

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 SUPERVISORY BOARD OF GEOJUNXION N.V.

This policy was adopted by the Supervisory Board of GeoJunxion N.V. on October 25, 2022. It concerns an updated version of these regulations of AND International Publishers N.V. as adopted by the Supervisory Board on April 22, 2010.

Article 1

Status and content of the rules

- 1.1 These regulations have been drawn up based on articles 19 - 22 of the articles of association of the company and are intended to supplement the rules and regulations that apply (from time to time) to the Supervisory Board under Dutch law or the articles of association of the company.
- 1.2 Where these regulations conflict with Dutch law or the articles of association, the latter shall prevail. Where these regulations are compatible with the articles of association, but contrary to Dutch law, the latter shall 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 If one of the provisions of these regulations is not or no longer valid, this does not affect the validity of the other provisions.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 Supervisory 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 The following appendices are attached to these regulations, which form an integral part of these regulations:
 - Appendix A: the profile of the size and composition of the Supervisory Board;
 - Appendix B: the retirement schedule for members of the Supervisory Board.
- 1.4 These regulations are aligned with the Dutch Corporate Governance Code (the "Code").
- 1.5 These regulations are published on the company's website at: www.geojunxion.com

Article 2

Task of the Supervisory Board

- 2.1 The task of the Supervisory Board is to supervise the policy of the Management Board of the company and the general course of affairs concerning the company and its affiliated enterprise and to advise the Management Board. In fulfilling its duties, the Supervisory Board is guided by the interests of the company and its affiliated enterprise, weighing the relevant interests of those involved in the company (including the shareholders). The Supervisory Board also involves the social aspects of doing business that are relevant to the company. The Supervisory Board itself is responsible for the quality of its performance.
- 2.2 The duties of the Supervisory Board include:
 - a) supervising and (preliminary or otherwise) monitoring, advising the Board of Directors about:
 - i. the realization of the company's objectives;
 - ii. the strategy and risks associated with the business activities;
 - iii. the design and operation of the internal risk management and control systems;
 - iv. the financial reporting process;
 - v. compliance with laws and regulations;
 - vi. the relationship with shareholders; and
 - vii. the social aspects of entrepreneurship relevant to the company;
 - b) to disclose, comply with and maintain the corporate governance structure of the company;



- c) approving the annual accounts as well as approving the annual budget and major capital investments of the company;
- d) selecting and nominating the company's external auditor;
- e) selecting and nominating members of the Management Board for appointment, proposing for adoption (by the general meeting of shareholders of the company, the 'general meeting') of the remuneration policy for members of the Management Board, the remuneration itself (with due observance of the aforementioned remuneration policy) and the contractual terms of employment of the members of the Management Board;
- f) selecting and nominating the members of the Supervisory Board for appointment as well as proposing the remuneration for its members for adoption by the general meeting;
- g) evaluating and assessing the performance of the Management Board and the Supervisory Board as well as their individual members (including an assessment of the profile for the Supervisory Board);
- h) dealing with and deciding on reported potential conflicts of interest as referred to in Article 11 between the company on the one hand and members of the Management Board, the external auditor, and the major shareholder(s) on the other hand (see Article 11);
- i) dealing with and deciding on reported alleged irregularities concerning the functioning of members of the Management Board as referred to in Article 12.

