



ASX RELEASE

25 November 2022

SCHEME MEETING MATERIALS – CHAIRMAN’S ADDRESS & PRESENTATION

Nearmap Ltd (ASX:NEA) (**‘Nearmap’** or **‘Company’**) refers to the proposed acquisition of Nearmap by Atlas AU BidCo Pty Ltd (**‘Thoma Bravo BidCo’**), a wholly-owned subsidiary of a fund advised by Thoma Bravo L.P. (**‘Thoma Bravo’**), by way of scheme of arrangement (**‘Scheme’**).

Scheme Meeting Materials

In accordance with ASX Listing Rule 3.13, attached to this announcement are the following documents to be presented at Nearmap’s Scheme Meeting being held at 2.00pm (Sydney time) today:

1. Chairman’s address; and
2. Scheme Meeting Presentation Slides.

Nearmap shareholders may attend, participate in and vote at the Scheme Meeting in person at Dexu Place, Level 15, 1 Farrer Place, Sydney and virtually via an online platform at web.lumiagm.com/329936813.

The voting results of the Scheme Meeting will be communicated to the ASX shortly after the conclusion of the Scheme Meeting.

Further information

If you require further information or have questions in relation to the Scheme, please visit the Scheme website at www.nearmap.com/thoma-bravo or contact the Nearmap Shareholder Information Line on +61 1300 502 987 (within Australia) or +61 2 9066 4051 (outside Australia, other than US) or +1 475 244 9269 (US), Monday to Friday between 9:00am and 5:00pm (Sydney time) (excluding public holidays).

Authorised by:
Board of Nearmap Ltd

-ends-



About Nearmap | nearmap.com

Nearmap (ASX: NEA) provides easy, instant access to high resolution aerial imagery, city-scale 3D content, AI data sets, and geospatial tools. Using its own patented camera systems and processing software, Nearmap captures wide-scale urban areas in Australia, New Zealand, the United States and Canada several times each year, making current content instantly available in the cloud via web app or API integration. Every day, Nearmap helps thousands of users conduct virtual site visits for deep, data driven insights—enabling informed decisions, streamlined operations and better financial performance. Nearmap was founded in Australia in 2007 and is one of the largest aerial survey companies in the world.

About Thoma Bravo | www.thomabravo.com

Thoma Bravo is one of the largest private equity firms in the world, with more than US\$114 billion in assets under management as of March 31, 2022. The firm invests in growth-oriented, innovative companies operating in the software and technology sectors. Leveraging the firm's deep sector expertise and proven strategic and operational capabilities, Thoma Bravo collaborates with its portfolio companies to implement operating best practices, drive growth initiatives and make accretive acquisitions intended to accelerate revenue and earnings. Over the past 20 years, the firm has acquired or invested in more than 380 companies representing over US\$190 billion in enterprise value. The firm has offices in Chicago, Miami and San Francisco.

**WE CHANGE THE WAY PEOPLE
VIEW THE WORLD, SO THEY CAN
PROFOUNDLY CHANGE THE WAY THEY
WORK.**

NEARMAP.COM

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SCHEME MEETING SCRIPT & CHAIRMAN'S ADDRESS

INTRODUCTION

Cover page

Slide 1

Welcome and thank you for joining us in person today, as the time is 2:00pm we will now start the live broadcast for our online attendees.

Agenda

Slide 2

Good afternoon everyone and welcome to the Scheme Meeting of Nearmap Ltd.

Procedural matters

Slide 3

My name is Peter James and I have the pleasure of being the Chairman of your company. I will be chairing today's meeting.

As a quorum is present, I declare the Nearmap Scheme Meeting open. I propose to take the Notice of Scheme Meeting as read.

Firstly, I would like to acknowledge the Traditional Owners of the land on which our Directors are joining from today in Sydney; the Gadigal people of the Eora Nation, and pay my respects to their Elders past, present and future. I would also like to pay my respects to all Aboriginal People joining us today, wherever you may come from.

On behalf of the Nearmap Board and the management team, I would like to welcome our shareholders, or their proxies, attorneys or representatives present – thank you all for attending today.

This meeting has been convened in accordance with the orders made by the Federal Court of Australia on 20 October 2022. The purpose of this meeting is for shareholders to vote on the proposed scheme of arrangement in relation to the acquisition of all shares in Nearmap by Atlas AU BidCo Pty Ltd, whom I shall refer to during this meeting as Thoma Bravo BidCo.

Given the ongoing health risks associated with COVID-19 and to allow our inter-state shareholders to attend, in the same manner as our 2021 Annual General Meeting, today's Scheme Meeting is being held as a hybrid meeting, with attendees in person and via an online platform.

Joining me today include fellow Nearmap Board members David Baxby, Ross Norgard, Cliff Rosenberg and Helen Souness together with our Nearmap CEO, Rob Newman.

