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FOR IMMEDIATE RELEASE

6 June 2024

**RECOMMENDED CASH ACQUISITION**

of

**IQGEO GROUP PLC**

by

**GEOLOGIST BIDCO LIMITED**

**(a newly formed company wholly-owned by funds advised by Kohlberg Kravis  
Roberts & Co. L.P. and its affiliates)**

**to be effected by means of a Scheme of Arrangement  
under Part 26 of the Companies Act 2006**

**PUBLICATION OF THE SCHEME DOCUMENT**

On 14 May 2024, the boards of Geologist Bidco Limited ("**Bidco**") and IQGeo Group plc ("**IQGeo**") announced that they had reached agreement on the terms of a recommended cash offer to be made by Bidco to acquire the entire issued, and to be issued, ordinary share capital of IQGeo (the "**Acquisition**"). The Acquisition is intended to be effected by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act.

**Publication of the Scheme Document**

The IQGeo Board is pleased to announce that a circular in relation to the Acquisition (the "**Scheme Document**"), setting out, amongst other things, the full terms and conditions of the Scheme, an explanatory statement pursuant to section 897 of the Companies Act, an expected timetable of principal events, notices of the Court Meeting and General Meeting and details of the actions to be taken by IQGeo Shareholders will be published today on IQGeo's website at <https://www.iqgeo.com/investor-center/disclaimer-offer> and on Bidco's website at <https://www.documentdisplay.com>.

Hard copies of the Scheme Document, Forms of Proxy for the Court Meeting and General Meeting and Form of Election in respect of the Alternative Offer are being posted to IQGeo Shareholders today.

Capitalised terms in this announcement (the "**Announcement**"), unless otherwise defined, have the same meanings as set out in the Scheme Document. All references in this Announcement to times are to London, United Kingdom times unless otherwise stated.

**Notices of the Court Meeting and General Meeting**

As described in the Scheme Document, to become effective the Scheme will require, amongst other things: (i) the approval of a majority in number of the Scheme Shareholders present and voting (and entitled to vote) either in person or by proxy at the Court Meeting (or any adjournment thereof), representing not less than 75 per cent. in value of the Scheme Shares voted by such Scheme Shareholders; (ii) the passing of the IQGeo Resolution (being the special resolution of the IQGeo Shareholders to approve the Acquisition) by the requisite majority of IQGeo Shareholders at the General

Meeting (or any adjournment thereof); and (iii) the subsequent sanction of the Scheme by the Court. The Scheme is also subject to the satisfaction or waiver of the other Conditions and further terms that are set out in the Scheme Document.

Notices convening the Court Meeting and the General Meeting for 10.00 a.m. and 10.15 a.m. respectively on 28 June 2024 (or, in respect of the General Meeting, as soon thereafter as the Court Meeting is concluded or adjourned), to be held at DAC Beachcroft LLP, The Walbrook Building, 25 Walbrook, London EC4N 8AF, are set out in the Scheme Document. Any changes to the arrangements for the Court Meeting and the General Meeting will be communicated to IQGeo Shareholders before the relevant Meeting, through IQGeo's website at <https://www.iqgeo.com/> and by announcement through a Regulatory Information Service.

**It is important that, for the Court Meeting in particular, as many votes as possible are cast, so that the Court may be satisfied that there is a fair representation of the opinion of Scheme Shareholders. IQGeo Shareholders are therefore strongly encouraged to submit proxy appointments and instructions for the Court Meeting and the General Meeting using any of the methods set out in the Scheme Document as soon as possible and, in any event, by no later than 10.00 a.m. on 26 June 2024 in the case of the Court Meeting and by no later than 10.15 a.m. on 26 June 2024 in the case of the General Meeting (or, in the case of any adjournment, not later than 48 hours (excluding any part of such 48-hour period falling on a non-Business Day) before the fixed time for the holding of the adjourned meeting).**

In the case of the Court Meeting only, if the BLUE Form of Proxy for the Court Meeting is not lodged by the above deadline, it may be: (i) scanned and emailed to Link Group at the following email address: [TOUK-ProxyQueries@linkgroup.co.uk](mailto:TOUK-ProxyQueries@linkgroup.co.uk); or (ii) presented in person to the Link Group representative who will be present at the Court Meeting, at any time prior to the commencement of the Court Meeting.

