFM
- + Well known process in market
- + Transparent to shareholders what price is received

Downsides:

- Regulated and a strict process
- Specific timeline, longer duration to complete
- Process calls for audited financials of target company
- Higher costs to complete for company and bidders
- Higher level of complexity
- Not preferred by bidders

Asset Sale and Liquidation

Benefits:

- + Asset sale is under control of company
- + Simpler and less expensive process than Public bid
- + Shorter timelines to complete
- + Majority and qualified majority required – at request of Boards
- + Bidders guarantee price received by shareholders of EUR 1.10
- + Higher deal certainty
- + Preferred by bidders

Downsides:

- Less known process in market
- Lower impact in decision making for smaller shareholders - mitigated by qualified majority requirement

Boards assessed both alternatives and agreed to Asset Sale as best option in view of deal certainty, lower complexity, lower costs and concessions made towards approval levels

Grant Thornton concluded: Price offered is fair from financial point of view

Updated fairness opinion to reflect changes since earlier fairness opinion of 4 August 2023:

- + (i) updated offer price of EUR 1.10 per outstanding Listed Share,
- + (ii) deterioration in the economic environment (following interest hikes by the ECB),
- + (iii) lower business valuations,
- + (iv) a slow-down in the company's business indicated in the latest financial results and updated outlook.

Final Conclusion:

“Based on and subject to the foregoing, Grant Thornton has, in the Fairness Opinion dated 1 December 2023, come to the following conclusion: the Offer Price received is fair from a financial point of view as per September 30, 2023.”

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*)

2 Goedkeuring van de Verkoop van Aandelen (zoals gedefinieerd in de toelichting op de agenda) zoals vereist op grond van artikel 2:107a van het Burgerlijk Wetboek (het ‘**BW**’) (*stempunt*)

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3 - 5. Dissolution, Appointment Liquidator and Custodian

Chairman – Kees Molenaar

CEO/CFO – Ivo Vleeschouwers



GEOJUNXION EGM – 12 December 2023 – 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*)

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, with effect as of the moment immediately after execution of the Deed of Transfer and subject to Completion (*voting item*)

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*)

3 Ontbinding van de Vennootschap GeoJunxion N.V. in overeenstemming met het bepaalde in artikel 2:19 BW, zulks per het moment onmiddellijk na het passeren van de Akte van Levering (zoals gedefinieerd in de toelichting op de agenda) en onder voorwaarde van Completion (zoals gedefinieerd in de toelichting op de agenda) (*stempunt*)

4 Benoeming van Stichting JTC Liquidator (zoals gedefinieerd in de toelichting op de agenda) als vereffenaar van de Vennootschap zonder toezicht van de Raad van Commissarissen van de Vennootschap en vaststelling dat de vereffenaar zal worden vergoed voor een redelijke beloning en kosten voor zover deze beloning en kosten worden gedekt door Road Runner B.V., zulks per het moment onmiddellijk na het passeren van de Akte van Levering en onder voorwaarde van Completion (*stempunt*)

5 Benoeming van GeoJunxion B.V. als bewaarder van de boeken, bescheiden en andere gegevensdragers van de Vennootschap in overeenstemming met artikel 2:24 BW, zulks per het moment onmiddellijk na het passeren van de Akte van Levering en onder voorwaarde van Completion (*stempunt*)

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6 - 7. Resignation and Granting discharge

Chairman – Kees Molenaar

CEO/CFO – Ivo Vleeschouwers



GEOJUNXION EGM – 12 December 2023 – 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*)

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*)

6 Aanvaarding van het vrijwillig ontslag van en het verlenen van finale décharge aan alle terugtreedende leden van de Raad van Bestuur van de Vennootschap, zulks per het moment onmiddellijk na het passeren van de Akte van Levering en onder voorwaarde van Completion (*stempunt*)

7 Aanvaarding van het vrijwillig ontslag van en het verlenen van finale décharge aan alle terugtreedende leden van de Raad van Commissarissen van de Vennootschap, zulks per het moment onmiddellijk na het passeren van de Akte van Levering en onder voorwaarde van Completion (*stempunt*)

