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If you have sold or transferred all of your registered holding of ordinary shares in the Company please forward this document as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

If you have sold or transferred part of your registered holding of ordinary shares in the Company, you should retain this document, and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.



(Incorporated in England and Wales with company number 05589712)

Notice of 2024 Annual General Meeting

to be held at the offices of DAC Beachcroft LLP,
The Walbrook Building, 25 Walbrook, London EC4N 8AF
on Wednesday 15 May 2024 at 11.00am

This document should be read as a whole. Nevertheless, your attention is drawn to the letter from the Chairman which contains information about the actions to be taken in respect of the Annual General Meeting.

We look forward to welcoming shareholders in person at the Annual General Meeting. We would also encourage any shareholders who might not be able to attend the Annual General Meeting in person to submit an electronic form of proxy in advance of the meeting and by no later than 11.00am on Monday 13th May 2024. You will not receive a hard-copy form of proxy for the meeting in the post, unless specifically requested.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdictions.

Notice of 2024 Annual General Meeting

IQGEO Group plc

(Incorporated in England and Wales with company number 05589712)

Directors:

Paul Taylor
Haywood Chapman
Ian Kershaw
Andrew MacLeod
Riccardo (Richard) Petti
Carolyn Rand
Max Royde
Robert Sansom

Registered office:

Nine Hills Road
Cambridge
CB2 1GE

To the holders of ordinary shares of £0.02 each in the capital of the Company

16 April 2024

Dear shareholder

Annual General Meeting

I am pleased to enclose a copy of our results for the year ended 31 December 2023 together with information about the Company's forthcoming Annual General Meeting ("**AGM**").

Enclosed with this letter, you will find:

- (i) the Notice of Annual General Meeting; and
- (ii) the Annual Report and Accounts.

The resolutions to be proposed at the AGM are explained in detail below and are set out in full in the Notice of Annual General Meeting which is set out on pages 4 and 5 of this document. Resolutions 1 to 11 are being proposed as ordinary resolutions (and therefore need the approval of a simple majority of those shareholders who are present and voting in person or by proxy at the AGM) and resolutions 12 and 13 are being proposed as special resolutions (and therefore need the approval of at least 75% of those shareholders who are present and voting in person or by proxy at the AGM).

1. Presentation of the Company's annual accounts (resolution 1)

Resolution 1 deals with the adoption of the annual accounts for the financial year ended 31 December 2023.

2. Re-election of Directors (resolutions 2, 3, 4, 5, 6, 7, 8 and 9)

Whilst the articles of association (the "**Articles**"), require that one-third of the Directors retire and seek re-election at each AGM the board of directors of the Company (the "**Board**") has determined, in accordance with what is increasingly viewed as best practice, that all of the Directors of the Company will retire from the Board at the AGM and, being eligible, offer themselves for re-election.

Having considered the performance of each of the Directors, the Board remains satisfied that their performance continues to be effective and that they demonstrate commitment to the role and, as such, recommends their re-election as Directors of the Company.

3. Re-appointment and remuneration of auditor (resolution 10)

Resolution 10 proposes the re-appointment of Grant Thornton UK LLP as auditor of the Company and authorises the Directors to set the auditor's remuneration.

4. Authority to issue new ordinary shares (resolution 11)

It is considered prudent and is widely accepted practice amongst companies with shares admitted to trading on the AIM Market of the London Stock Exchange to maintain general authorities such as these so as to enable the Directors to take advantage of opportunities to develop the Company's business.

Under section 551 of the Companies Act 2006 (the "**CA 2006**"), the Directors may only allot shares or grant rights to subscribe for or convert any securities into shares if authorised by the shareholders to do so.