### **Recommendation**

The IQGeo Directors, who have been so advised by Evercore and Cavendish as to the financial terms of the Acquisition, consider the terms of the Cash Offer to be fair and reasonable. In providing advice to the IQGeo Directors, Evercore and Cavendish have taken into account the commercial assessments of the IQGeo Directors. Evercore is providing independent financial advice to the IQGeo Directors for the purposes of Rule 3 of the Takeover Code.

Accordingly, the IQGeo Directors unanimously recommend that you vote in favour of the Scheme at the Court Meeting and the IQGeo Resolution proposed at the General Meeting, as the IQGeo Directors who (or whose family) beneficially hold IQGeo Shares have irrevocably undertaken to do (or procure to be done) in respect of their own beneficial holdings of IQGeo Shares.

For the reasons explained in the Scheme Document, the IQGeo Directors are unable to form an opinion as to whether or not the terms of the Alternative Offer are fair and reasonable and are not making any recommendation to IQGeo Shareholders as to whether or not they should elect for the Alternative Offer.

IQGeo Shareholders should carefully read the Scheme Document in its entirety before making a decision with respect to the Scheme.

### **Expected Timetable of Principal Events**

The current expected timetable of principal events for the implementation of the Scheme is set out in the Scheme Document and in the Appendix to this Announcement. If any of the key dates set out in the expected timetable change, an announcement will be made through a Regulatory Information Service and will be made available on IQGeo's website at <https://www.iqgeo.com/> and on Bidco's website <https://www.documentdisplay.com>. The Acquisition is now expected to complete in the third quarter of 2024, subject to, amongst other things, the sanction of the Scheme by the Court. This date is indicative

only and will depend, among other things, on receipt of antitrust clearance in Cyprus as well as regulatory clearances (or the expiry of relevant waiting periods) in Belgium, Germany and the UK and on the date on which the Court sanctions the Scheme.

### **Suspension, De-Listing and Re-Registration**

It is intended that dealings in IQGeo Shares will be suspended at 7.30 a.m. London time on the day which is two Business Days after the Scheme Court Hearing. It is further intended that an application will be made to the London Stock Exchange for the cancellation of admission to trading of the IQGeo Shares on AIM, with effect shortly following the Effective Date.

On the Effective Date, share certificates in respect of IQGeo Shares shall cease to be valid and entitlements to IQGeo Shares held within the CREST system shall be cancelled.

It is also intended that, as soon as possible after the Effective Date and after its shares cease to be traded on AIM, IQGeo will be re-registered as a private limited company under the relevant provisions of the Companies Act.

### **Helpline**

If you have any questions relating to this Announcement, the Scheme Document or the completion and return of the Forms of Proxy, Form of Election, or appointment of a proxy through the CREST electronic proxy appointment service, please contact Link Group on 0371 664 0321 if calling from within the UK or +44 371 664 0321 if calling from outside the UK or emailing Link Group at [operationalsupportteam@linkgroup.co.uk](mailto:operationalsupportteam@linkgroup.co.uk). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

### **Enquiries:**

**IQGeo Group plc** Tel: +44 (0) 12 2360 6655  
Richard Petti, CEO  
Haywood Chapman, Chief Financial Officer

**Evercore (Lead Financial Adviser to IQGeo)** Tel: +44 (0) 20 7653 6000  
Ed Banks  
Anil Rachwani  
Harrison George

**Cavendish (Joint Financial Adviser, Nomad, Broker to IQGeo)** Tel: +44 (0) 20 7220 0500

Henrik Persson  
Tim Redfern  
Seamus Fricker  
**H/Advisors Maitland (PR Adviser to IQGeo)** IQGeo@h-advisors.global  
Neil Bennett Tel: +44 (0) 20 7379 5151

**Rothschild & Co (Financial Adviser to KKR and Bidco)** Tel: +44 (0) 20 7280 5000  
Anton Black  
Philippe Noël  
Tom Buggé  
Tom Guinness

### **Further information**

*Evercore Partners International LLP ("**Evercore**"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively as financial adviser to IQGeo and no one else in connection with the matters described in this Announcement and will not be responsible to anyone other than IQGeo for providing the protections afforded to clients of Evercore nor for providing advice in connection with the matters referred to herein. Neither Evercore nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Evercore in connection with this Announcement, any statement contained herein, any offer or otherwise. Apart from the responsibilities and liabilities, if any, which may be imposed on Evercore by the Financial Services and Markets Act 2000 and successor legislation, or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither Evercore nor any of its affiliates accepts any responsibility or liability whatsoever for the contents of this Announcement, and no representation, express or implied, is made by it, or purported to be made on its behalf, in relation to the contents of this Announcement, including its accuracy, completeness or verification of any other statement made or purported to be made by it, or on its behalf, in connection with IQGeo or the matters described in this Announcement. To the fullest extent permitted by applicable law, Evercore and its affiliates accordingly disclaim all and any responsibility or liability whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise have in respect of this Announcement or any statement contained herein.*