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8. Approval Distribution

Chairman – Kees Molenaar

CEO/CFO – Ivo Vleeschouwers



GEOJUNXION EGM – 12 December 2023 – Voting

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*)

8 Goedkeuring van de Uitkering bij Voorbaat (zoals gedefinieerd in de toelichting op de agenda) zo spoedig mogelijk na ontvangst van de opbrengst van de Voorgestelde Transactie, zulks per het moment onmiddellijk na het passeren van de Akte van Levering en onder voorwaarde van Completion (*stempunt*)

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Break to finalize Voting results





Voting results





9. Questions

Chairman – Kees Molenaar





10. Closing

Chairman – Kees Molenaar



Back Up slides

Financial review – AGM slides



- Summary
- Revenues
- Operating Expenses
- EBITDA
- Cash Flow
- Outlook for 2023-24

Ivo Vleeschouwers
Chief Executive Officer and Chief Financial Officer

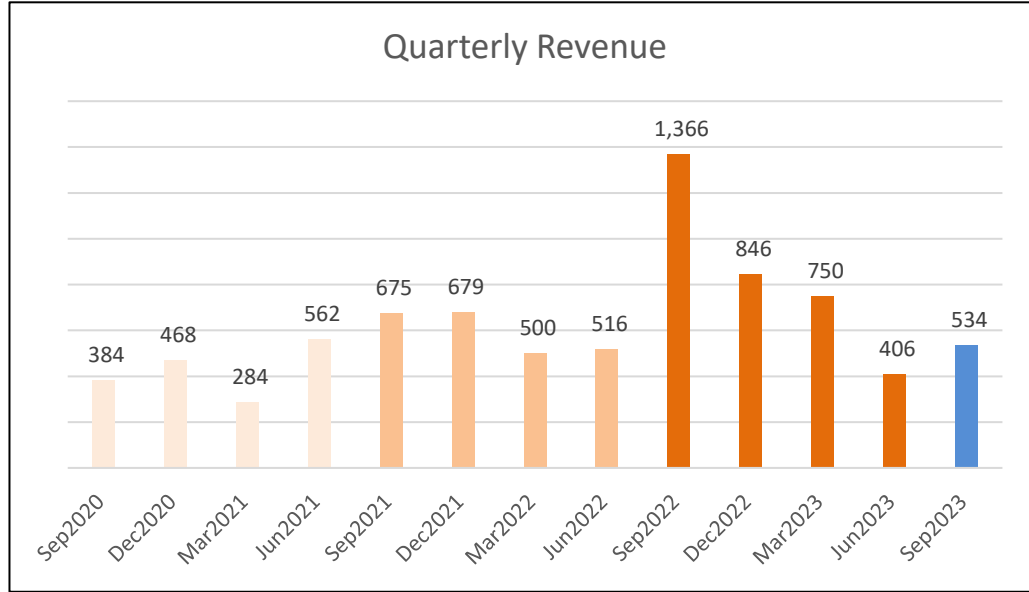
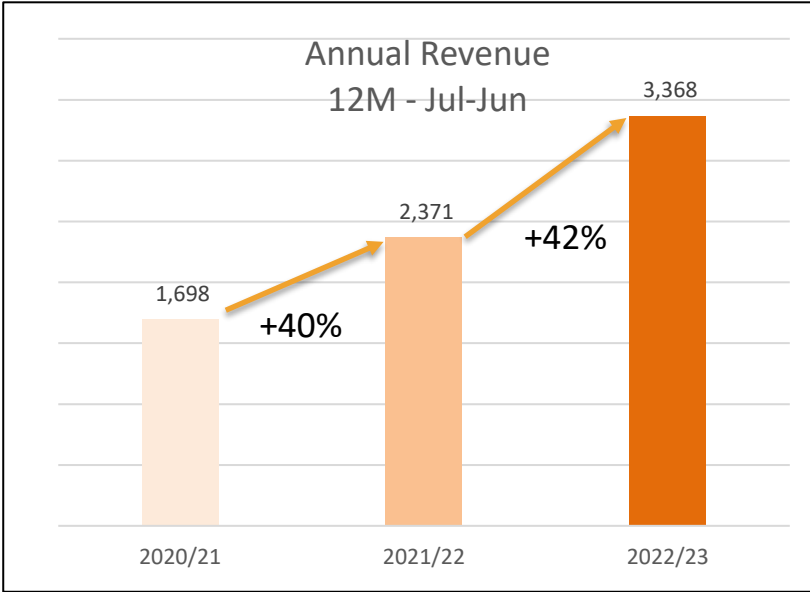
- Financial results per Annual Report for last 2 accounting years
- Both accounting year cover 12 months

