



ASX RELEASE

25 October 2022

DESPATCH OF SCHEME BOOKLET

Nearmap Ltd (ASX:NEA) (**'Nearmap'** or **'Company'**) refers to its previous announcements made on 22 August 2022 and 20 and 21 October 2022 in relation to:

- The proposed acquisition of Nearmap by Atlas AU BidCo Pty Ltd (**'Thoma Bravo BidCo'**), a wholly-owned subsidiary of funds advised by Thoma Bravo L.P. (**'Thoma Bravo'**), acquiring 100% of the shares on issue in Nearmap, for \$2.10 cash per share by way of a scheme of arrangement (**'Scheme'**)
- The orders of the Federal Court of Australia (**'Court'**) that Nearmap convene a meeting of Nearmap shareholders to consider and vote on the Scheme (**'Scheme Meeting'**) and approving dispatch of an explanatory statement providing information about the Scheme together with notice of the Scheme Meeting (together, the **'Scheme Booklet'**)
- The registration of the Scheme Booklet with the Australian Securities and Investments Commission (**'ASIC'**)

Despatch of the Scheme Booklet

Nearmap is pleased to announce that the Scheme Booklet together with a personalised proxy form (**'Proxy Form'**) has been despatched to Nearmap shareholders today.

A copy of the Scheme Booklet is available electronically for viewing and downloading at:

Scheme Website: www.nearmap.com/thoma-bravo/scheme-booklet

ASX Website: www2.asx.com.au

Nearmap shareholders who have elected to receive electronic communications will receive an email containing instructions about how to view or download a copy of the Scheme Booklet, as well as instructions on how to lodge their proxies for the Scheme Meeting online.

Nearmap shareholders who have elected to receive all communications via post will receive a printed copy of the Scheme Booklet together with a Proxy Form.

All other Nearmap shareholders will receive a letter, together with a Proxy Form, with instructions about how to view or download a copy of the Scheme Booklet.

Nearmap shareholders can also request a free hard copy of the Scheme Booklet by calling 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).



Nearmap Directors' recommendation and voting intention

The Nearmap board unanimously recommends that Nearmap shareholders vote in favour of the Scheme, in the absence of a Superior Proposal (as defined in the Scheme Implementation Deed) and subject to the independent expert continuing to conclude that the Scheme is in the best interest of Nearmap 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.

Indicative timeline

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

Latest time and date for lodgement of completed Proxy Form for the Scheme Meeting	2:00pm (Sydney time) on Wednesday, 23 November 2022
Time and date for determining eligibility of Nearmap shareholders to vote at the Scheme Meeting	7:00pm (Sydney time) on Wednesday, 23 November 2022
Time and date of the Scheme Meeting	2:00pm (Sydney time) on Friday, 25 November 2022
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 Scheme	7.00pm (Sydney time) on 8 December 2022
Implementation Date for the Scheme and payment	15 December 2022

Note: All stated dates and times are indicative only and subject to necessary approvals from the Court and each other condition precedent to the Scheme being satisfied or waived. Nearmap has the right to vary the timetable detailed above subject to the approval of such variation by Thoma Bravo BidCo, the Court and ASIC where required. Any changes to the above timetable will be announced to ASX and will be available under the Company's profile on ASX at www2.asx.com.au.

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

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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.

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

NEARMAP.COM

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