*Cavendish Capital Markets Limited ("**Cavendish**"), which is authorised and regulated by the FCA in the UK, is acting as joint financial adviser, nominated adviser and corporate broker exclusively for IQGeo and no one else in connection with the matters referred to in this Announcement and will not be responsible to anyone other than IQGeo for providing the protections afforded to its clients or for providing advice in relation to matters referred to in this announcement. Neither Cavendish, nor any of its affiliates, owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Cavendish in connection with this Announcement, any statement contained herein or otherwise.*

*N.M. Rothschild & Sons Limited ("**Rothschild & Co**"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom is acting exclusively for Bidco and KKR and for no-one else in connection with the Acquisition and will not regard any other person as its client in relation to the Acquisition and will not be responsible to anyone other than Bidco and KKR for providing the protections afforded to clients of Rothschild & Co, nor for providing advice in relation to any matter referred to in this Announcement.*

*This Announcement is for information purposes only and is not intended to and does not constitute, or form part of, any offer to sell or an invitation to purchase any securities or a solicitation of an offer to buy, otherwise acquire, subscribe for, sell or otherwise dispose of any securities pursuant to the Acquisition or otherwise, nor shall there be any purchase, sale, issuance or exchange of securities or such solicitation in any jurisdiction in which such offer, solicitation, sale issuance or exchange is unlawful. The Acquisition will be made solely by means of the Scheme Document (or any other document by which the Acquisition is made) which will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Scheme. Any decision in respect of, or other response to, the Acquisition should be made only on the basis of the information contained in the Scheme Document (or any other document by which the Acquisition is made).*

*This Announcement does not constitute a prospectus or prospectus exempted document.*

## **Overseas Shareholders**

*The release, publication or distribution of this Announcement in jurisdictions other than the United Kingdom, and the availability of the Acquisition (including the Alternative Offer) to IQGeo Shareholders who are not resident in the United Kingdom, may be restricted by the laws of those jurisdictions and therefore persons into whose possession this Announcement comes should inform themselves about and observe such restrictions. Further details in relation to the Overseas Shareholders will be contained in the Scheme Document. Any failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.*

*Unless otherwise determined by Bidco or required by the Takeover Code, and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction. Accordingly, copies of this Announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction, and persons receiving this Announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such Restricted Jurisdiction. If the Acquisition is implemented by way of Takeover Offer (unless otherwise permitted by applicable law or regulation), the Takeover Offer may not be made, directly or indirectly, in or into or by use of the mails or any other means or instrumentality (including, without limitation, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Takeover Offer will not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.*

*This Announcement has been prepared in connection with proposals in relation to a scheme of arrangement pursuant to and for the purpose of complying with English law and the Takeover Code and information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom. Nothing in this Announcement should be relied on for any other purpose.*

*The Acquisition shall be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange and the Financial Conduct Authority.*

*The Loan Notes and the Topco Investor Shares have not been and will not be registered in Japan pursuant to Article 4, Paragraph 1 of the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the "FIEA") in reliance upon the exemption from the registration requirements since the offering constitutes the small number private placement as provided for in "ha" of Article 2, Paragraph 3, Item 2 of the FIEA.*

*Further details in relation to Overseas Shareholders can be found in Part Six of the Scheme Document.*

### **Additional information for US investors**

*US holders should note that the Acquisition relates to the securities of a UK company, is subject to UK disclosure requirements (which are different from those of the US) and is proposed to be implemented under a scheme of arrangement provided for under English company law.*

*Under the present circumstances, a transaction effected by means of a scheme of arrangement is not subject to the tender offer rules under the US Exchange Act. Accordingly, the Scheme will be subject to UK disclosure requirements and practices, which are different from the disclosure requirements of the US tender offer and proxy solicitation rules. The financial information included in this Announcement and the Scheme Document has been or will have been prepared in accordance with IFRS and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US.*