In '000 euros,	2022/23 12M	2021/22 12M
Results		
Revenue	3,368	2,371
Operating result excl. impairment	400	(575)
Impairment (write off) / Reversal	-	-
Operating result incl. impairment	400	(575)
Net (loss) profit	28	(840)
EBITDA	1,356	290
EBIT	400	(575)
EBT	33	(840)
Cash Flow	530	131
Net earnings / Avg # share (in euro)	0.01	(0.20)

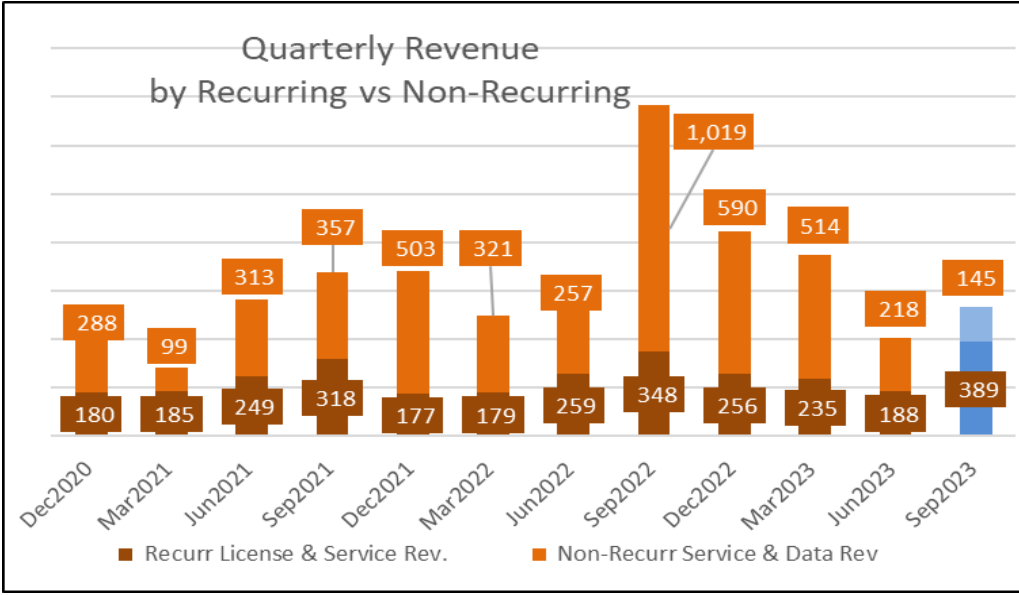
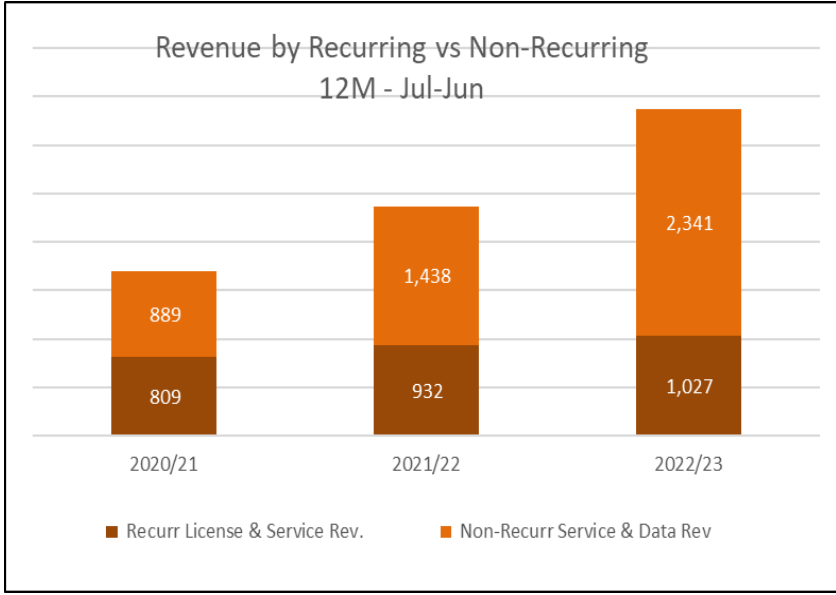
GEOJUNXION 2.b. Financial review – Year over Year comparison