Representatives of Nearmap' share registry, Automic, and technology providers, Lumi, are also present to assist in the poll process of the Scheme Meeting.

I appoint Bridgette Lopez from Automic as the Returning Officer. Bridgette has agreed to act in that capacity.

Remote attendees are currently listening to a live webcast of the meeting, and you are also able to ask questions and submit votes through the platform.

If you need technical assistance during today's meeting, please call 02 8075 0100 (within Australia) or +61 2 8075 0100 (outside Australia). You can also refer to the 'Online meeting Guide' for the Scheme Meeting

which is available from our scheme website and is also attached to the Notice of Scheme Meeting included in Annexure 5 of the scheme booklet.

If we experience any technical issues during today's meeting that results in a significant number of shareholders being unable to reasonably participate, I will adjourn this meeting. We would hope that any technical issues could be resolved quickly, and the reconvened meeting held later today. Please check the ASX if this eventuates.

As we have both in-person and online attendees, please allow me to provide instructions on how to ask questions and how to vote.

ONLINE PLATFORM QUESTIONS

Online attendees – text question process

Slide 4

For online attendees, to ask a written question, select the messaging tab at the top of the Lumi platform. Type your question in the box towards the top of the page and press the arrow symbol to send. A copy of your submitted questions along with any written responses from our meeting team, can be viewed by selecting “my messages”.

Online attendees – audio question process

Slide 5

If you are an online attendee, to ask your question verbally, click on the ***Request to speak*** button, at the bottom of the broadcast window.

Online attendees – audio question process (cont.)

Slide 6

The audio questions interface will now display. You will be prompted to confirm your name and enter the topic of your question. Submit your request and follow the instructions to allow access to your microphone and connect to the queue.

Please note, while you can submit questions from now on, I will not address them until the relevant time in the meeting.

IN ROOM QUESTIONS

In room attendees – question process

Slide 7

In room attendees wishing to ask a question can press the microphone button on your handsets followed by the green square to join the queue.

In room attendees – question process (cont.)

Slide 8

When it is your turn to speak, I will read out your name and ask for your question. Please wait for a microphone to be handed to you in the room.

In room attendees – question process (cont.)

Slide 9

To leave the queue, press the microphone button followed by the green square to confirm.

ONLINE VOTING

Slide 10

How to vote

Voting today will be conducted by way of a poll. To provide you with enough time to vote, I will shortly open voting.

If you have appointed a proxy, and both you and your proxy vote on the Resolution, only your vote will be counted (and your proxy's vote will not be counted).

How to vote (cont.)

Once voting opens, if you are an online attendee and are eligible to vote at this meeting, a new voting tab will appear. Selecting this tab will bring up today's resolution and present you with voting options. To cast your vote simply select one of the options. Your vote is automatically recorded, there is no need to press a submit or enter button.

You do however have the ability to change your vote, up until the time I declare voting closed.

IN ROOM VOTING

In room attendees – Voting process

Slide 11

Once voting openings, in room attendees will be presented with the today's resolution on screen. Select the item you wish to vote on using the scroll wheel and green square to select.

In room attendees – Voting process (cont.)

Slide 12

Your selected item will appear, press the green square to bring up the voting options.

In room attendees – Voting process (cont.)

Slide 13

Press 1 to vote FOR the item, 2 for AGAINST or 3 to ABSTAIN

In room attendees – Voting process (cont.)

Slide 14

Use the green square to move on to the next item, or press the red triangle to return to the full list of items.

I now declare voting open. I will be casting undirected proxies given to me in favour of the Scheme Resolution. You directors have stated that they will vote all Nearnmap shares they hold or control in favour of the Scheme Resolution.

CHAIRMAN'S ADDRESS

Slide 15

Overview of the Scheme

Slide 16

Before moving to formal business, I would like to say a few words about the proposed scheme of arrangement.

Details of the scheme of arrangement were outlined in detail in the Scheme Booklet, which was made available to shareholders in accordance with the orders of the Federal Court of Australia made on 20 October 2022.

Under the proposed scheme of arrangement:

- Thoma Bravo BidCo will acquire all of the Nearmap Shares held by Scheme Shareholders and Nearmap will become a wholly owned subsidiary of Thoma Bravo BidCo; and
- each Scheme Shareholder will receive cash consideration of \$2.10 for each Scheme Share held at the Record Date

Prior to entry into the Scheme Implementation Deed, your Directors undertook a robust strategic review process in close consultation with management and with the assistance of financial and legal advisors, with a view to maximising Nearmap's potential and thereby maximising value for its Shareholders.

During this process, Nearmap received a number of non-binding expressions of interest from several parties.

We engaged with some of those parties, including Thoma Bravo, to ascertain whether it was possible to negotiate a transaction that we believed could be attractive to and in the best interest of Nearmap Shareholders.