Article 3

Composition, expertise, and independence of the Supervisory Board

- 3.1 The Supervisory Board consists of a number of several members as determined in accordance with the articles of association of the company. The Supervisory Board draws up a profile of its size and composition, considering the nature of the company, its activities and the desired expertise, experience, and independence of its members. The Supervisory Board will evaluate the profile annually. The current profile of the Supervisory Board is shown in Appendix A to these regulations.
- 3.2 The composition of the Supervisory Board will be such that the combination of experience, expertise and independence of its members meets the profile as set out in Appendix A and best enables the Supervisory Board to fulfil its various obligations towards the company and the stakeholders of the Company (including shareholders), in accordance with applicable laws and regulations (including the rules of any stock exchanges on which the Company's shares are listed).
- 3.3 The following requirements must be considered in the composition of the Supervisory Board:
- a) each of its members must be able to assess the broad outline of the overall policy of the company and its business;
 - b) each of its members must fit the profile of Appendix A and through his/her participation in the Supervisory Board (on (re)appointment and afterwards) the Supervisory Board must be composed in accordance with Article 3.2
 - c) at least one of its members must have acquired relevant knowledge and experience in the field of financial administration / accounting at listed companies or other large legal entities;
 - d) each of its members, except for a maximum of one person, must be independent as referred to in Article 3.4;
 - e) none of its members may be appointed after the third period of four-years or after the twelfth year;
 - f) none of its members may hold more than five Supervisory Board memberships in Dutch listed companies (including the company), whereby a chairmanship counts twice;
 - g) the chairman of the Supervisory Board may not be a former member of the Management Board of the company.
- 3.4 A supervisory director will not be regarded as independent (and therefore considered independent if none of the following applies to him/her) if he/she, or his/her spouse, registered partner or other mate of life, foster child or blood or related to the second degree:
- a) has been an employee or Member of the Management Board of the company (including affiliated companies as referred to in Article 5:48 Wft) in the five years prior to the appointment;
 - b) receives a personal financial compensation from the company or from an affiliated company, other than the compensation received for the work performed as a member of the Supervisory Board and insofar as this is not part of the normal course of business;
 - c) has had a significant business relationship with the company or an affiliated company in the year prior to the appointment. This includes, at least, the case when a member of the Supervisory Board, or a company where the Supervisory Board member is a shareholder, partner, employee, or advisor, has acted as an advisor to the company (consultant, external accountant, civil-law notary, and lawyer) or when the Supervisory Board member is a Management Board member of a banking institution with which the company maintains a lasting and significant relationship.



- d) is a board member of a company in which a board member of the company he supervises is a member of the supervisory board;
- e) holds a share of at least ten percent in the company (including the share of natural persons or legal entities cooperating with it under an express or tacit agreement, oral or written);
- f) is a director or supervisory director or otherwise is a representative of a legal entity that holds at least ten percent of the shares in the company, unless it concerns group companies;
- g) has temporary serviced in the Management Board during the previous twelve months in absence of a Management Board member.

The Supervisory Board will declare in the report of the Supervisory Board that, in its opinion, the provisions of Article 3.3 sub d) have been complied with. The Supervisory Board will also indicate which members it considers to be non-independent, if any.

3.5 The Supervisory Board may appoint one or more members as “delegated” member of the Supervisory Board. A delegated supervisory director is a supervisory director with a special task. The delegation cannot go beyond the duties of the Supervisory Board itself and does not include the management of the company. It extends to more intensive supervision and advice and more regular consultation with the Management Board. The delegated supervisory directorship is only temporary. The delegation cannot remove the duties and powers of the Supervisory Board. The delegated member of the Supervisory Board remains a member of the Supervisory Board.

3.6 Each member of the Supervisory Board is obliged to provide the chairman of that board with the information necessary for the determination and, if applicable, the maintenance of his/her:

- a) sex;
- b) age;
- c) profession;
- d) main function;
- e) nationality;
- f) ancillary positions insofar as these are relevant to the performance of the duties of a member of the Supervisory Board;
- g) time of first appointment; and
- h) the current term for which the statutory auditor has been appointed.

Article 4 Chairman

The Supervisory Board appoints one of its members as chairman respecting the provisions of Article 3.3 sub g). The chairman sets the agenda, presides over the meetings of the Supervisory Board, monitors the proper functioning of the Supervisory Board, ensures adequate information is provided to the members, ensures there is sufficient time for decision-making, takes care of the induction program for the members of the Supervisory Board, is the main point of contact for the Management Board on behalf of the Supervisory Board, initiates the evaluation of the functioning of the Supervisory Board and the Management Board and, as chairman, ensures an orderly and efficient progress at the general meeting.

