

Getmapping Ltd
Fleet 27
Rye Close
Fleet
Hampshire
GU51 2UH

11th April 2023

Dear Shareholder

Notice of Getmapping General Meeting and Invitation to Participate in Equity Funding Round

I am pleased to invite you to attend a General Meeting of Getmapping Limited via Zoom on the **3rd May 2023 at 9.30am**. The purpose of the meeting is to authorise the Board of Getmapping to raise new equity investment into the business to enable it to both deliver its future growth strategy and build a stronger balance sheet.

In the recent shareholder newsletter, we outlined the opportunities for the Group going forward, particularly the new subscription-based content and software solutions that were launched towards the end of 2022 to deliver consistent annual recurring revenues for the business.

These services are proving extremely popular with our customers, so much so that we have already achieved over 50% of our 2023/24 FY revenue target for the platform before the start of the new financial year in April. These committed recurrent high-margin revenues lay down a strong base upon which we can build over the coming years, and hence contribute to the accelerated growth that we desire to generate increased value.

The Board has therefore concluded that with the success we have had with the platform launch, now is the right time to undertake a series of funding rounds over the next eight months to raise up to £1m of new equity funding. This will both strengthen our balance sheet and enable the Company to invest in these new growth areas that are proving so fruitful, and in doing so significantly increase shareholder value.

In support of this, we have prepared a **Strategic Briefing Document** which provides further information on our strategy and how the funding will benefit the business. A digital copy of this document can be found at www.getmapping.co.uk/investor-information. For security, it is password protected. The password is [REDACTED]

The Strategic Briefing Document also outlines the challenges that we face along with many other businesses in the wake of the pandemic. The additional debt incurred through government loans, which were so important during that period, must now be repaid, and that of course takes away financial resources from investing in the growth of the company.

My fellow Board members and I, and several existing shareholders, have already expressed interest in participating in this funding initiative, but before going out to other investors who are also expressing interest, we want to offer existing shareholders the opportunity of joining us and participating in this next funding round. We believe that this a great opportunity for any shareholder that wishes to increase their holding in Getmapping, and I would encourage you to read all of the accompanying information – including the various risk factors – and should you wish to, consider participating in the new equity funding round.

If you are interested in taking part, please let the company secretary know so that we can furnish you with more details with respect to this investment round – companysecretary@getmapping.com – and to be invited to attend an investor briefing webinar.

Details for joining the General Meeting are outlined below. You also have the option of nominating a proxy on your behalf. It is the Board's recommendation that both resolutions be adopted.

Further information on the individual resolutions is set out below.

If you have any questions regarding these changes, please send them to the Company Secretary companysecretary@getmapping.com by 17.00 on 28th April 2023 in order that they can be answered at the meeting.

With Best Wishes

A handwritten signature in blue ink, appearing to read "T. Marshall".

Tim Marshall OBE
Group Chairman
Getmapping Ltd

Notes on Resolutions

You are being asked to consider and vote on the resolutions set out in the enclosed Notice. The first resolution is required to permit the directors to allot up to a maximum of 15 million new ordinary shares of 0.3p each in connection with the Offer. The second resolution is required to disapply the pre-emption rights set out in the Companies Act 2006. It is intended that the Fundraising will broadly reflect these pre-emption rights, subject to any variations as to individual applications and timings of acceptances and re-offers as the Board may determine in its absolute discretion. Accordingly, shareholders are being asked to grant the Directors the authority to allot shares and to disapply these statutory pre-emption rights, so as to permit the Fundraising to proceed on the terms outlined above.

The Directors of the Company consider that all the resolutions to be considered at the General Meeting are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do so in respect of their own beneficial holdings.

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in the Company, please forward this letter, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer, so that they can pass these documents to the person who now holds the shares.

If you have any queries in relation to the General Meeting, please contact the Company Secretary companysecretary@getmapping.com

Getmapping Ltd Notice of General Meeting

Notice is hereby given that a General Meeting (the “GM”) of Getmapping Ltd (the “Company”), is to be held by Zoom Videoconference on **3rd May 2023 at 9.30am** to transact the following business and, if thought fit, pass the following resolutions: -

ORDINARY RESOLUTION

1. AUTHORITY TO ALLOT SHARES

THAT, in accordance with section 551 of the Companies Act 2006 (the “**Companies Act**”), the directors of the Company (the “**Directors**”) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (“**Rights**”) up to an aggregate amount of 15 million shares at a nominal value of £45,000 (Forty-five thousand pounds), provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date on which this resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors (but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities).

