

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all of your shares in the Company, please send this document, together with the accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding, you should retain these documents.

## **1SPATIAL plc**

(incorporated in England and Wales with registered number 05429800)

## **NOTICE OF ANNUAL GENERAL MEETING**

**To be held on 7 July 2023 at 11.00 a.m.**

Notice of the 2023 Annual General Meeting of the Company to be held at the offices of **Liberum Capital Limited, Ropemaker Place, Level 12, 25 Ropemaker Street, London EC2Y 9LY** at 11.00 a.m. on 7 July 2023 is set out on page 5 of this document.

Shareholders are requested to submit their proxy vote whether or not they intend to be present at the Annual General Meeting.

To be effective, the proxy vote must be submitted at [www.signalshares.com](http://www.signalshares.com) so as to have been received by the Company's registrars not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. By registering on the Signal shares portal at [www.signalshares.com](http://www.signalshares.com), you can manage your shareholding, including:

- cast your vote
- update your address
- select your communication preference.

Any power of attorney or other authority under which the proxy is submitted must be returned to the Company's Registrars, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. If a paper form of proxy is requested from the registrar, it should be completed and returned to Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL to be received not less than 48 hours before the time of the meeting.

# 1SPATIAL plc

(incorporated in England and Wales with registered number 05429800)

## Directors:

Andrew Roberts (Chairman)  
 Claire Milverton  
 Stuart Ritchie  
 Francis Small  
 Peter Massey

## Registered office:

Tennyson House  
 Cambridge Business Park  
 Cowley Road  
 Cambridge  
 Cambridgeshire  
 CB4 0WZ

## Annual General Meeting 2023

Dear Shareholder,

Please find attached the Notice of Annual General Meeting (the “AGM”) of 1Spatial PLC (the “Company”) which will be held on 7 July 2023. The Notice of AGM sets out the business to be considered at the meeting.

The resolutions proposed for consideration at the AGM are set out on the three pages following this letter. There are also detailed explanatory notes about the proposed resolutions below and explanation of your rights to attend and vote at the AGM or to appoint a proxy.

The Board considers that all the proposed resolutions are in the best interests of the Company and its members and are most likely to promote the success of the Company for the benefit of its members as a whole.

If you have a question you would like to put to the Board relating to the business to be conducted at the AGM, this should be submitted to the Company Secretary via [susan.wallace@shma.co.uk](mailto:susan.wallace@shma.co.uk).

### Resolution 1 – To receive the Annual Report and Financial Statements

The Directors are required to present the financial statements, Directors’ Report and Auditor’s Report to the meeting. These are contained in the Company’s Annual Report for the year ended 31 January 2023 (the “Annual Report”). A resolution to receive the Annual Report is proposed as an ordinary resolution.

### Resolution 2 – To approve the Directors’ Remuneration Report

Whilst a formal Directors’ Remuneration Report is not required by the Companies Act 2006, the Company has prepared a Remuneration Report (as set out on pages 64–67 of the Annual Report) on a voluntary basis in order to promote transparency and good governance within the Group. Therefore, some elements of a listed company’s Remuneration Report requirements may not be included. The Board’s approach is to emulate best practice in reporting Directors’ remuneration. A resolution to approve the Directors’ Remuneration Report is proposed as an ordinary resolution. The approval of shareholders is requested in an advisory role only, in accordance with remuneration reporting rules.

### Resolutions 3, 4, 5, 6 and 7 – Re-election and election of Directors

The Company’s Articles of Association require that any director that has not been re-elected at either of the preceding two annual general meetings shall retire and offer themselves for re-election by shareholders. Notwithstanding this requirement, the Directors have determined that each of them will stand for re-election on an annual basis in accordance with recommended best practice and in line with the principles of the UK Corporate Governance Code. As Stuart Ritchie has been appointed a director since the last AGM, he will retire and offer himself for election by the shareholders for the first time.

### Resolution 8 – Appointment and remuneration of Auditor

The Company is required to appoint auditors at each general meeting at which accounts are laid before the Company, to hold office until the conclusion of the next meeting. The Directors propose an ordinary resolution to approve the reappointment of BDO LLP as auditors of the Company until the next AGM. The Resolution also authorises the directors to fix the auditor’s remuneration.