*Bidco reserves the right, subject to the prior consent of the Panel and in accordance with the Co-operation Agreement, to elect to implement the Acquisition by means of a Takeover Offer for the entire issued and to be issued share capital of IQGeo, as an alternative to the Scheme. If Bidco were to elect to implement the Acquisition by means of a Takeover Offer, it would be made in compliance with all applicable US laws and regulations, including Section 14(e) of the US Exchange Act and Regulation 14E thereunder.*

*In the event that the Acquisition is implemented by way of a Takeover Offer, in accordance with normal United Kingdom practice, Bidco or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, shares or other IQGeo Shares outside of the United States, other than pursuant to the Acquisition, until the date on which the Takeover Offer and/or Scheme becomes effective, lapses or is otherwise withdrawn. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases or arrangements to purchase shall be disclosed as required in the UK, shall be reported to a Regulatory Information Service and shall be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com).*

*Neither the SEC nor any securities commission of any state of the US nor any other US regulatory authority has approved the Acquisition, passed any opinion upon the fairness of the Acquisition or upon the adequacy or accuracy of this Announcement. Any representation to the contrary is a criminal offence in the US.*

*The Loan Notes and the Topco Investor Shares which may be issued (provided applicable put and call options are exercised) under the Alternative Offer have not been and will not be registered under the US Securities Act, or under the relevant securities laws of any state or territory of the United States. Accordingly, the Loan Notes and the Topco Investor Share may not be offered or sold in the United States, except in a transaction not subject to, or in reliance on an applicable exemption from, the registration requirements of the US Securities Act and any applicable state securities laws. It is anticipated that any Loan Notes and the Topco Investor Shares issued pursuant to the Alternative Offer will be issued in reliance upon the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) thereof ("**Section 3(a)(10)**"). Section 3(a)(10) exempts securities issued in specified exchange transactions from the registration requirement under the US Securities Act where, among other things, the fairness of the terms and conditions of the issuance and exchange of such securities have been approved by a court or governmental authority expressly authorised by law to grant such approval, after a hearing upon the fairness of the terms and conditions of the exchange at which all persons to whom the Loan Notes and the Topco Investor Shares are proposed to be issued have the right to appear; and receive adequate and timely notice thereof.*

*US holders who are or will be affiliates of Bidco Group or IQGeo prior to, or of Bidco Group after, the Effective Date will be subject to certain US transfer restrictions relating to the Topco Investor Shares received pursuant to the Scheme.*

*For the purposes of qualifying for the exemption from the registration requirements of the US Securities Act in respect of the Topco Investor Shares issued pursuant to the Alternative Offer afforded by Section 3(a)(10), Bidco Group will advise the Court that its sanctioning of the Scheme will be relied upon by Bidco Group as an approval of the Scheme following a hearing on its fairness to IQGeo Shareholders.*

*The receipt of cash or other securities pursuant to the Acquisition by a direct or indirect US holder as consideration for the transfer of its Scheme Shares pursuant to the Scheme may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each IQGeo Shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to him.*

*It may be difficult for US holders to enforce their rights and claims arising out of the US federal securities laws, since Bidco and IQGeo are located in a non-US jurisdiction, and some or all of their officers and directors may be residents of a non-US jurisdiction, and a substantial part of the assets of IQGeo are located outside of the US. US holders may not be able to sue a non-US company or its officers or*

directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.

### **Forward-Looking Statements**

*This Announcement (including information incorporated by reference in this Announcement), oral statements made regarding the Acquisition, and other information published by KKR, Bidco or IQGeo may contain statements about Bidco and IQGeo that are or may be deemed to be forward looking statements. All statements other than statements of historical facts included in this Announcement may be forward looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "shall", "should", "anticipates", "estimates", "projects", "is subject to", "budget", "scheduled", "forecast" or words or terms of similar substance or the negative thereof, are forward looking statements. Forward looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Bidco's or IQGeo's operations and potential synergies resulting from the Acquisition; and (iii) the effects of government regulation on Bidco's or IQGeo's business.*

*Such forward looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Bidco and IQGeo about future events, and are therefore subject to risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward looking statements, including: increased competition, the loss of or damage to one or more key customer relationships, changes to customer ordering patterns, delays in obtaining customer approvals for engineering or price level changes, the failure of one or more key suppliers, the outcome of business or industry restructuring, the outcome of any litigation, changes in economic conditions, currency fluctuations, changes in interest and tax rates, changes in raw materials or energy market prices, changes in laws, regulations or regulatory policies, developments in legal or public policy doctrines, technological developments, the failure to retain key management, or the timing and success of future acquisition opportunities or major investment projects. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward looking statements. Such forward looking statements should therefore be construed in light of such factors. Neither Bidco nor IQGeo, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements in this Announcement will actually occur. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward looking statements, which speak only as of the date hereof. All subsequent oral or written forward looking statements attributable to any member of the Bidco Group or the IQGeo Group, or any of their respective associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above.*

