

**MEETING MINUTES for the GEOJUNXION N.V.
EXTRA-ORDINARY GENERAL MEETING OF SHAREHOLDERS of 12 December 2023**

On 12 December 2023 at 10:00 hours CET, GeoJunxion N.V. (GOJXN.AS) has held an EXTRA-ORDINARY GENERAL Shareholders meeting to discuss and obtain approval regarding the intended transaction announced on 27 November 2023 to sell all its activities to RoadRunner BV and subsequently liquidate the company. The meeting was held at the GeoJunxion office located in Capelle a/d IJssel 2909 LC, Rivium Quadrant 75, 9th floor, as a hybrid online and physical meeting. Shareholders were invited to attend the EXTRA-ORDINARY GENERAL Meeting either online or in person and were requested to provide their votes in advance of the meeting in case of online attendance.

The agenda for the EXTRA-ORDINARY GENERAL Meeting of Shareholders 12 December 2023 was as follow:

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| 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 (<i>Burgerlijk Wetboek</i>) (the 'DCC') (<i>voting item</i>) | 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) (<i>voting item</i>) | VOTING |
| 4. Appointment of Stichting JTC Liquidator (as defined in the explanatory notes to the agenda), as liquidator (<i>vereffenaar</i>) 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 (<i>voting item</i>) | VOTING |
| 5. Appointment of GeoJunxion B.V. as custodian (<i>bewaarder</i>) 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 (<i>voting item</i>) | 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 (<i>voting item</i>) | 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 (<i>voting item</i>) | 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 (<i>voting item</i>) | VOTING |
| 9. Questions | |
| 10. Closing | |

Attendees:

The shareholder meeting was attended by the following members of the Supervisory Board and Management Board:

- Physically present in the office and presenting on the Teams meeting online seminar:
 - o Mr. Kees Molenaar – Chairman of the Supervisory Board
 - o Mr. Ivo Vleeschouwers – CEO/CFO and Managing Director
 - o Mr. Francesco Altamura – CBO (Chief Business Officer)
 - o Mr. Barry Glick – Online – Member of the Supervisory Board
 - o Mr. Sean Fernback – Online – Member of the Supervisory Board
- Meeting host – Mr. Arjan Spigt - Head of Sales and Marketing.
- The registered shareholders participated in the meeting through the on-line Teams meeting tool, through an individual invitation that was sent following their registration. A total of forty shareholder registrations were received, of which six shareholders were physically present. Proxy voting input was received from thirty-three shareholders ahead of the meeting.

Presentation material:

A presentation deck was used during the meeting. It was shown on the screen using Teams to the online participants and on a larger screen to the shareholders physically present in the GeoJunxion office. This presentation can be found on the company's website (www.GeoJunxion.com). These minutes will refer to this document and specific pages in it.

The EXTRA-ORDINARY GENERAL Shareholder Meeting:

The meeting started at 10h00, when the CBO – Francesco Altamura opened it and welcomed all participants. He mentioned that the meeting is being recorded for minute taking. Then, the host provided an overview of the logistics of the meeting and the practicality of the meeting. He explained how to ask questions, using the chat or by raising hands online or physically (slide 2). He then handed over the word to the CEO related to the forward-looking statement.

The CEO pointed to the forward-looking statement on slide 3, providing a warning that any forward-looking statements were made as of today and they may be subject to change. Forward looking statement made during this presentation are not intended to provide investment advice. The CBO then handed over to the Kees Molenaar – the Chairman of the Supervisory Board.

1. The Chairman of the Supervisory Board welcomed the shareholders. He mentioned to the attendees that the meeting will be recorded, for minute taking. The Chairman provided an overview of the outstanding shares (4,246,135). He mentioned that forty shareholders registered which represented 2,751,860 shares, which is 64.81% of the total outstanding shares (slide 5). He confirmed that the meeting has been set up in accordance with the Articles of Association, it is a valid meeting and can take decision on the proposed agenda topics shown in slide 6.
2. He subsequently introduced agenda topic 2 – approval of the share sale & dissolution. He reviewed the reasons and motivations related to the intended transaction and reviewed the different alternatives. He started with an evaluation of the value of the listing versus its downsides, using slide 9. He concluded that the downsides outweigh the benefits and that the downsides in terms of reporting requirements continuously increase and become heavier. Therefore, the boards decided a delisting is preferred. The Chairman then assessed the ways to delist: using a public bid or doing an asset sale followed by a dissolution. He reviewed the benefits and downsides of both alternatives (slide 10) and concluded that the preferred way to complete the listing is through the asset sale as this has better deal certainty, lower complexity, lower costs, and similar approval rights due to concessions made in the approval levels. The Chairman subsequently referred to the Fairness Opinion prepared by Grant Thornton. They concluded that “the offer price received is fair from a financial point of view per September 30, 2023”.