## Resolution 9 – Authority to allot shares

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The authority sought by this resolution is for the Directors to be authorised to allot Ordinary Shares or to grant rights to subscribe for, or to convert any security into, Ordinary Shares up to two-thirds of the Company's current issued share capital at the date of this notice. Paragraph (i) of the resolution will give the Directors a general authority to allot up to an aggregate nominal value of £3,695,318 being the equivalent of one-third of the Company's issued ordinary share capital at the date of this notice. This is in accordance with The Investment Association Share Capital Management Guidelines. In addition, the guidelines permit the authority to extend to a further third of the issued share capital, where any such shares allotted using this additional authority are in connection with a rights issue. Paragraph (ii) of the resolution proposes this additional authority be granted to the Directors.

The Directors are seeking the annual renewal of this authority in accordance with best practice and to ensure the Company has maximum flexibility in managing its capital resources. The authorities in this Resolution will lapse at the end of the next Annual General Meeting of the Company or 31 July 2024 (whichever is the sooner).

## Resolutions 10 and 11 – Authority to disapply pre-emption rights

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Resolutions 10 and 11 are special resolutions which, if passed, will enable the Directors to allot shares in the Company, or to sell any shares out of treasury, for cash, without first offering those shares to existing shareholders in proportion to their existing shareholdings. In November 2022, the Pre-Emption Group published a revision of its Statement of Principles, providing that a company may now seek to issue on a non-pre-emptive basis up to 10% of the company's issued share capital. Notwithstanding the 1Spatial Board has decided to leave the customary 5% limit for 2023 in accordance with the 2015 Statement of Principles This allows companies the opportunity to finance expansion opportunities as and when they arise. The 2015 Statement of Principles provides that a company may seek power to issue on a non-pre-emptive basis for cash equity securities representing: (i) no more than 5% of the company's issued ordinary share capital in any one year; and (ii) no more than an additional 5% of the company's issued ordinary share capital provided that such additional power is only used in connection with an acquisition of specified capital investment. In line with best practice, the Company has structured its pre-emption disapplication request as two separate resolutions.

If Resolution 10 is passed, it will permit Directors to allot ordinary shares on a non-pre-emptive basis and for cash (otherwise than in connection with a rights issue or similar pre-emptive issue) up to a maximum nominal amount of £554,298. This amount represents 5% of the Company's issued ordinary share capital as at 25 May 2023 (being the latest practicable date prior to publication of this document). This resolution will permit the Directors to allot any such shares for cash in any circumstances (whether or not in connection with an acquisition or specified capital investment).

If Resolution 11 is passed, it will allow the Directors an additional power to allot ordinary shares on a non-pre-emptive basis and for cash up to a further maximum nominal amount of £554,298. This amount represents 5% of the Company's issued ordinary share capital as at 25 May 2023 (being the latest practicable date prior to publication of this document). The Directors shall use any power conferred by Resolution 11 only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, (or which has taken place in the preceding six-month period and is disclosed in the announcement at the time).

## Resolution 12 – Purchase of own shares

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Resolution 12 is a special resolution that will grant the Company authority to make market purchases of up to £11,077,015 Ordinary Shares, representing approximately 10% of the Company's total voting rights as at the date of this Notice. Any shares that are bought back will either be cancelled or placed into treasury at the directors' determination. The maximum price that may be paid is 5% above the average mid-market price for the preceding 5 days and the minimum amount is ten pence, being the nominal value of the Ordinary Shares. The directors have no current intention of exercising this authority and would only do so if they considered it to be in the best interests of shareholders.

The authorities in this resolution will lapse at the end of the next Annual General Meeting of the Company or 31 July 2024 (whichever is the sooner).

Yours sincerely

**Andrew Roberts**  
Chairman

# NOTICE OF ANNUAL GENERAL MEETING

## 1SPATIAL plc

Notice is hereby given that the Annual General Meeting (“AGM”) of 1Spatial PLC will be held at the offices of **Liberum Capital Limited, Ropemaker Place, Level 12, 25 Ropemaker Street, London EC2Y 9LY on 7 July 2023** at 11.00 a.m. to consider and, if thought fit, pass the following resolutions.