The chairman of the Supervisory Board ensures the following:

- a) an induction and education or training program by the members of the Supervisory Board;
- b) the timely and adequate provision of information to the members of the Supervisory Board necessary for the proper performance of their duties;
- c) ensuring that there is ample time for the Supervisory Board to obtain advice, deliberations, and decision-making;
- d) ensuring the annual evaluation and assessment of the performance of the members of the Management Board and the Supervisory Board;
- e) proposing the appointment of a vice-chairman of the Supervisory Board by the Supervisory Board;
- f) the proper conduct of contacts with the Management Board and the timely and careful informing of the other members of the Supervisory Board of the results thereof;
- g) receiving and deciding on reports of potential conflicts of interest as referred to in Article 11;
- h) receiving and deciding on reported alleged irregularities concerning the functioning of the members of the Management Board as referred to in Article 12.



Article 5

The Supervisory Board and committees

In view of the size of the Supervisory Board (fewer than four members), no separate audit committee, remuneration committee and a selection and appointment committee have been set up.

The best practice provisions III.5.4, III.5.5, III.5.8, III.5.9, III.5.10, III.5.14, V.1.2, V.2.3, V.3.1, V.3.2 and V.3.3 therefore apply to the entire Supervisory Board.

Article 6

(Re)appointment, term of office and resignation

6.1 The members of the Supervisory Board are appointed in the manner provided for in the Articles of Association and on the recommendation or nomination of the Supervisory Board. The recommendation or nomination for (re)appointment must be motivated. In the event of reappointment, account will be taken how the candidate has fulfilled his duties as a member of the Supervisory Board. Members of the Supervisory Board shall serve on the Supervisory Board for a maximum term of four years, after which they shall be eligible for reappointment, provided that no member's term may exceed three four-year terms, or twelve years.

6.2 The Supervisory Board will draw up a retirement schedule to prevent, as far as possible, reappointments taking place at the same time. The current retirement schedule is shown in Appendix B to these regulations. Without prejudice to Article 6.3, members of the Supervisory Board will retire in accordance with the retirement schedule.

6.3 Members of the Supervisory Board will retire early in the event of insufficient performance, structural incompatibility of interests or if this is otherwise deemed necessary by the Supervisory Board.

6.4 Members of the Supervisory Board who temporarily provide for/replace the Management Board in the absence of, or impossibility to attend of members of the Management Board (temporarily) resign from the Supervisory Board to assume the Management Board's duties.

Article 7

Remuneration

7.1 The Supervisory Board will from time to time make a proposal to the general meeting regarding the remuneration of the chairman and the other members of the Supervisory Board. The remuneration of the members of the Supervisory Board does not depend on the company's results.

7.2 The following requirements must be considered when determining the remuneration of the Supervisory Board:

- a) no shares and/or options or comparable rights to acquire shares in the capital of the company may be granted to a supervisory director by way of remuneration;
- b) none of the members of the Supervisory Board may own securities as referred to under a) other than for long-term investment;
- c) none of its members may personally accept loans, guarantees, etc. from the company, other than in the normal course of business and upon approval of the Supervisory Board. Loans may not be waived.

7.3 All costs reasonably incurred in connection with attending meetings will be reimbursed to the members of the Supervisory Board. All other costs will only be eligible for reimbursement, in whole or in part, if made with the prior consent of the chairman; the chairman will inform the Supervisory Board about this annually.

7.4 The compensation, expense allowance and other agreed conditions are determined by the general meeting. The notes to the annual accounts will in any event contain the information required by law about the amount and structure of the remuneration of individual members of the Supervisory Board.

Article 8

introduction program and training

8.1 After appointment, each member of the Supervisory Board follows an induction program compiled and financed by the company, with attention to:

- a) general financial and legal affairs;
- b) the company's financial reporting;
- c) specific aspects specific to the company and its business activities;
- d) the responsibilities of the members of the Supervisory Board.



8.2 The Supervisory Board annually assesses the areas in which members of the Supervisory Board require further training or education during their period of service.

