

Company Number: 05589712

## COURT MEETING MINUTES

### IQGEO GROUP PLC (the "Company")

MINUTES of a Court Meeting of the Company held at the offices of DAC Beachcroft LLP at The Walbrook Building, 25 Walbrook, London EC4N 8AF on 28 June 2024 at 10.00 a.m.

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**PRESENT:** Paul Taylor (Chairman and a member)  
Haywood Chapman  
Riccardo Petti  
Carolyn Rand  
Other members in attached attendance sheet

**IN ATTENDANCE:** Non-members in attached attendance sheet

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#### 1. CHAIRMAN

Paul Taylor was appointed Chairman of the meeting.

#### 2. NOTICE AND QUORUM

2.1 **IT WAS NOTED** that more than two shareholders were present at the meeting to form the quorum and that the meeting would accordingly proceed to business.

2.2 The Chairman confirmed that a notice convening the Court Meeting had been sent to every member in accordance with the Articles and the requirements of the City Code of Takeovers and Mergers (the "**Notice**").

2.3 With the consent of all members present, the Notice was taken as read.

2.4 Before putting the resolution to the meeting the Chairman asked if anyone had any questions which they would like to raise on the resolution set out in the Notice. No questions were asked.

#### 3. RESOLUTION

3.1 The Chairman formally proposed the resolution set out in the Notice:

*"THAT the scheme of arrangement dated 6 June 2024 (the "**Scheme**"), between the Company and the holders of Scheme Shares (as each term is defined in the Scheme), a copy of which has been produced to this meeting and, for the purposes of identification, initialled by the Chairman of this meeting, in its original form or with or subject to any modification, addition or condition agreed by the Company and Bidco (as defined in the Scheme) and approved or imposed by the Court, be approved and the directors of the Company (or a duly authorised committee thereof) be authorised to take all such actions as they may consider necessary or appropriate for carrying the Scheme into effect."*

3.2 In accordance with the requirements of the City Code on Takeovers and Mergers and as directed by a court order dated 5 June 2024, the Chairman confirmed that the voting on the resolution proposed at the Court Meeting would take place by way of a poll with each Scheme Shareholder (as defined in the Scheme) present in person or

by proxy being entitled to one vote for each Scheme Share (as defined in the Scheme) held.

3.3 Before handing over to the Company's registrars, Link Market Services Limited ("**Link Group**"), to conduct the poll, the Chairman confirmed that the proxy votes received, as certified by Link Group, were as follows:

- For: 49,361,538 votes, equating to 99.78% of those shareholders voting by proxy; and
- Against: 108,651 votes, equating to 0.22% of those shareholders voting by proxy.

3.4 The Chairman then asked Link Group, to conduct the poll and to act as scrutineer in respect thereof.


3.5 After the process of conducting the poll had been concluded, the Chairman advised the meeting that the results of the poll would be made available as soon as possible via an announcement to be made by the Company, a copy of which will be made available on the Company's website and microsite.

#### 4. **ANNOUNCEMENT**

**IT WAS RESOLVED THAT** one of the directors be authorised to speak to the Company's nominated adviser or financial adviser (as appropriate) to ensure that the relevant announcement is released to the market following the conclusion of the general meeting.

#### 5. **CLOSE OF THE MEETING**

There being no further business, the Chairman declared the Court Meeting closed.

  
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**Chairman**

**IQGeo Group plc**

**Attendee List**

**Court & General Meeting 28 June 2024 at 10am & 10.15am**

<u>Capacity</u>	<u>Name</u>	<u>Representing / Accompanying</u>	<u>AcctNo</u>
Chair	Paul Taylor	IQGeo Group plc	0000000813
Director	Carolyn Rand	IQGeo Group plc	0000002758
Chief Executive	Riccardo Petti	IQGeo Group plc	
Chief Financial Officer	Haywood Chapman	IQGeo Group plc	
Finance Director	Claire Clarson	IQGeo Group plc	
Corporate Rep	Oliver Scott	JIM Nominees Ltd	JARVIS / ISA
Advisor	Michelle Jones	DAC Beachcroft	
Advisor	Shuwew YU	DAC Beachcroft	
Advisor	Erik O'Connor	Clifford Chance	
Advisor	Harrison George	Evercore	
Advisor	Matthew Darling	DAC Beachcroft	
Advisor	Rui Huo	Clifford Chance	
Advisor	Elliot Bell	KKR	
Advisor	Antonio Folgore	Clifford Chance	
Advisor	Tom Guinness	Rothchild & Co	
Advisor	Ash Palmstierna	KKR	
Advisor	Rebecca Versteeg	KKR	
Registrar	Graham Butcher	Link Group	
Registrar	Hina Akhtar	Link Group	