After we had conducted multiple rounds of negotiation and discussion, we weighed those potential transactions against each other and also against the option of remaining an independent listed company on the ASX.

Based on this assessment, we concluded that the Thoma Bravo proposal was materially superior to the other potential transactions and that the Thoma Bravo proposal was likely to maximise value for Nearmap Shareholders when compared to remaining an independent company.

Directors' unanimous recommendation

Slide 17

The Nearmap Board confirms that, as at the time of this meeting, no superior proposal has emerged nor is it aware of any superior proposal likely to emerge. As such, the Nearmap Board continues to unanimously recommend that Nearmap shareholders vote in favour of the scheme.

In reaching their recommendation, your Directors have carefully considered the advantages and disadvantages of the proposed Scheme and the outcome of the robust strategic review. The Nearmap Directors consider that the Scheme Consideration of \$2.10 per Nearmap Share is an attractive price for your Nearmap Shares and unanimously believe the reasons for you to vote in favour of the Scheme significantly outweigh the reasons for you to vote against the Scheme. The reasons considered are shown on the screen and are outlined in detail in the Scheme Booklet.

Independent Expert's conclusion

Slide 18

The Nearmap Board appointed Grant Thornton as the Independent Expert to assess the merits of the Scheme. The Independent Expert has concluded that the Scheme is fair and reasonable and in the best interests of Nearmap shareholders, in the absence of a superior proposal. No superior proposal has emerged.

A copy of the Independent Expert's Report was included in the Scheme Booklet.

Status of conditions

Slide 19

The Scheme is now principally conditional on two things occurring, first:

- shareholders passing the Scheme Resolution at this meeting; and finally,
- the Federal Court of Australia approving the scheme at the Second Court Hearing.

The Scheme is also subject to other customary operational and procedural conditions precedent which are described in further detail in the Scheme Booklet.

The Nearmap Board is not aware of any circumstances which would cause any of the outstanding conditions precedent to not be satisfied or waived prior to the Second Court Hearing.

Indicative implementation timetable

Slide 20

If the Scheme is approved by shareholders today, the timetable to implement the Scheme and provide shareholders their Scheme Consideration will be as shown on the screen now.

These dates are subject to satisfaction of the outstanding conditions precedent. Any changes will be announced to the ASX.

If the outstanding conditions precedent are not satisfied or the Scheme is not approved, the Scheme will not proceed and Nearmap will continue as a standalone entity listed on the ASX.

FORMAL BUSINESS & VOTE

Slide 21

Scheme resolution & voting threshold

Slide 22

I will now turn to the formal business of the meeting. There is only one item of business before this meeting today, being the Scheme Resolution, which is set out on the screen and is as follows:

‘That, pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed between Nearmap and the holders of its ordinary shares as contained in and more particularly described in the Scheme Booklet of which the Notice of Scheme Meeting forms part, is agreed to (with or without alterations or conditions as approved by the Court to which Nearmap and Thoma Bravo BidCo agree), and Nearmap is authorised, subject to the terms of the Scheme Implementation Deed to agree to such alterations or conditions, and subject to approval by the Court, to implement the Scheme with any such alterations or conditions.’

For the proposed Scheme to be approved, the scheme resolution must be approved by both a majority in number, being more than 50%, of Nearmap shareholders present and voting on the resolution (whether in person or by proxy, attorney, or in the case of a body corporate, by corporate representative), and at least 75% of the total number of votes cast on the resolution (again whether in person or by proxy, attorney or, in the case of a body corporate, by corporate representative).

Proxy results

Slide 23

The proxies received in respect of the scheme resolution are now shown on the screen.

As flagged, I will cast all undirected proxies that I hold in my capacity as chair of the meeting in favour of the scheme resolution.

I will now respond to questions in relation to the business of the meeting. I will endeavour to answer your questions straight away, however I may take a question on notice if necessary.

I will begin by taking questions in the room, before taking any questions submitted online or by audio.

As previously outlined, in room attendees wishing to ask a question can press the microphone button on your handsets followed by the green square to join the queue. I will then read out your name and ask for your question.

As there are no further questions in the room, online or via audio, I ask shareholders to cast their vote in relation to the Scheme resolution if they have not already done so, as voting will be closing shortly.

FINAL VOTING AND CONCLUDING REMARKS

Given that some shareholders may require additional time to finalise their vote using the online platform, there will now be a grace period to allow shareholders to finalise their vote, which will be two minutes.

As we wait for votes to be finalised and as this may be the last time I'll address shareholders if the Scheme is approved, I'd like to take a moment to thank those involved in the remarkable story of Nearmap.

Firstly, our team, those here today, and those that came before. Each of you has contributed to growing the company into a global leader in geospatial information and location intelligence.