The CEO then invited the shareholders to raise questions before moving into voting. Mr F. Faas raised what the costs were incurred related to the updated fairness Opinion. He further pointed out to the reduction of the price offered and how their model was influenced by input provided. The CEO answered that to the first question referring to the quotation received and to the second question pointing out that the first Fairness opinion was based on March financials and the second was based on September financials. Between both dates a number of changes have taken place: increased interest rates, resulting in lower business valuations, a slow down in our own business with large customers being reluctant to place project orders, resulting in lower revenue and losses incurred in Q1 2023-24. Mr. Faas continued with some specific and detailed questions related to the DCF method used, the number of years in the forecast and the growth rate applied for the terminal value calculation. The CEO/CFO replied to these questions. Mr Faas raised the question why the forecasted cash flow outlook for the current financial year will be negative. The CEO replied this calculation is based on

the forecasted amount of revenue and the estimated amount of costs for this year and the related cash inflows and outflows from this. Mr. Faas raised the question if management has a conflict of interest in this transaction. The CEO stated that there is no conflict of interest as there are no agreements in place currently between management and the bidders, related to roles and compensation. He stated that there are employment and consultancy contracts in place for the Management Board, which are not subject to changes resulting from this bid. The Chairman pointed out to the Fairness Opinion from Grant Thornton. Mr. Faas raised if an objection to the dissolution would delay the payment of the dissolution dividend. The CEO replied that this is part of the task of the liquidator to assess if the payment can be made upon receipt of the funds. He continued that per his opinion is that the payment will be made soon after the completion of the sales transaction. Mr. Faas asked if there was any interest in the quoted shell company. The CEO replied that there was interest, but the timelines of the Euronext delisting did not allow further pursuing this interest.

Mr Knappers then took the word and raised the question related to the approval of this transaction and if the squeeze out process would apply here. The CEO replied that this does not apply here. The approval of the transaction will result in the completion of the sale, the receipt of the proceeds. Following this, the preliminary liquidation dividend will be paid, and the legal entity will be liquidated. Mr. Knappers then expressed his disappointment on why the company was not able to grow to a larger company and be more successful. This was followed by a discussion between Mr. Knappers, the Chairman, the CBO and the CEO, touching on growth opportunities, the OOB accountant, listing on alternative markets, the Euronext delisting, larger competitors, the main shareholder, various actions taken, the bid in 2021 of the “horses company”, the diligent actions taken by the current management board to grow the company and the loan provided by the main shareholder. The Chairman then closed this discussion and moved to voting on topic 2.

3. The Chairman moved to voting topic 3 (slide 14) related to the dissolution of GeoJunxion NV and invited the shareholders present to vote. The CEO collected the votes from each individual shareholder present.
4. The Chairman then moved to point 4 regarding the appointment of the liquidator JTC. He invited the shareholders present to vote. The CEO collected the votes from each individual shareholder present.
5. The Chairman then moved to point 5 regarding the appointment GeoJunxion BV as custodian of the books. He invited the shareholders present to vote. The CEO collected the votes from each individual shareholder present.
6. The Chairman then moved to point 6, regarding the voluntary resignation and discharge of the members of the Management Board. He invited the shareholders present to vote. Before casting the votes, Mr. Faas pointed out that this topic contains 2 topics on which the shareholders are requested to vote. The Chairman took note of this comment and requested to vote. The CEO collected the votes from each individual shareholder present.
7. The Chairman then moved to point 7, regarding the voluntary resignation and discharge of the members of the Supervisory Board. He invited the shareholders present to vote. The CEO collected the votes from each individual shareholder present.
8. The Chairman then moved to point 8, regarding the approval of the distribution of the proceeds from the proposed transaction. He invited the shareholders present to vote. The CEO collected the votes from each individual shareholder present.

There was a brief break to summarize the result of the voting. After this the CEO presented the results of the voting, showing the total votes casted and separately the votes casted by the shareholders excluding the bidders. Results are presented in the tables below. The CEO read out the approval rates of each of the resolutions.

Overall voting results, including all votes represented:

	Agenda topic	In favour	Against	Abstention
	Share Sale, Dissolution, Boards			
2	Approval Share Sale GeoJunxion BV	99.43%	0.27%	0.30%
3	Dissolution of GeoJunxion N.V.	99.57%	0.27%	0.16%
4	Appointment of Stichting JTC Liquidator	99.57%	0.27%	0.16%
5	Appointment of GeoJunxion B.V. as custodian (bewaarder) of the books, records and other data carriers of the Company.	99.57%	0.27%	0.16%
6	Acceptance of the voluntary resignation of, and granting of full and final discharge to, all resigning members of the Management Board	98.81%	0.89%	0.29%
7	Acceptance of the voluntary resignation of, and granting of full and final discharge to, all resigning members of the Supervisory Board	98.81%	0.89%	0.29%
8	Approval of the Distribution of the proceeds from the Proposed Transaction	99.57%	0.27%	0.16%

Qualified majority - Voting results disinterested Shareholders:

	Agenda topic	In favour	Against	Abstention
	Share Sale, Dissolution, Boards			
2	Approval Share Sale GeoJunxion BV	98.61%	0.67%	0.72%
3	Dissolution of GeoJunxion N.V.	98.95%	0.67%	0.38%
4	Appointment of Stichting JTC Liquidator	98.95%	0.67%	0.38%
5	Appointment of GeoJunxion B.V. as custodian (bewaarder) of the books, records and other data carriers of the Company.	98.95%	0.67%	0.38%
6	Acceptance of the voluntary resignation of, and granting of full and final discharge to, all resigning members of the Management Board	97.10%	2.19%	0.72%
7	Acceptance of the voluntary resignation of, and granting of full and final discharge to, all resigning members of the Supervisory Board	97.10%	2.19%	0.72%
8	Approval of the Distribution of the proceeds from the Proposed Transaction	98.95%	0.67%	0.38%

9. The Chairman moved to the questions section. No further questions were raised. The Chairman thanked the shareholders for the excellent voting results in which all resolutions were approved with large majorities. The CEO and CBO also thanked the shareholders for their participation and support.
10. With these concluding words, the Extra-Ordinary General Shareholders Meeting of GeoJunxion N.V. was closed at approximately 10h55.

Capelle aan den IJssel, 12 December, 2023
The Board of Management and the Supervisory Board
GeoJunxion N.V.

Signed by Mr Kees Molenaar
Chairman of the Board