SPECIAL RESOLUTION

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- (a) be limited to the allotment of equity securities up to an aggregate amount of 15 million shares at a nominal value of £45,000 (Forty-five thousand pounds); and
- (b) expire on the fifth anniversary of the date on which this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

By order of the Board on 11th April 2023

Gavin Sullivan
Company Secretary
Registered Office:
Fleet 27, Rye Close
Fleet, Hampshire.
GU51 2UH

Proxies

Any member of the Company entitled to attend and vote at the above meeting may appoint one or more proxies to attend and, on a poll, to vote instead of them. A proxy need not be a member.

Notes

ENTRY TO THE EGM BY REMOTE ELECTRONIC DEVICE

1. To facilitate entry to the video meeting, shareholders are requested to dial into the conference call using the details below on their electronic device (whether by smart phone, tablet or PC).
2. Persons who are not shareholders of the Company (or their appointed proxy) will not be permitted to attend the GM.
3. To join you should access the web address: [REDACTED] and enter the Meeting ID [REDACTED] and the Password [REDACTED] if prompted. We suggest you join early to allow for any technical difficulties, especially if you are not familiar with Zoom.
4. If you wish to check your connectivity and sound, we recommend that you go to <https://zoom.us/test> prior to the meeting.

APPOINTMENT OF PROXIES

1. If you are a shareholder who is entitled to dial in and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting.
2. A proxy does not need to be a shareholder of the Company but must dial into the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, please contact the company secretary.
4. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder will result in the proxy appointment being invalid.
5. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the Meeting.
6. Shareholders can (a) appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form by post (see note 7) or register their proxy appointment by email (see note 8).
7. Appointment of proxy by post: The notes to the proxy form explain how to direct your proxy how to vote on each resolution. To appoint a proxy using the proxy form, the form must be (a) completed and signed, (b) sent or delivered to the Company addressed to: The Company Secretary, Getmapping Ltd, Fleet 27, Rye Close, Fleet, Hampshire, GU51 2UH, and (c) received by the Company no later than 48 hours prior to the commencement of the meeting. In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a true copy of such power

- or authority) must be included with the proxy form. If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact The Company Secretary, Getmapping Ltd, Fleet 27, Rye Close, Fleet, Hampshire, GU51 2UH.
8. Appointment of proxies by email: As an alternative to completing the hard-copy proxy form, you can appoint a proxy by emailing companysecretary@getmapping.com. For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than 48 hours prior to the commencement of the meeting.
 9. Appointment of proxy by joint members: In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
 10. Changing proxy instructions: Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
 11. Termination of proxy appointment: A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by either: (a) Sending a signed hardcopy notice clearly stating your intention to revoke your proxy appointment to the Company. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. (b) Sending an email to companysecretary@getmapping.com. In either case, the revocation notice must be received by the Company no later than 48 hours prior to the commencement of the meeting. Appointment of a proxy does not preclude you from dialing into the meeting and voting in person. If you have appointed a proxy and dial into the AGM in person, your proxy appointment will automatically be terminated.

Form of Proxy for use at the General Meeting of Getmapping Ltd.

I/We.....of.....

.....

(Please complete in BLOCK CAPITALS)

being (a) Member(s) of the above-named Company, owning.....shares;

HEREBY APPOINT

.....of.....

failing whom the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf on any resolution proposed at the Annual General Meeting of the Company to be held by video conference on 3rd May 2023 at 9:30am, and in particular to vote on the resolutions to be proposed thereat in the manner indicated below:

ORDINARY RESOLUTIONS

Resolution 1 – Authority to Allot Shares	For	Against
Resolution 2 – Disapplication of pre-emption rights	For	Against

SIGNED

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DATED

Notes:

1. If you wish to appoint a proxy, this form must be returned by post or email not later than 48 hours before the time set for the meeting to Getmapping Ltd, Fleet 27, Rye Close, Fleet, Hampshire, GU51 2UH during usual business hours accompanied by any Power of attorney under which it is executed (if applicable)
2. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.
3. If your shares are held jointly with some other person(s), the names and addresses of all joint holders should be given.
4. A shareholder entitled to dial into and vote at the meeting is entitled to appoint one or more proxies in the alternative, provided each proxy is appointed to exercise rights attached to different shares. Please indicate next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. A proxy need not be a shareholder of the Company.
5. You can choose to agree to both resolutions or neither of them but you cannot agree to only one of the resolutions