We couldn't have done it without you. I hope you all feel incredibly proud of what you've achieved and the part you've played in Nearmap's success to date.

To our shareholders who supported us through our journey, and who had had the courage to invest in our business, thank you for having the faith in our vision. I hope you feel proud having supported Australian innovation and entrepreneurship.

To the Nearmap directors, who are each exceptional in their field, and have worked so well and so hard together. Your commitment, diligence, thoughtfulness, debate, and friendship have been instrumental in helping us get to where we are today. To former directors, thank you for giving us the platform to grow.

And for me, it's been an absolute privilege to have been part of this amazing company.

Subject to the Scheme being approved and other remaining conditions being satisfied, this meeting heralds the close of a chapter of Nearmap as an independent ASX-listed company. But the company's innovation, entrepreneurial spirit and desire to empower businesses and organisations with richly detailed location information will no doubt remain under the stewardship of Thoma Bravo.

I, like you, can't wait to see the next phase of the company's evolution.

MEETING CLOSE

As the grace period concludes, I now declare voting and the poll closed. The results of this meeting will be released on the ASX as soon as available today and will also be available on the Nearmap website.

This now concludes the official business of this meeting. If any shareholders experienced any technical difficulties online today, the presentation and Q&A will be available to play back on demand.

On behalf of the Board, thank you for your attendance today and your support of Nearmap. I now declare the Scheme Meeting **CLOSED**.

NEARMAP

SCHEME MEETING
25 NOVEMBER 2022

AGENDA

PROCEDURAL MATTERS

CHAIRMAN'S ADDRESS

FORMAL BUSINESS

Q&A

nearmap

JULY 2021 | BOSTON, MA U.S.

PROCEDURAL MATTERS

MR PETER JAMES

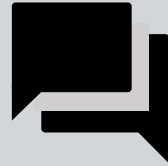
CHAIRMAN & NON-EXECUTIVE
DIRECTOR



 JAN 2022 | SAN DIEGO, CA U.S.

ONLINE ATTENDEES – TEXT QUESTION PROCESS

Select the messaging tab and type your question in the **Ask a question** box.



Press the send arrow to submit your message for review.




✓ Received

Your submitted questions along with any written responses from the meeting team can be found by selecting **My Messages**.

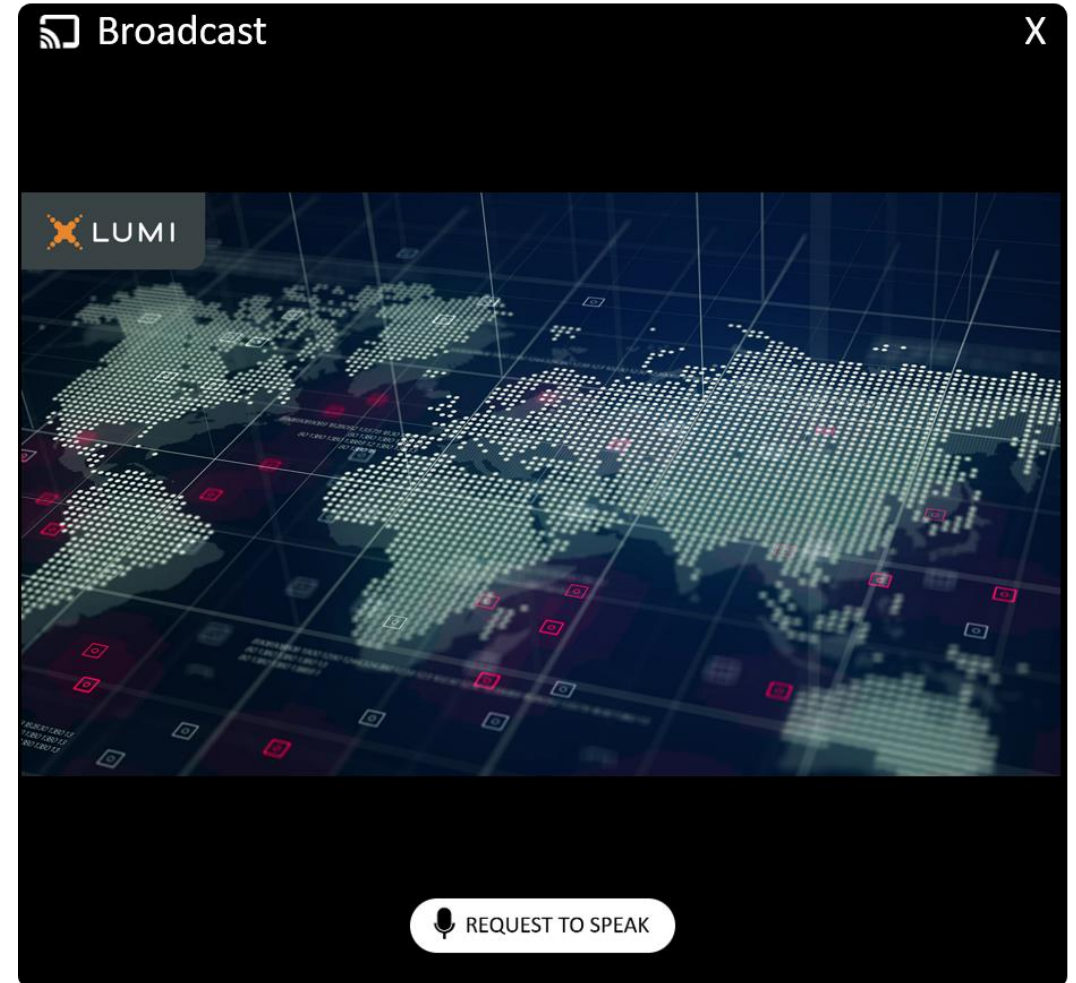
The screenshot shows a navigation bar with three tabs: HOME, MESSAGING (which is selected and underlined), and VOTING. Below the navigation bar, the 'Messaging' section is visible. It features a text input field with the placeholder text 'Ask a question' and a send arrow icon on the right. Below the input field, the character count '0 / 1000' is displayed. To the right of the input field, there are two buttons: 'ALL MESSAGES' and 'MY MESSAGES'. Below these buttons, a message from the 'Moderator' is shown, dated 'February 8, 2022 10:39 AM'. The message text reads: 'Welcome to the meeting. If you would like to submit a question, type your question in the box above and then press the send arrow. Please include the number of the resolution at the beginning of your question. Questions may be moderated or amalgamated if there are multiple questions on the same topic.'