Article 9

Meetings of the Supervisory Board (agenda, online, conference call, attendance, minutes)

9.1 The Supervisory Board meets at least five times a year and more 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 take place elsewhere. Meetings can also be held by telephone or online conferencing.

9.2 In the event of frequent absences, the relevant member of the Supervisory Board is addressed by the chairman and asked for an explanation. The report of the Supervisory Board states which members of the Supervisory Board were frequently absent from meetings.

9.3 Unless the Supervisory Board decides otherwise, the meetings of the Supervisory Board will be attended by the Management Board, except for meetings dealing with:

- a) the assessment and performance of the Management Board and its individual members, and the conclusions to be drawn from this;
- b) the assessment and performance the Supervisory Board and its individual members, and the conclusions to be drawn from this;
- c) the desired profile, composition, and competence of the Supervisory Board;
- d) the potential conflicts of interest of the Management Board as referred to in Article 11.

The company's external auditor will attend every meeting of the Supervisory Board in which the examination of the annual accounts, their adoption, and if applicable, approval is discussed. The external auditor receives the financial information underlying the adoption of the half-year figures and other interim reports and is given the opportunity to respond to all information.

9.4 Meetings shall be convened by the company secretary on behalf of the requesting statutory auditor (Dutch has member for SB here). As far as practicable, the announcement and the agenda of items to be discussed will be provided to the members of the Supervisory Board and the Management Board seven days before the start of the meeting.

9.5 The secretary of the meeting will draw up minutes of the meeting. As a rule, these will be adopted at the next meeting; if, however, all members of the Supervisory Board agree with the contents of the minutes, they can also be adopted earlier. The minutes of the previous meeting are approved at the next meeting as evidence of their adoption. This is recorded as such. In addition, these can also be signed by the chairman and the secretary of the meeting. Extracts of the adopted minutes can be signed and provided by the company secretary.

Article 10

Decisions of the Supervisory Board (quorum, votes, topics for discussion)

10.1 The Supervisory Board may only adopt legally valid resolutions at a meeting if the majority of its members is present or represented, on the understanding that members who have a conflict of interest as referred to in Article 11 do not count for the calculation of this quorum. The Supervisory Board may also decide without a meeting, provided that the subject in question has been brought to the attention of all members, on the understanding that members who have a conflict of interest as referred to in Article 11 do not participate in the decision-making. The decision taken in such manner shall be recorded in writing and signed by the chairman, with any responses received in writing attached. The adoption of a resolution outside the meeting must be reported at the next meeting of the Supervisory Board.

10.2 Without prejudice to Article 11, the Supervisory Board may take valid decisions in or outside a meeting by a general majority of votes. In the event of a tie, the chairman has a decisive vote.

10.3 The recurring topics of meetings are in any case the budget and the financial results of the company, important decisions on which the Supervisory Board must act, the strategy of the company and changes therein (e.g., the long-term strategy, capital investments that are outside the scope of the company budget, long-term capital structures, setting up new business units, major acquisitions, and divestitures).

10.4 The Supervisory Board discusses at least once a year:



- a) the assessment and performance of the Supervisory Board and of its individual members and the conclusions to be drawn from this;
- b) the desired profile, composition, and competence of the Supervisory Board;
- c) the assessment and performance of the Management Board and that of its individual members, and the conclusions to be drawn from this;
- d) the introduction, training and education program as referred to in Article 8;
- e) the strategy and risks associated with the company and the results of the assessment by the Management Board related to the design and operation of the internal risk management and control systems, as well as any significant changes thereto.

The holding of the talks is mentioned in the report of the Supervisory Board.