*Bidco and IQGeo expressly disclaim any obligation to update any forward looking or other statements contained herein, except as required by applicable law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.*

### **Dealing and Opening Position Disclosure Requirements**

*Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the Offer Period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the Offer Period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day*

following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the Offer Period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

### **Publication on a website**

A copy of this Announcement and the documents required to be published pursuant to Rule 26 of the Takeover Code will be available, free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Bidco's website at <https://www.documentdisplay.com> and IQGeo's website at <https://www.IQGeo.com/investor-center/disclaimer-offer> by no later than 12.00 noon (London Time) on the Business Day following the publication of this Announcement.

For the avoidance of doubt, the contents of these websites and any websites accessible from hyperlinks on these websites are not incorporated into and do not form part of this Announcement.

### **No profit forecasts, estimates or quantified benefits statements**

No statement in this Announcement is intended as, or is to be construed as, a profit forecast, profit estimate or quantified financial benefit statement for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for Bidco, Topco or IQGeo for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Bidco, Topco or IQGeo, respectively.

### **Requesting hard copy documents**

In accordance with Rule 30.3 of the Takeover Code, IQGeo Shareholders, participants in the IQGeo Share Plans and persons with information rights may request a hard copy of this Announcement, free of charge, by contacting IQGeo's registrars, Link Group, at Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom or by calling Link Group on +44 (0)371 664 0321 or via email at [operationalsupportteam@linkgroup.co.uk](mailto:operationalsupportteam@linkgroup.co.uk). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am to 5.30 pm (London time), Monday to Friday (except public holidays in England and Wales). For persons who receive a copy of this Announcement in electronic form or via



*a website notification, a hard copy of this Announcement will not be sent unless so requested. Such persons may also request that all future documents, announcements and information in relation to the Acquisition are sent to them in hard copy form.*

### **Electronic Communications**

*Please be aware that addresses, electronic addresses and certain other information provided by IQGeo Shareholders, persons with information rights and other relevant persons for the receipt of communications from IQGeo may be provided to Bidco during the Offer Period as required under Section 4 of Appendix 4 of the Takeover Code.*

### **General**

*If you are in any doubt about the contents of this Announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor or independent financial adviser duly authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser*

### **Rule 2.9 information**

*For the purposes of Rule 2.9 of the Takeover Code, IQGeo confirms that, as at the Latest Practicable Date, it had in issue 61,808,154 ordinary shares of 2 pence each. The International Securities Identification Number for the IQGeo Shares is GB00B3NCXX73.*

## Appendix

### Expected Timetable of Principal Events

All times shown in this Announcement are references to London time unless otherwise stated.

<b>Event</b>	<b>Expected time/date<sup>(1)</sup></b>
Publication of this Announcement	6 June 2024
Publication of the Scheme Document	6 June 2024
Latest time for lodging Forms of Proxy for the:	
• Court Meeting (BLUE form)	10.00 a.m. on 26 June 2024 <sup>(2)</sup>
• General Meeting (WHITE form)	10.15 a.m. on 26 June 2024 <sup>(3)</sup>
Scheme Voting Record Time	6.00 p.m. on 26 June 2024 <sup>(4)</sup>
<b>Court Meeting</b>	10.00 a.m. on 28 June 2024
<b>General Meeting</b>	10.15 a.m. on 28 June 2024 <sup>(5)</sup>
<b><i>The following dates are indicative only and are subject to change<sup>(6)</sup></i></b>	
Election Return Time (being the latest time for lodging the GREEN Form of Election or settlement of TTE Instructions from CREST holders in respect of the Alternative Offer)	1.00 p.m. on D – 7 days <sup>(7)</sup>
Court Hearing to sanction the Scheme	As soon as reasonably practicable after Bidco confirms the satisfaction or waiver of the Conditions (“D”) <sup>(8)</sup>
Last day of dealings in, and for registration of transfers of, IQGeo Shares	D + 1 Business Day
Scheme Record Time	6.00 p.m. on D + 1 Business Day
Disablement of CREST in respect of IQGeo Shares	6.00 p.m. on D + 1 Business Day
Suspension of dealings in IQGeo Shares	7.30 a.m. on D+2 Business Days
<b>Expected Effective Date of the Scheme</b>	<b>D+2 Business Day</b>
Cancellation of admission of IQGeo Shares to trading on AIM	7.00 a.m. on D+3 Business Days
Latest date for despatch of cheques or crediting of CREST for cash consideration due under the Scheme and issue of share certificates in respect of the Alternative Offer	within 14 days of the Effective Date
Long Stop Date	11.59 p.m. 14 February 2025 <sup>(9)</sup>

