



ASX RELEASE

23 November 2022

SCHEME UPDATE

Nearmap Ltd (ASX:NEA) (**'Nearmap'**) provides the following update on the proposed scheme of arrangement pursuant to which Atlas AU BidCo Pty Ltd (**'Thoma Bravo BidCo'**), a wholly-owned subsidiary of a fund advised by Thoma Bravo L.P. (**'Thoma Bravo'**), will acquire 100% of the shares on issue in Nearmap, for \$2.10 cash per share (**'Scheme'**).

Nearmap refers to its previous announcement made on 22 August 2022 titled "*Nearmap Board unanimously recommends Thoma Bravo's offer*" announcing entry into the scheme implementation deed between Nearmap and Thoma Bravo Australia (**'SID'**) in relation to the Scheme. Capitalised but undefined terms used in this announcement have the meaning given to them in the SID.

Conditions precedent

Nearmap is pleased to announce that Thoma Bravo BidCo has received a written notice under the *Foreign Acquisitions and Takeovers Act 1975* (Cth) by or on behalf of the Treasurer of the Commonwealth of Australia, stating that the Commonwealth Government does not object to the acquisition by Thoma Bravo BidCo of the Scheme Shares pursuant to the Scheme, either unconditionally or subject only to the Taxation Conditions and/or any other conditions acceptable to Thoma Bravo BidCo and accordingly the following condition precedent to the Scheme as set out in the SID has been satisfied:

- clause 3.1(a) of the SID (**FIRB approval**).

Further details regarding the conditions precedent to the Scheme can be found in clause 3.1 of the SID.

Implementation of the Scheme remains subject to the satisfaction or waiver of the other remaining conditions precedent, including approval by Nearmap shareholders at the scheme meeting and approval of the Scheme by the Federal Court of Australia.

Nearmap Directors' recommendation and voting intention

Nearmap's Directors unanimously recommend that Nearmap shareholders vote in favour of the Scheme in the absence of a Superior Proposal and subject to the Independent Expert concluding and continuing to conclude that the Scheme is in the best interests of shareholders. Subject to the same qualifications, each Nearmap Director intends to vote, or cause to be voted, all Nearmap shares held or controlled by them in favour of the Scheme.

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:
Chairman of Nearmap Ltd

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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.

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

NEARMAP.COM

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