(x € 1.000)	2022/23	2021/22	V€	V%
	Unaudited	Unaudited		
Revenue	3,368	2,371	997	42%
Net operating expenses	(2,968)	(2,946)	22	1%
Operating result	400	(575)	975	170%
Interest income	2	-	(2)	
Interest expense	(338)	(296)	42	
Other financial result (expense)	(31)	31	62	
Extra-ordinary Income (expense)	-	-	-	
Exchange result on Participations	-	-	-	
Result before taxes	33	(840)	873	104%
Income taxes	(5)	-	5	
Net profit (Loss)	28	(840)	868	103%
Cash Flow	530	131	399	305%
EBITDA	1,356	290	1,066	368%
EBIT	400	(575)	975	170%
EBT	33	(840)	873	104%

Strong YoY
improvement in
all financial
metrics

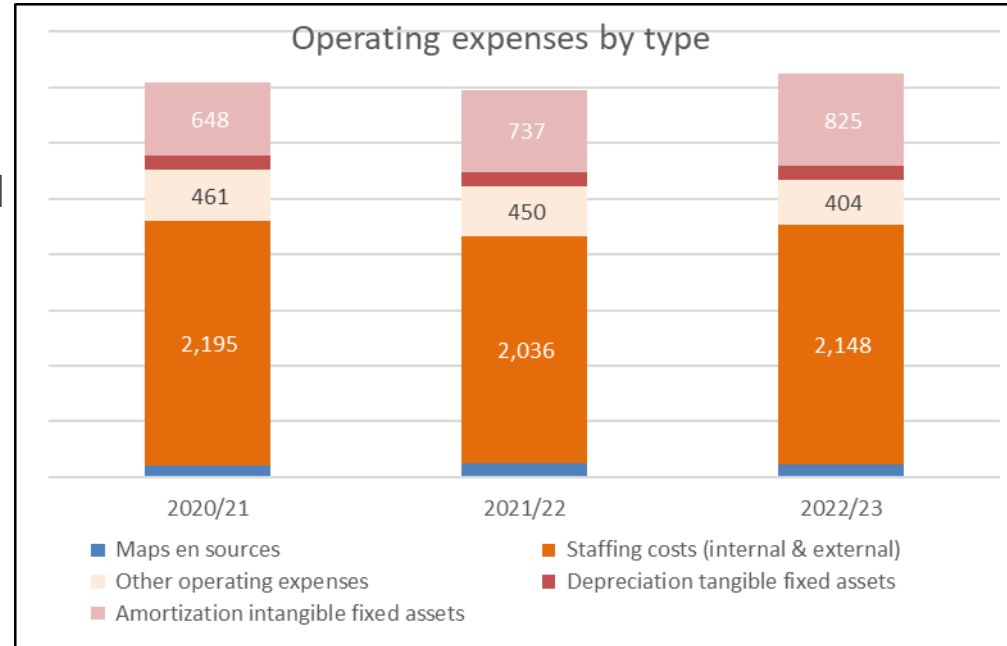


**Strong upward trending Revenue YoY,
But recent quarters trending down**

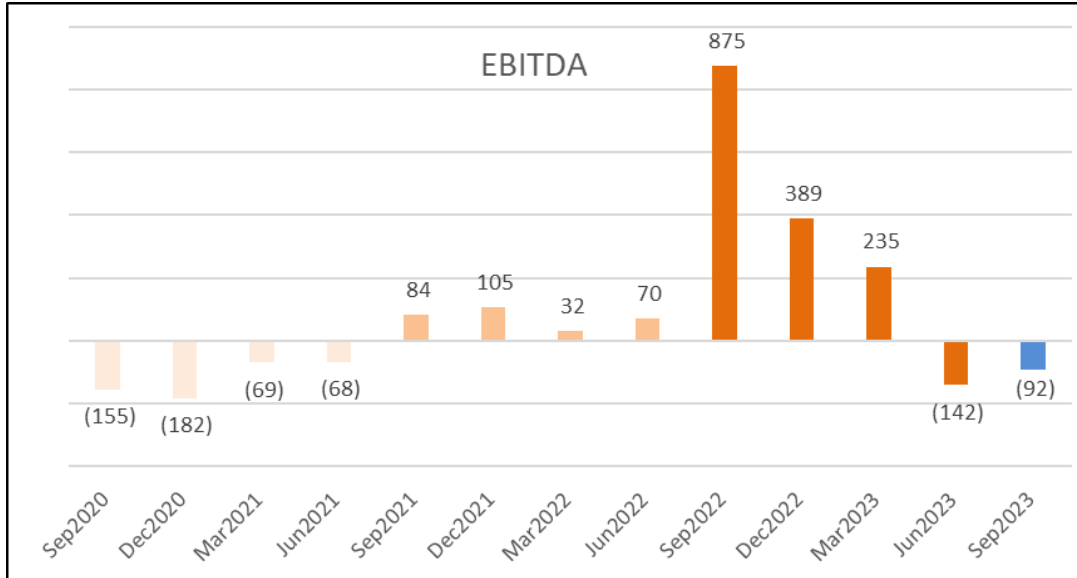
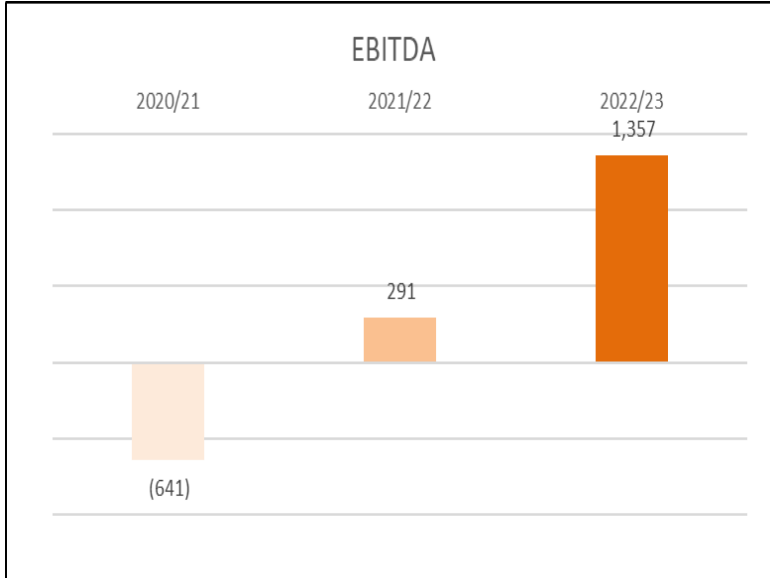