## Notes:

- (1) All times set out in this timetable refer to London time unless otherwise stated. The dates and times given are indicative only and are based on IQGeo's current expectations and may be subject to change (including as a result of changes to the regulatory timetable). If any of the expected times and/or dates above change, the revised times and/or dates will be notified to IQGeo Shareholders by announcement through a Regulatory Information Service with such announcement being made available on Bidco's website at <https://www.documentdisplay.com> and on IQGeo's website at <https://www.iqgeo.com/investor-center/disclaimer-offer> and, if required by the Panel, IQGeo will send notice of the change(s) to IQGeo Shareholders and other persons with information rights and, for information only, and to the holders of options under the IQGeo Share Plans. IQGeo Shareholders overseas should refer to Part Six (Additional Information for Overseas Shareholders) of the Scheme Document, which contains important information relevant to such holders.
- (2) It is requested that the BLUE Forms of Proxy for the Court Meeting be lodged by 10.00 a.m. on 26 June 2024 or, if the Court Meeting is adjourned, not later than 48 hours (excluding any part of such 48 hours period falling on a non-Business Day) prior to the time appointed for the Court Meeting. If the BLUE Form of Proxy for the Court Meeting is not lodged by 10.00 a.m. on 26 June 2024, it may be: (i) scanned and emailed to Link Group at the following email address: [TOUK-ProxyQueries@linkgroup.co.uk](mailto:TOUK-ProxyQueries@linkgroup.co.uk); or (ii) presented in person to the Link Group representative who will be present at the Court Meeting, at any time prior to the commencement of the Court Meeting (or any adjournment thereof).
- (3) WHITE Forms of Proxy for the General Meeting must be lodged by 10.15 a.m. on 26 June 2024 or, if the General Meeting is adjourned, not later than 48 hours (excluding any part of such 48 hours period falling on a non-Business Day) prior to the time appointed for the adjourned Meeting.
- (4) If either the Court Meeting or the General Meeting is adjourned, the Scheme Voting Record Time for the relevant adjourned meeting will be 6.00 p.m. on the day falling two Business Days before the date of the adjourned meeting.
- (5) Or as soon thereafter as the Court Meeting shall have concluded.
- (6) These times and dates are indicative only and will depend on, among other things, the dates upon which: (i) the Conditions are satisfied or (if capable of waiver) waived; (ii) the Court sanctions the Scheme; and (iii) the Court Order is delivered to the Registrar of Companies.
- (7) The Election Return Time will be 1.00 p.m. on the date falling seven days prior to the date of the Scheme Court Hearing (which remains to be set but is currently expected to take place during Q3 2024). For technical reasons, it will not be possible to send TTE Instructions to Euroclear before the date on which the Scheme Court Hearing is set and announced. Once the date of the Scheme Court Hearing is set, IQGeo will announce the Election Return Time via a Regulatory Information Service (with such announcement being made available on IQGeo's website at <https://www.iqgeo.com/investor-center/disclaimer-offer> and Bidco's website at <https://www.documentdisplay.com> and an appropriate event will be set up by Euroclear in CREST. It will be possible for TTE Instructions to be sent to Euroclear from such time onwards until the Election Return Time.
- (8) For the purposes of the Condition set out in paragraph 2(c) of Part A of Part Three (*Conditions and certain further terms of the Scheme and the Acquisition*) of the Scheme Document, the "expected date" shall be a date which is no later than 21 calendar days after the satisfaction or (if capable of waiver) waiver of the Conditions in paragraphs 3(a) to (d) of Part A of Part Three (*Conditions and certain further terms of the Scheme and the Acquisition*) of the Scheme Document.
- (9) The latest time and date by which the Scheme must become Effective (or such later time or date, if any, (a) as IQGeo and Bidco may agree, or (b) (in a competitive situation) as may be specified by Bidco with the consent of the Panel, and in each case that (if so required) the Court may allow).