ONLINE ATTENDEES – AUDIO QUESTION PROCESS


Click on the  button at the bottom of the broadcast window. The meeting broadcast will be replaced with the audio questions interface.

Confirm your name, enter the topic of your question and click **Submit Request**.

Follow the instructions to grant access to your microphone and join the queue.

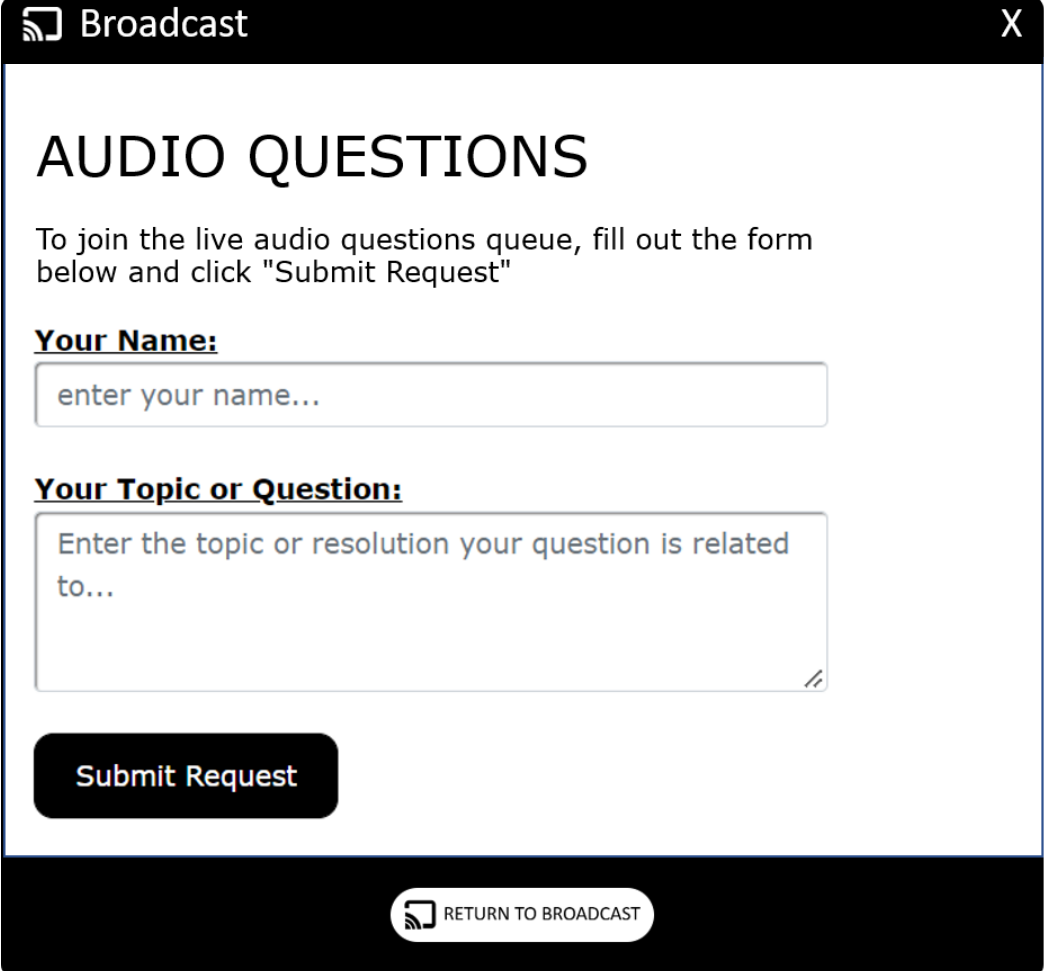


ONLINE ATTENDEES – AUDIO QUESTION PROCESS

Click on the  button at the bottom of the broadcast window. The meeting broadcast will be replaced with the audio questions interface.

Confirm your name, enter the topic of your question and click **Submit Request**.

Follow the instructions to grant access to your microphone and join the queue.



Broadcast X

AUDIO QUESTIONS

To join the live audio questions queue, fill out the form below and click "Submit Request"



Your Name:

Your Topic or Question:



Submit Request

RETURN TO BROADCAST

IN ROOM ATTENDEES – QUESTION PROCESS



To join the queue press  and confirm your choice by pressing 

When you reach the front of the queue, the Chairman will ask you for your question; please wait for a microphone to be handed to you



To leave the queue, press  and confirm your choice by pressing 



IN ROOM ATTENDEES – QUESTION PROCESS



To join the queue press  and confirm your choice by pressing 

When you reach the front of the queue, the Chairman will ask you for your question; please wait for a microphone to be handed to you



To leave the queue, press  and confirm your choice by pressing 



IN ROOM ATTENDEES – QUESTION PROCESS

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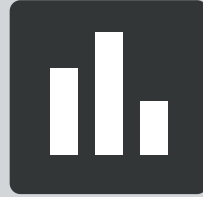
When you reach the front of the queue, the Chairman will ask you for your question; please wait for a microphone to be handed to you

To leave the queue, press  and confirm your choice by pressing 



ONLINE ATTENDEES – VOTING