**Main Revenue growth driven by Non-Recurring services
But also Recurring revenue is growing**

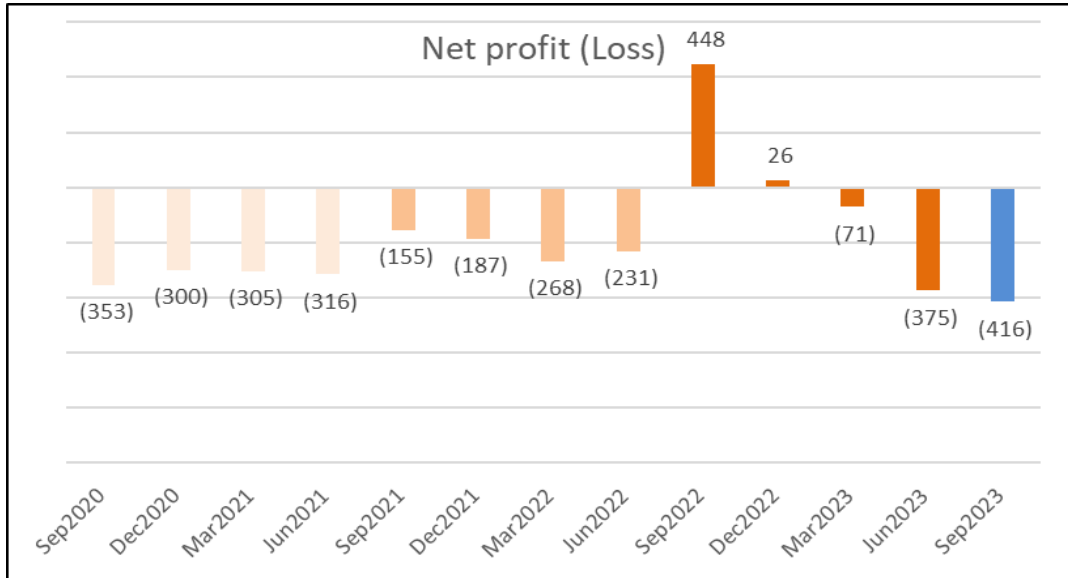
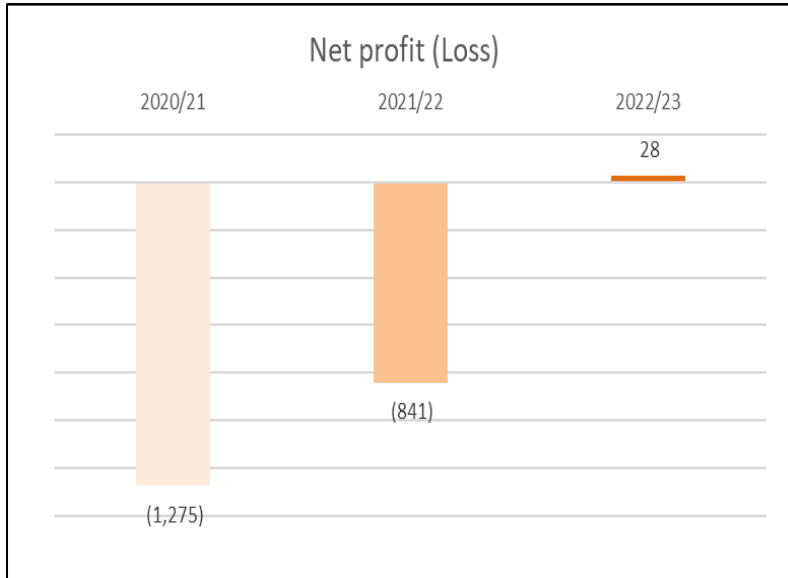
- Minor increase despite 42% revenue growth
- Staff investment in R&D, Operations and IT
- Reduction in Other Operating expense:
 - Lower external support costs
 - Legal, accounting, marketing
- Increase in Depreciation/Amortization:
 - Investment in new hardware
 - Shorter amortization period IFA



Strict cost control in place!

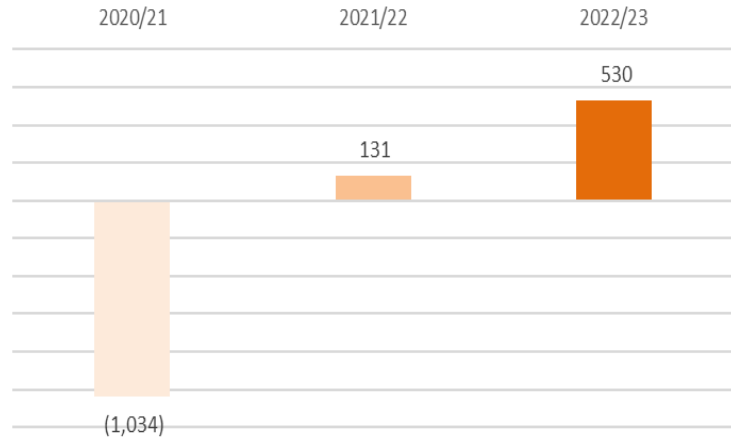


Strong EBITDA in 2022/23, but recent quarters are negative again due to low revenue

