



ASX RELEASE

6 December 2022

Scheme of Arrangement becomes Effective

Nearmap Ltd (ASX:NEA) ('Nearmap' or 'Company') advises that it has today lodged with the Australian Securities and Investments Commission ('ASIC') a copy of the orders of the Federal Court of Australia ('Orders') approving 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 Thoma Bravo BidCo will acquire 100% of the shares in Nearmap (the 'Scheme'). As a result, the Scheme is now legally effective and it is expected that quotation of Nearmap shares on the ASX will be suspended from the close of trading today.

A copy of the Orders lodged with ASIC are annexed to this announcement.

Scheme Consideration

Eligible Nearmap shareholders who hold Nearmap shares at the Scheme record date, being 7.00pm (Sydney time) on Thursday, 8 December 2022 ('Scheme Record Date') will receive \$2.10 in cash per each Nearmap share held at the Scheme Record Date ('Scheme Consideration'), in accordance with the terms of the Scheme.

It is expected that the Scheme will be implemented, and the Scheme Consideration will be paid to Nearmap shareholders on Thursday, 15 December 2022.

Timetable

The key dates remaining for the Scheme are set out below:

Event	Expected Date
Record date for Scheme	7.00pm (Sydney time) on 8 December 2022
Implementation Date for the Scheme and payment of Scheme Consideration	15 December 2022

Note: Any changes to the above timetable will be announced to ASX and will be available under Nearmap's profile on ASX at www.asx.com.au.

Nearmap will update Nearmap shareholders as to any material developments in relation to the Scheme as the timetable progresses.

Authorised by:

Mr Peter James

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 \$120 billion in assets under management as of September 30, 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 420 companies representing over \$235 billion in enterprise value. The firm has offices in Chicago, Miami and San Francisco. For more information, visit thomabravo.com.

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PROFOUNDLY CHANGE THE WAY THEY
WORK.**

NEARMAP.COM

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Federal Court of Australia

District Registry: New South Wales

Division: General

No: NSD771/2022

IN THE MATTER OF NEARMAP LTD

NEARMAP LTD ACN 083 902 907

Plaintiff

ORDER

JUDGE: JUSTICE CHEESEMAN

DATE OF ORDER: 05 December 2022

WHERE MADE: Sydney

THE COURT NOTES THAT:

- A. There has been produced to the Court a statement in writing by the Australian Securities and Investments Commission (**ASIC**) in accordance with section 411(17)(b) of the *Corporations Act 2001* (Cth) (**Act**) stating that ASIC has no objection to the Scheme of Arrangement between the plaintiff (**Nearmap**) and its shareholders (**Nearmap Shareholders**), which was agreed to by the Nearmap Shareholders at a meeting on 25 November 2022.

THE COURT ORDERS THAT:

1. Pursuant to section 411(4)(b) of the Act, the Scheme of Arrangement between Nearmap and the Nearmap Shareholders agreed to by those shareholders at the meeting held on 25 November 2022 (**Scheme**) be and is hereby approved.
2. Pursuant to section 411(12) of the Act, Nearmap be exempted from compliance with section 411(11) of the Act in respect of the Scheme.
3. Pursuant to rule 39.34 of the *Federal Court Rules 2011* (Cth), these orders be entered forthwith.

Date that entry is stamped: 05 December 2022

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Sia Lagos
Registrar