When open, the vote will be accessible by selecting the voting tab at the top of the screen.



To vote simply select the direction in which you would like to cast your vote. The selected option will change colour.

For



Against




Abstain




There is no submit or send button, your selection is automatically recorded. You can change your mind or cancel your vote any time before the poll is closed.



The screenshot shows a mobile application interface for online voting. At the top, there is an orange header bar. Below it, a navigation bar contains three tabs: 'HOME' with a house icon, 'MESSAGING' with a speech bubble icon, and 'VOTING' with a bar chart icon. The 'VOTING' tab is currently selected and highlighted with a horizontal line. Below the navigation bar, the text 'Poll Open' is displayed with a small bar chart icon. Underneath, it says 'You have voted on 0 of 2 items'. The first poll item is 'Resolution 1', with the instruction 'Select a choice.' Below this are three radio button options: 'For' (selected, highlighted in orange), 'Against', and 'Abstain'. A 'CANCEL' button is located below these options. The second poll item is 'Question 2', also with the instruction 'Select a choice.' Below this are three radio button options: 'Yes' (selected, highlighted in orange), 'No', and 'Unsure'. A vertical scrollbar is visible on the right side of the screen.

IN ROOM ATTENDEES – VOTING PROCESS

When voting opens, use the scroll wheel to highlight the resolution you wish to vote on then press 


Once you have read the resolution, press  to see the voting options.


Press **1** to vote FOR, **2** to vote AGAINST or **3** to ABSTAIN.

Press  to move on to the next resolution or  to return to the full list of resolutions.





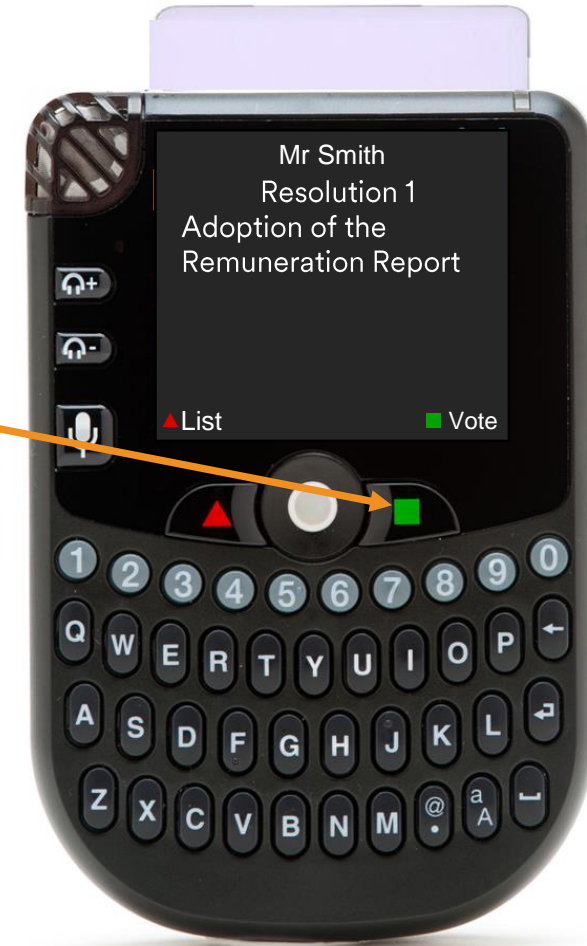
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IN ROOM ATTENDEES – VOTING PROCESS