Article 11

Conflict of interest

- 11.1 A member of the Supervisory Board does not participate in the discussion and decision-making about a subject or transaction in which he/she has a conflict of interest with the company as referred to in Article 11.2. Such a transaction, may only be entered into under conditions that are at least customary in the industry. Decisions to enter into such a transaction require the approval of the Supervisory Board. The chairman of the Supervisory Board ensures that all transactions involving conflicts of interest are published in the annual report, stating the conflict of interest, and stating that Articles 11.1, 11.2 and 11.3 have been complied with.
- 11.2 A conflict of interest that is of material significance to the company and/or the relevant member of the Supervisory Board ("conflicting interest") about a member of the Supervisory Board in any case exists if:
 - a) the company intends to enter into a transaction with a legal entity in which the member of the Supervisory Board personally maintains a material financial interest;
 - b) the company intends to enter into a transaction with a legal entity to which a member of the Management Board or Supervisory Board has a family-law relationship;
 - c) the company intends to enter into a transaction with a legal entity in which the member of the Supervisory Board fulfils a management or supervisory function;
 - d) under applicable law, including the rules of any stock exchange on which the shares in the company are listed, a conflict of interest exists or is deemed to exist;
 - e) the Supervisory Board has determined that a conflict of interest exists or is deemed to exist.
- 11.3 Each member of the Supervisory Board (other than the chairman of the Supervisory Board) shall immediately report any potential conflict of interest to the chairman of the Supervisory Board. Any member of the Supervisory Board who has a (potential) conflict of interest provides the chairman of the Supervisory Board with all relevant information, including information about the persons with whom he/she has a family-law relationship. In all cases other than those referred to in Article 11.2 sub d) and e), the Supervisory Board will determine whether a reported (potential) conflict of interest is a conflict of interest based on which Article 11.1 applies. If the chairman of the Supervisory Board has a (potential) conflict of interest, he will immediately report this to the vice-chairman of the Supervisory Board. The chairman provides all relevant information about this to the vice-chairman of the Supervisory Board, including information about the persons with whom he/she has a family-law relationship. In all cases other than those referred to in Article 11.2 sub d) and e), the Supervisory Board will determine whether a reported (potential) conflict of interest is a conflict of interest based on which Article 11.1 applies.
- 11.4 Article 11.2 applies, mutatis mutandis, to the members of the Board of Directors. A conflict of interest is also deemed to exist if the company intends to enter into a transaction with a natural or legal entity who holds at least ten percent of the shares in the company. Each member of the Management Board shall immediately report any potential conflict of interest to the chairman of the Supervisory Board. Any member of the Management Board who has a (potential) conflict of interest provides all relevant information to the chairman of the Supervisory Board, including information about the persons with whom he/she has a family-law relationship. In all cases other than those referred to in Article 11.2 sub d) and e), the Supervisory Board will determine whether a reported (potential) conflict of interest is a real conflict of interest; as a result of which the transaction may only be concluded and entered under conditions that are at least customary in the industry. The decisions to enter into such a transaction require the approval of the Supervisory Board. The chairman of the Supervisory Board ensures that these transactions are published in the annual report, stating the conflict of interest, and stating that this Article 11.4 has been complied with.
- 11.5 A conflict of interest about the company's external auditor will in any event exist if:



- a) the non-audit activities for the company of the external auditor (including amongst others: marketing, advice in the field of (management) consultancy or information technology), the independence of the external auditor regarding (the audit of) the questions financial reporting;
- b) the responsible associate within the office of the external auditor has been in charge with auditing activities for the company for more than a continuous period of seven years without rotation;
- c) under applicable law, including the rules of any stock exchange on which the shares in the company are listed, a conflict of interest exists or is deemed to exist;
- d) the Supervisory Board has determined that a conflict of interest exists or is deemed to exist.

The external auditor, as well as each member of the Management Board and the Supervisory Board, shall immediately report any potential conflict of interest regarding the external auditor to the chairman of the Supervisory Board. The external auditor, as well as each member of the Management Board and the Supervisory Board, provides all relevant information to the chairman of the Supervisory Board. In all cases other than those mentioned under c) and d) above, the Supervisory Board will determine whether a reported (potential) conflict of interest is a real conflict of interest; as a result of which the appointment of the external auditor must be reconsidered or other measures must be taken, thereby the conflict of interest will be eliminated. The chairman of the Supervisory Board ensures that these measures are published in the annual report, stating the conflict of interest and a statement that this Article 11.5 is complied with.