Resolution 11 will, if passed, authorise the Directors to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares, up to an aggregate nominal value of £411,376 (corresponding to approximately one-third of the issued share capital at 15 April 2024) and up to an additional aggregate nominal value of £822,752 (corresponding to approximately two-thirds of the issued share capital at 15 April 2024) in the case of allotments only in connection with a fully pre-emptive offer. The Directors have no present intention to exercise the authority sought under this Resolution. However, the Directors may consider doing so if they believe it would be appropriate in respect of business opportunities that may arise consistent with the Company's strategic objectives.

This authority will expire no later than 15 months after the passing of the Resolution. It is the Board's current intention to seek renewal of such authority at each future annual general meeting of the Company.

5. Authority to dis-apply pre-emption rights (resolutions 12 and 13)

Under section 561(1) of the CA 2006, if the Directors wish to allot equity securities (as defined in section 560 of the CA 2006) they must in the first instance offer them to existing shareholders in proportion to their holdings. However, there may be occasions, when the Directors will need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. This cannot be done under the CA 2006 unless the shareholders have first waived their pre-emption rights.

Under Resolution 12, to be proposed as a special resolution, authority is sought to allot shares:

- (i) in relation to a fully pre-emptive offer, up to an aggregate nominal amount of £822,752 (being the nominal value of approximately two-thirds of the issued share capital of the Company at 15 April 2024); and
- (ii) in any other case, up to an aggregate nominal amount of £61,706 (representing approximately 5% of the issued share capital of the Company at 15 April 2024).

The Directors do not currently have an intention to exercise the authority.

In addition, Resolution 13, which is also to be proposed as a special resolution, asks the shareholders to waive their pre-emption rights in relation to the allotment of equity securities or sale of treasury shares up to a further aggregate nominal amount of £61,706 (representing approximately 5% of the issued share capital of the Company at 15 April 2024), with such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used in the 12 months after the original transaction) a transaction which Board determines to be either an acquisition or a specified capital investment of a kind contemplated by the Pre-emption Group's Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption group prior to the date of this notice.

If Resolutions 12 and 13 are passed, the authorities will expire at the conclusion of the next AGM of the Company, or, if earlier, the date which is 15 months after the date of passing of the Resolutions. It is the Board's current intention to seek renewal of such authorities at each future annual general meetings of the Company.

Location of meeting

The AGM will be held at the offices of DAC Beachcroft LLP, The Walbrook Building, 25 Walbrook, London EC4N 8AF on Wednesday 15 May 2024 at 11.00am.

Recommendation

The Board considers the resolutions to be in the best interests of the Company and its shareholders as a whole. Accordingly, the Board unanimously recommends that shareholders vote in favour of the resolutions, as each of the members of the Board who hold shares in the Company, intend to do in respect of their individual holdings of shares in the Company.

Action to be taken and voting

As stated on the front cover of this document, we look forward to welcoming shareholders in person at the Annual General Meeting.

Even if you will not be attending the AGM, your vote is still important and I would encourage you, regardless of the number of shares you own, to complete the electronic form of proxy in advance of the AGM and by no later than 11.00am on Monday 13 May 2024. You will not receive a hard-copy form of proxy for the AGM in the post, unless specifically requested. Link Group has also launched a shareholder app, LinkVote+, which gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code in the notes to this document. Please refer to the Notes 9 and 10 in the notes to the Notice of Annual General Meeting for further details on how to appoint a proxy electronically.

Yours faithfully

Paul Taylor
Non-Executive Chairman

Notice of Annual General Meeting

IQGEO Group plc (Incorporated in England and Wales with company number 05589712)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM” or the “Meeting”) of IQGEO Group plc (the “Company”) will be held at the offices of DAC Beachcroft LLP, The Walbrook Building, 25 Walbrook, London EC4N 8AF on Wednesday 15 May 2024 at 11.00am. Resolutions 1 to 11 will be proposed as ordinary resolutions and resolutions 12 and 13 will be proposed as special resolutions.

Ordinary business

Report and accounts

1. THAT the Company’s annual accounts for the financial year ended 31 December 2023, together with the Directors’ report and Auditor’s report on those accounts, be received and adopted.