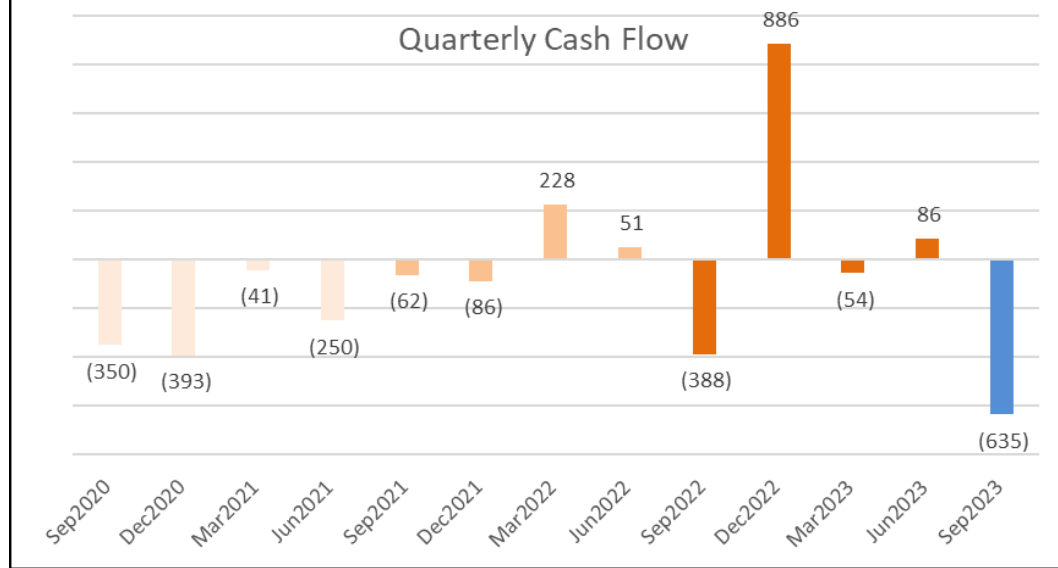


First full year net profit in 2022/23, mainly due to jump in Q1 2022/23. Recent quarter showed negative results

Cash Flow



Quarterly Cash Flow



2 years of consecutive positive Cash flow.
Q1 2023/24 showed high cash outflow.

- While GeoJunxion was only marginally impacted during the last two financial years, a “long-wave effect” of the economic downturn has impacted the company at the start of financial year 2023-24.
- In line with the economic climate pictured by the ECB and other economic indicators, the company’s preliminary operational results during the first quarter of the 2023-24 accounting year have been below expectations. Our technology customers have been hesitant to place significant orders for new projects. We have won some smaller project orders and renewed existing recurring service contracts Q1 2023-24, but overall, the order intake to-date has been slow. The automotive mapping market continues to move towards open-source data. With OEMs looking for more cost-effective solutions, map prices are under pressure, and competition between navigation solution providers is becoming increasingly fierce.
- Against this background, the company expects a challenging year in 2023-24: With a slow start on order intake, revenue is under pressure and likely to decline year-over-year. However, we remain confident in the quality of our products, their relevance in the market, the dedication and diligence of our teams and the trust we have established with our customers to overcome these short- and medium-term challenges and continue executing on our long-term growth strategy. .

Challenging year expected for 2023-24 with customers slowing down on spending



4. Status on convertible loan with lenders

CEO/CFO – Ivo Vleeschouwers



- Convertible loan became due upon start of delisting process
 - Lenders provided waiver of rights since then
- Loan partly refunded early November
 - Agreed in SPA
 - Quaeroq portion
- Remaining Convertible loan:
 - Will be pushed down from NV into BV
 - Intention to convert into Equity following completion of transaction