



ASX RELEASE

25 November 2022

Results of Scheme Meeting

Nearmap Ltd (ASX:NEA) ('Nearmap' or 'Company') today announces that Nearmap shareholders approved, by the requisite majority, the scheme of arrangement with Atlas AU BidCo Pty Ltd ('Thoma Bravo BidCo'), a wholly-owned subsidiary of a fund advised by Thoma Bravo L.P. ('Thoma Bravo'), under which it is proposed that Thoma Bravo BidCo will acquire 100% of shares in Nearmap (the 'Scheme').

In accordance with Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), a detailed report of the proxies received and votes cast in respect to the resolution approving the Scheme is attached to this announcement in Annexure A.

Although Nearmap shareholder approval has been obtained, the Scheme remains subject to a number of conditions as set out in the scheme implementation deed announced to ASX on 22 August 2022, including:

- the Federal Court of Australia approving the Scheme (Second Court Hearing);
- the Independent Expert continuing to conclude that the Scheme is in the best interests of Nearmap shareholders; and
- the satisfaction or waiver of any remaining conditions prior to the Second Court Hearing.

Subject to these remaining conditions being satisfied or waived, implementation of the Scheme is expected to occur on 15 December 2022 (see indicative timetable below).

Second Court Hearing

The Second Court hearing will be held at 10.15am (Sydney time) on 5 December 2022 at the Federal Court of Australia at Queens Square, 184 Philip Street, Sydney NSW 2000.

Important Dates and Times

The key events and the expected timing in relation to the approval and implementation of the Scheme are set out in the table below.

Event	Expected Date
Second Court Date	5 December 2022
Effective Date of the Scheme and Last date of trading of Nearmap shares on ASX	6 December 2022
Record date for Scheme	7.00pm (Sydney time) on 8 December 2022



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Implementation Date for the Scheme and payment of Scheme Consideration	15 December 2022
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Nearmap will update Nearmap shareholders as to any material developments in relation to the Scheme as the timetable progresses.

Authorised by:
Chairman of Nearmap Ltd

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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PROFOUNDLY CHANGE THE WAY THEY
WORK.**

NEARMAP.COM
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Nearmap Ltd
SOA
Friday, 25 November 2022
Results of Meeting

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result	If s250U applies
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried	
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.	Ordinary	251,096,107 77.79%	69,644,134 21.58%	2,032,344 0.63%	202,269	254,869,259 78.47%	69,912,739 21.53%	203,703	Carried	

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.