Re-election of Directors

2. THAT Haywood Chapman, who retires and stands for re-election by general meeting, be re-elected as a Director of the Company.
3. THAT Ian Kershaw, who retires and stands for re-election by general meeting, be re-elected as a Director of the Company.
4. THAT Andrew MacLeod, who retires stands for re-election by general meeting, be re-elected as a Director of the Company.
5. THAT Riccardo Petti, who retires and stands for re-election by general meeting, be re-elected as a Director of the Company.
6. THAT Carolyn Rand, who retires and stands for re-election by general meeting, be re-elected as a Director of the Company.
7. THAT Max Royde, who retires and stands for re-election by general meeting, be re-elected as a Director of the Company.
8. THAT Robert Sansom, who retires and stands for re-election by general meeting, be re-elected as a Director of the Company.
9. THAT Paul Taylor, who retires and stands for re-election by general meeting, be re-elected as a Director of the Company.

Re-appointment of auditor

10. THAT Grant Thornton UK LLP be re-appointed as the Company’s auditor to hold office from the conclusion of this Meeting until the conclusion of the next meeting at which accounts are laid before the Company and that the Directors be authorised to agree the remuneration of the auditor.

Special business

Issue of ordinary shares

11. THAT the directors of the Company (the “Board”) be generally and unconditionally authorised and empowered pursuant to and in accordance with Section 551 of the Companies Act 2006 (the “CA 2006”) to exercise all the powers of the Company to allot shares and/or grant rights to subscribe for or to convert any security into shares (“Rights”):
 - (i) up to an aggregate nominal value of £411,376 (being the nominal value of approximately one-third of the issued share capital of the Company); and
 - (ii) up to an aggregate nominal value of £822,752 (being the nominal value of approximately two thirds of the issued share capital of the Company) (such amount to be reduced by the nominal amount of any shares allotted or Rights granted under paragraph (i)) in connection with a fully pre-emptive offer to:
 - (a) the holders of Ordinary Shares in proportion (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them; and
 - (b) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

and so that, in each case, the Board may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter.

The authority granted by this resolution will expire on the earlier of the next Annual General Meeting of the Company held after the date on which this resolution becomes unconditional and the date 15 months after the passing of this resolution, save that the Company may at any time before such expiry make any offer(s) or enter into any agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer(s) or agreement(s) as if the authority conferred hereby had not expired. This Resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares or grant Rights but without prejudice to any allotment of shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

12. THAT, subject to the passing of resolution 11, the Board be authorised to allot equity securities (as defined in section 560 of the CA 2006) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:
- (i) the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under paragraph (ii) of resolution 11, by way of a fully pre-emptive offer):
 - (a) to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - (ii) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (i) of this resolution) to any person up to an aggregate nominal amount of £61,706.

The authority granted by this resolution will expire at the conclusion of the Company's next Annual General Meeting after the passing of this resolution or, if earlier, at the close of business on the date 15 months after the passing of this resolution, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Board may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

13. THAT, subject to the passing of resolution 11, the Board be authorised in addition to any authority granted under resolution 12 to allot equity securities on a non-pre-emptive basis (as defined in section 560 of the CA 2006) for cash under the authority conferred by resolution 11 and/or to sell Ordinary Shares held by the Company as treasury shares as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be:
- (i) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £61,706; and
 - (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

The authority granted by this resolution will expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on the date 15 months after the passing of this resolution, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Board may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

BY ORDER OF THE BOARD

Claire Clarson
Company Secretary

Registered office:
Nine Hills Road
Cambridge
CB2 1GE

16 April 2024

Notes

Entitlement to attend, speak and vote

1. Shareholders registered in the Register of Members of the Company as at close of business on Monday 13th May 2024 (or, if the AGM is adjourned, as at close of business of the date which is two days before the date of the adjourned AGM) shall be entitled to attend, speak and vote at the AGM in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the Register of Members of the Company after close of business on Monday 13th May 2024 (or, if the AGM is adjourned, as at close of business of the date which is two days before the date of the adjourned AGM) shall be disregarded in determining the rights of any person to vote at the AGM.