Article 12

Whistle-blowers

- 12.1 The Management Board ensures that employees have the opportunity, without jeopardizing their legal position, to report suspected irregularities of general, operational, and financial nature within the company to the chairman of the Management Board or an officer designated by him/her.
- 12.2 Alleged irregularities concerning the performance of members of the Management Board are reported to the chairman of the Supervisory Board.
- 12.3 The whistle-blower regulation is posted on the company's website as referred to in Article 1.5.

Article 13

Information, relationship with the Board of Directors

- 13.1 The Supervisory Board and its individual members have their own responsibility to collect all information from the Management Board and the external auditor as the Supervisory Board needs to properly perform its duties as a supervisory body. If the Supervisory Board deems necessary, it may obtain information also from employees and external advisors of the company. The Management Board makes the necessary resources available. The Supervisory Board may require employees and external advisors of the company to attend its meeting.
- 13.2 The Management Board provides the Supervisory Board in a timely manner (possibly in writing) with information about facts and developments of the company, that the Supervisory Board may need for the proper performance of its duties.
- 13.3 The Management Board shall, four times a year, send a report to the Supervisory Board prepared in a form, as agreed from time to time, and containing detailed information on, inter alia, financial matters, marketing, investments, and staff. In this report, the Management Board will explain its policy to the Supervisory Board.
- 13.4 Without prejudice to the above, the Management Board will inform the Supervisory Board annually about the budget for the coming year and the main points of the strategic policy, general and financial risks and the management and control system of the company. The Management Board will also make an annual statement that it has provided the Supervisory Board with all relevant information necessary for the proper performance of its duties. The budget will be provided in a timely matter so that the Supervisory Board can give its approval no later than January or July, at the beginning of the financial year. The statement will be provided in a timely manner so that the Supervisory Board can give its approval by April / October at the latest.
- 13.5 If a member of the Supervisory Board is provided with information (from a source other than the Management Board or the Supervisory Board) that is useful for the Supervisory Board to properly perform its duties, he will make information available to the chairman of the Supervisory Board as soon as possible. The chairman will then inform the entire Supervisory Board.



Article 14**Relationship with the shareholders**

- 14.1 In accordance with the company's articles of association, General Meetings of Shareholders are held at the request of the Supervisory Board. The (members of the) Supervisory Board who convene the meeting will ensure that it happens in a timely manner and that the shareholders are informed by means of an appropriate communication, or otherwise, about all relevant facts and circumstances related to the meeting topics. This shareholders' information package will be posted on the company's website as referred to in Article 1.5.
- 14.2 The members of the Management Board and the Supervisory Board are present at the General Meeting of Shareholders unless they are unable to attend for valid reasons. In accordance with the company's articles of association, the chairman generally chairs the general meeting and decides about the content of the resolutions. Without prejudice to the provisions of Article 2:13 of the Dutch Civil Code, the outcome of the vote, as observed and pronounced by the chairman, will be decisive.
- 14.3 The Supervisory Board provides the General Shareholder Meeting with all requested information, unless there are weighty interests for the company's interests, or a statutory regulation or rule of law dictates otherwise. If the Supervisory Board invokes such a weighty interest, this will be explained with reasons.
- 14.4 The Management Board and the Supervisory Board are responsible for the corporate governance structure of the company and are accountable for this to the General Shareholder Meeting. The main points of the corporate governance structure are set out each year in a separate chapter in the annual report. That chapter also indicates to what extent the company complies with the best practice provisions of the Code and, if not, why and to what extent it deviates from them.

Any substantial change in the corporate governance structure of the company, in compliance with the Code, is submitted to the General Shareholder Meeting for discussion under a separate agenda item.

Article 15**Confidentiality**

Each member of the Supervisory Board is obliged to observe the necessary discretion and, where confidential information is concerned, secrecy regarding all information and documentation obtained in the context of his membership. Members and former members of the Supervisory Board shall not transfer confidential information outside the Supervisory Board or the Management 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 determined that this information is already known to the public.