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Press  to vote FOR,  to vote AGAINST or  to ABSTAIN.

Press  to move on to the next resolution or  to return to the full list of resolutions.





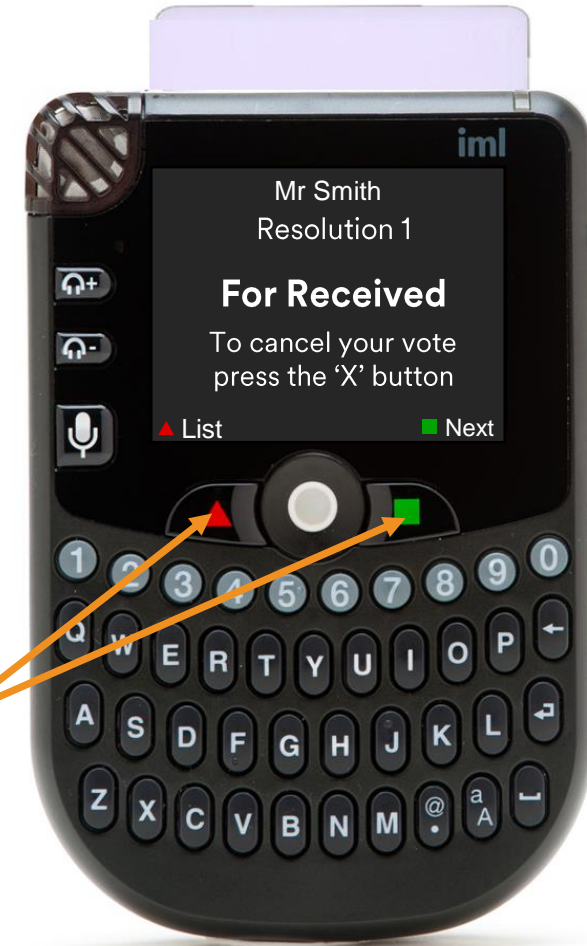
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Press  to move on to the next resolution or  to return to the full list of resolutions.



CHAIRMAN'S ADDRESS

MR PETER JAMES

CHAIRMAN & NON-EXECUTIVE DIRECTOR



 JUN 2021 | WICKHAM, NT AU

OVERVIEW OF THE SCHEME

- If the Scheme is implemented, Thoma Bravo BidCo will acquire all of the Nearmap Shares held by Scheme Shareholders by way of a scheme of arrangement and Nearmap will become a wholly owned subsidiary of Thoma Bravo BidCo
- If the Scheme is implemented, each Scheme Shareholder will receive cash consideration of \$2.10 for each Scheme Share held at the Record Date
- The Scheme is subject to the satisfaction of a number of conditions, including Nearmap Shareholder and Court approval

DIRECTORS' UNANIMOUS RECOMMENDATION

Your Directors unanimously recommend that you should vote in favour of the Scheme. Nearmap Directors have voted in favour of the Scheme, for all Nearmap Shares held or controlled by them.

Reasons for shareholders to vote in favour of the Scheme

- ✓ Your Directors unanimously recommend that you should vote in favour of the Scheme
- ✓ The Scheme Consideration of \$2.10 cash per Scheme Share represents a significant premium to recent Nearmap Share prices
- ✓ If the Scheme proceeds, you will receive certain value for your investment in Nearmap within a certain timeframe
- ✓ If the Scheme does not proceed, you will continue to be subject to the risks and uncertainties associated with the Nearmap business, as well as external economic and general market risks
- ✓ The Nearmap Share price is likely to fall, perhaps materially, if the Scheme does not proceed and no Superior Proposal emerges
- ✓ Since the announcement of the Scheme, no Superior Proposal has emerged
- ✓ The Independent Expert has concluded that the Scheme is fair and reasonable and, therefore, in the best interests of Nearmap Shareholders
- ✓ Nearmap Shareholders will not incur any brokerage charges if the Scheme proceeds