Appointment of proxies

2. If you are a member of the Company at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM. You can only appoint a proxy using the procedures set out in these notes.
3. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section.
4. A proxy does not need to be a member of the Company but must attend the AGM to represent you. If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, 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 AGM.
7. To be valid any appointment of a proxy must be completed, signed and lodged with the Company's Registrars, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL, no later than 11.00am on Monday 13th May 2024 (or if the AGM is adjourned, no later than 48 hours before the time of any adjourned AGM, excluding non-working days), together with the original of any power of attorney or other authority under which the form of proxy is signed. In the case of a corporation, the form of proxy must be executed under its common seal or under the hand of any officer or attorney duly authorised. You may only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of the AGM by using the procedures described in Note 12 below.

How to vote

8. Shareholders can vote by:
 - logging onto <https://www.signalshares.com/> and following the instructions;
 - requesting a hard-copy form of proxy directly from the Company's registrars, Link Group at shareholderenquiries@linkgroup.co.uk; or
 - in the case of CREST members, utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

Appointment of proxies electronically

9. To reduce waste and the impact on the environment, hard copies of the form of proxy for the AGM will not be sent in the post this year. Instead, you will be able to appoint a proxy electronically using the link www.signalshares.com. You will need to log into your signal shares account or register if you have not previously done so. **To register you will need your investor code. This is detailed on your share certificate or available from the Company's registrar, Link Group.** See Note 18 below on how to contact Link Group.
10. Link Group, the company's registrar, has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their records at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on the Apple App Store and Google Play, or by scanning the relevant QR code below.



Appointment of proxies using hard-copy form

11. If you wish to receive a hard-copy form of proxy, please contact the Company's registrars, Link Group at shareholderenquiries@linkgroup.co.uk. The notes to the form of proxy will explain how to direct your proxy to vote on each resolution or withhold their vote.

To appoint a proxy using a hard-copy form of proxy, the form must be completed, signed and sent or delivered to the offices of the Company's registrars, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL so as to be received by the Company's registrars no later than 48 hours prior to the time set for the start of the AGM.

Appointment of proxies through CREST

12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of the AGM by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID RA10) no later than 48 hours before the time appointed for holding the AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The CREST Manual can be reviewed at www.euroclear.com/CREST.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Appointment of proxy by joint members

13. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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).

Changing proxy instructions

14. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

If you have requested a hard-copy form of proxy and appointed a proxy this way and would like to change the instructions using another hard-copy form of proxy, please contact the Company's registrars, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

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.

Termination of proxy appointments

15. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrars, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL. In the case of a member 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.

The revocation notice must be received by the Company's registrars not less than 48 hours before the time for holding the AGM or adjourned meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Notes continued

Corporate representatives

16. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

17. As at 5.00 pm on 15 April 2024, the Company's issued share capital comprised 61,706,490 ordinary shares of £0.02 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00pm on 15 April 2024 is 61,706,490.

Communication

18. Except as provided above, members who have general queries about the AGM should use the following means of communication:

- calling the Company Secretary on +44 (0)1223 606 655; or
- contacting the Company's registrars, Link Group on 0371 664 0391 if calling from the United Kingdom, or +44 (0) 371 664 0391 if calling from outside of the United Kingdom, or email Link Group at shareholderenquiries@linkgroup.co.uk. Calls are charged at standard geographic rate and may vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am – 5.30 pm, Monday to Friday, excluding public holidays in England and Wales; or
- emailing the Company Secretary at companysecretary@iqgeo.com.

You may not use any electronic address provided either:

- in this Notice of Annual General Meeting; or
- any related documents (including the form of proxy),

to communicate with the Company for any purposes other than those expressly stated.