

Getmapping Plc

Notice of General Meeting

Notice is hereby given that a General Meeting (the “GM”) of Getmapping Plc (the “Company”) to be held by video conference will be convened on 29th September 2020 at 10.00am to transact the following business and consider and, if thought fit, pass the following resolutions:-

Ordinary Resolution

- 1 To receive the report and accounts of the Company for the year ended 31st December 2019.

Special Resolution

- 2 THAT with effect from the conclusion of the meeting the articles of association of the Company be amended by including a new article 118A immediately after article 118:

“118A If on three consecutive occasions any notice, document or other information has been sent to any member at the member's registered address or the member's address for the service of notices (by electronic means or otherwise) but has been returned undelivered, such member shall not be entitled to receive notices, documents or other information from the Company until he or she shall have communicated with the Company and supplied in writing a new registered address or address within the United Kingdom for the service of notices or has informed the Company of an address for the service of notices and the sending or supply of documents and other information in electronic form. For these purposes, any notice, document or other information served, sent or supplied by post shall be treated as returned undelivered if the notice, document or other information is served, sent or supplied back to the Company (or its agents) and a notice, document or other information served, sent or supplied in electronic form shall be treated as returned undelivered if the Company (or its agents) receives notification that the notice, document or other information was not delivered to the address to which it was served, sent or supplied.”

By order of the Board on 7th September 2020

Peter Tory
Company Secretary
Getmapping Plc
Fleet 27, Rye Close,
Fleet,
Hampshire
GU51 2UH

Notes

ENTRY TO THE AGM, CONDUCT OF PROCEEDINGS

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). Persons who are not shareholders of the Company (or their appointed proxy) will not be able to attend the GM unless prior arrangements have been made with the Company.

To join you should access the web address : [REDACTED] and enter the Meeting ID which is [REDACTED] and the Password which is [REDACTED]. We suggest you join early to allow for any technical difficulties, especially if you are not familiar with Zoom. If you wish to check your connectivity and sound we suggest you go to <https://zoom.us/test> the day before.

Appointment of proxies

2. 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. 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. 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.
4. 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 his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
5. Shareholders can (a) appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form by post (see note 6) or register their proxy appointment by email (see note 7).

Appointment of proxy by post

6. 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 at The Company Secretary, Getmapping Plc, 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 Plc, Fleet 27, Rye Close, Fleet, Hampshire, GU51 2UH.

Appointment of proxies by email

7. As an alternative to completing the hard-copy proxy form, you can appoint a proxy by emailing peter.tory@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.

Appointment of proxy by joint members

8. 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).

Changing proxy instructions

9. 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.

Termination of proxy appointment

10. 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 hard-copy 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 peter.tory@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 Plc.

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

.....
(Please complete in BLOCK CAPITALS)

being (a) Member(s) of the above-named Company, owningshares;

HEREBY APPOINTof.....

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 General Meeting of the Company to be held by video conference on 29th September 2020 at 10.00am, and in particular to vote on the resolutions to be proposed thereat in the manner indicated below:

RESOLUTIONS

Resolution 1	For	Against
Resolution 2	For	Against

SIGNED

.....

DATED2020

Notes

1. If you wish to appoint a proxy, this form must be returned not later than 48 hours before the time set for the meeting to Getmapping Plc, 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.