Article 16**Occasional omission, change**

- 16.1 Without prejudice to the provisions of Articles 1.2 and 14.4, the Supervisory Board may incidentally decide not to apply these regulations by resolution. Such a decision is mentioned in the report of the Supervisory Board.
- 16.2 Without prejudice to the provisions of Articles 1.2 and 14.4, the Supervisory Board may amend these regulations by resolution. Such a decision is mentioned in the report of the Supervisory Board.

Article 17**Applicable law and court**

These regulations are subject to Dutch law and must be interpreted in accordance with that. The court in Rotterdam has exclusive jurisdiction to hear any dispute regarding these regulations (including disputes regarding the existence, validity, and termination of these regulations).



Appendix A

Profile of the Size and Composition of the Supervisory Board of GeoJunxion N.V.

In line with the best practice provision of the Dutch Corporate Governance Code (article 2.1.1.0 – 2.1.1.v), the Supervisory Board of GEOJUNXION N.V. has drawn up a profile.

This was adopted by the Supervisory Board on 25 October 2022 and takes effect immediately.

The Supervisory Board has established a profile that is evaluated from time to time and tested against social developments and any strategic changes and is adjusted if necessary.

This profile is set up in accordance with the requirements of the Dutch Corporate Governance Code (CGC) regarding the composition of the Supervisory Board.

The Supervisory Board of GEOJUNXION N.V. currently consists of 3 members. 3 members is currently seen as the desired size of this body. Given the size of the group's activities and the group structure.

Members of the Supervisory Board are selected and nominated based on the following criteria:

- Knowledge and experience in the financial, business, legal or commercial field.
- At least one Supervisory Board member has knowledge and vision of the financial continuity of small and medium-sized enterprises and the financial implications of strategic international growth decisions.
- At least one Supervisory Board member has knowledge of and vision on the creation of navigation maps, services in the geographical sector.
- Experience in managing or supervising the management of a Dutch listed company (an advantage).
- Experience with international acquisitions and/or mergers and raising capital (an advantage).

The members of the Supervisory Board must be able to:

- Based on expertise and available time, to check in a timely and adequate manner the broad outlines of the policy of the Management Board and the general course of affairs within the Company.
- Provide advice to the Management Board in the preparation and implementation of the policy, to give access to their network and play the role of liaison with external parties.

The members must have no conflict of interest at the time of appointment and be able to perform the function independently in line with principles 2.1.7 and 2.1.8 of the CGC.

Regarding knowledge and experience, the main focus is on the composition and different backgrounds of the members, considering the broad field in which GEOJUNXION N.V. operates, namely the creation and maintenance of geographical databases, maps, and the provision of location-based services. In addition, knowledge and experience with a listed company is very important.

With its various expertise, the Council brings with it a broad-based expertise. In addition to these diversity objectives, the Board also strives to achieve diversity in terms of age and gender. The latter objective has not been achieved at the moment with the current composition of the Supervisory Board. This will be duly considered in the next rotation of the members of the Board.

The composition of the Supervisory Board is such that there can be a good mutual relationship of trust so that the Supervisory Board can act as a whole and perform its duties.

The composition of the Supervisory Board must be such that it complies with the provisions of the Regulations of the Supervisory Board and the Dutch Corporate Governance Code in terms of composition, background, competences, expertise, and independence in order to properly perform their duties.



Appendix B
TIME SCHEDULE OF APPOINTMENT AND RETIREMENT

This retirement schedule was prepared on 25 October 2022 based on the provisions of Article 6.2 of the Regulations of the Supervisory Board.

Name	Date first nomination	Year of renomination	End of current (4 Year) term	Final year of resignation
Mr. C.S.M Molenaar	7 July 2017	2021	2025	2029
Mr. S. Fernback	7 July 2017	2021	2025	2029
Mr. B.J. Glick	10 October 2016	2020	2024	2028