Potential reasons shareholders may vote against the Scheme

- ? You may disagree with the Nearmap Directors' recommendation and the Independent Expert's conclusion
- ? You may prefer to participate in the future financial performance of the Nearmap business
- ? You may wish to maintain your current investment profile
- ? You may consider there is a possibility that a Superior Proposal could emerge in the foreseeable future
- ? The tax consequences of the Scheme may not suit your current financial position

INDEPENDENT EXPERT'S CONCLUSION



- The Independent Expert has concluded that the Scheme is **FAIR AND REASONABLE** and hence in the **BEST INTERESTS** of NEA Shareholders in the absence of a superior alternative proposal emerging. No superior alternative proposal has emerged



- The Independent Expert has concluded that the Scheme Consideration of \$2.10 per Scheme Share is **within its assessed valuation range** of \$1.94 and \$2.45 per Nearmap Share on a control basis



- The Independent Expert has not observed any anomaly or inconsistency in the trading prices of NEA that would lead them to believe that the timing of the Proposal is opportunistic or that they cannot rely on the trading prices for the purpose of assessing the fairness of the Scheme



- A complete copy of the Independent Expert's Report is included as Annexure 1 to the Scheme Booklet

STATUS OF CONDITIONS

Shareholder approval	<ul style="list-style-type: none">• The Scheme remains subject to Nearmap Shareholders passing the Resolution during today's Scheme Meeting by the requisite majorities
Court approval	<ul style="list-style-type: none">• The Scheme remains subject to the Federal Court of Australia approving the Scheme in accordance with the Corporations Act• The second court hearing is scheduled to be held on 5 December 2022
Regulatory approval	<ul style="list-style-type: none">• All regulatory conditions including FIRB and HSR approvals have been met
Other customary conditions	<ul style="list-style-type: none">• The Scheme Implementation Deed outlines a number of other customary operational and procedural conditions that must be satisfied for the Scheme to be implemented
Conditions likely to be satisfied	<ul style="list-style-type: none">• Nearmap Directors are not currently aware of any circumstances which would prevent any of the outstanding conditions from being satisfied or waived prior to the Second Court Hearing

INDICATIVE IMPLEMENTATION TIMETABLE

Event	Date and Time
Second Court Date	5 December 2022
Effective Date of the Scheme	6 December 2022
Last date of trading of Nearmap Shares on ASX	6 December 2022
Record Date for determining entitlements to the Scheme Consideration	8 December 2022 7:00PM (Sydney time)
Implementation Date for the Scheme	15 December 2022
Delisting of Nearmap from ASX	16 December 2022

FORMAL BUSINESS

 AUG 2022 | CAMBRIDGE, MA U.S.

SCHEME RESOLUTION & VOTING THRESHOLD

The Scheme Resolution

'That, pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed between Nearmap and the holders of its ordinary shares as contained in and more particularly described in the Scheme Booklet of which the Notice of Scheme Meeting forms part, is agreed to (with or without alterations or conditions as approved by the Court to which Nearmap and Thoma Bravo BidCo agree), and Nearmap is authorised, subject to the terms of the Scheme Implementation Deed to agree to such alterations or conditions, and subject to approval by the Court, to implement the Scheme with any such alterations or conditions.'

Voting Threshold

For the Scheme to proceed, the Scheme Resolution must be approved by the Requisite Majorities, being:

- at least 75% of the total number of votes cast on the Scheme Resolution by Nearmap shareholders at the Scheme Meeting (whether in person or by proxy, attorney, or in the case of a body corporate, by corporate representative); and
- unless the Court orders otherwise, a majority in number (more than 50%), of Nearmap Shareholder present and voting on the Scheme Resolution (whether in person or by proxy, attorney or in the case of a body corporate, by corporate representative)

PROXY RESULTS

Valid proxy instructions received by the Company as at proxy close, were directed as follows:


	Number of proxy votes cast	% of proxy votes cast	Number of shareholders	% of shareholders
For	251,096,107	77.79%	2,937	72.27%
Open⁽¹⁾	2,032,344	0.63%	217	5.34%
Against	69,644,134	21.58%	916	22.54%
Total	322,772,585	100.00%	4,064	100.00%
Abstain⁽²⁾	202,269	-	39	-
Requisite majorities for scheme resolution to pass	At least 75%		More than 50%	

Please note that the above table only shows the numbers and percentages of shareholders who appointed a proxy and votes covered by proxies lodged prior to this Scheme Meeting. Not all shareholders have lodged a proxy and shareholders retain the discretion to vote in person rather than by an appointed proxy. Certain validation procedures will also be run following the close of the poll. Accordingly, the results of this Scheme Meeting will not be known until after the meeting.

(1) Open proxies in favour of the Chair will be voted in favour of the scheme resolution.

(2) Votes relating to shareholders who abstain from voting are not counted in determining the requisite majorities.

Q&A

 JUN 2022 | MOSMAN PARK, WA AU

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