Resolutions 1 to 9 will be proposed as ordinary resolutions; this means that for each of those ordinary resolutions to be passed, more than half of the votes cast must be in favour. Resolutions 10 to 12 will be proposed as special resolutions; this means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour.

### ORDINARY RESOLUTIONS

1. To receive the Company’s annual financial statements, Directors’ Report and Auditor’s Report contained in the Company’s Annual Report and Financial Statements for the year ended 31 January 2023 (the “**Annual Report**”).
2. To approve the Directors’ Remuneration Report, as included in the Annual Report for the year ended 31 January 2023
3. To re-elect Claire Milverton as a Director of the Company
4. To re-elect Andrew Roberts as a Director of the Company
5. To re-elect Francis Small as a Director of the Company
6. To re-elect Peter Massey as a Director of the Company
7. To elect Stuart Ritchie as a Director of the Company
8. To re-appoint BDO LLP as auditors of the Company (the “**Auditors**”), to hold office from the conclusion of this AGM until the conclusion of the next AGM at which financial statements are laid before the Company and to authorise the Directors to determine the Auditor’s remuneration.
9. THAT, in substitution for all existing authorities, the Directors be given power under Section 551 of the Companies Act 2006 (“**the Act**”) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (“**Rights**”):-
  - (i) up to an aggregate nominal amount of £3,695,318 being equivalent to one-third of the Company’s issued share capital; and,
  - (ii) up to a further aggregate nominal amount of £3,695,318 provided that (a) they are equity securities (within the meaning of section 560(1) of the Act) and (b) they are offered by way of a rights issue to holders of ordinary shares in the Company at such record dates as the directors may determine where the equity securities attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or any other matter whatsoever, provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the end of the next Annual General Meeting of the Company or 31 July 2024 (whichever is the sooner) unless any offer or agreement is made before the end of that period in which case the Directors may allot shares and grant Rights pursuant to such offer or agreement as if the power granted by this resolution had not expired.

### SPECIAL RESOLUTIONS

10. THAT, subject to the passing of Resolution 9, and in accordance with Sections 570 and 573 of the Act, the Directors be and are hereby authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by Resolution 9 and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Act 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 rights issues, open offers or other pre-emptive offers in favour of holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings or in accordance with the rights attaching thereto (but with such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, record dates or other legal or practical problems in or under the laws of, or any requirements of, any recognised regulatory body or stock exchange, in any territory or as regards shares held by an approved depositary or in issue in uncertified form or otherwise however); and

- (ii) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (i) above) up to a maximum aggregate nominal value of £554,298;

such power shall expire at the end of the next Annual General Meeting of the Company or 31 July 2024 (whichever is the sooner) unless any offer or agreement is made which would, or might require equity securities to be allotted (and treasury shares sold) before expiry of this power in which case the Directors may allot securities pursuant to such offer or agreement as if the power granted by this resolution had not expired.

- 11. THAT, subject to the passing of Resolution 9, and in addition to the power contained in Resolution 10, the Directors be and are hereby authorised, pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash, either under the authority conferred by Resolution 9 and/or to sell ordinary shares held by the Company as treasury shares as if section 561(1) of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:

- (i) the allotment of equity securities or sale of treasury shares, up to a maximum aggregate of £554,298; and
- (ii) be used only for the purposes of financing (or refinancing, if the power is to be exercised within six months after the date of the original transaction) a transaction which the Directors determine to be an acquisition or other 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 of Annual General Meeting,

such power shall expire at the end of the next Annual General Meeting, or if earlier 31 July 2024, save that, in each case, the Company may, before the expiry make any 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 such offer or agreement as if the power conferred by this resolution had not expired.

- 12. THAT the Company be and is hereby generally and unconditionally authorised for the purpose of Section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10 pence each in the capital of the Company provided that:

- (a) the maximum aggregate number of ordinary shares which may be purchased is £11,077,015;
- (b) the minimum price, exclusive of any expenses, which may be paid for each ordinary share is 10 pence
- (c) the maximum price, exclusive of any expenses, which may be paid for each ordinary share is the higher of:
  - (i) 5% above the average of the mid-market value of an ordinary share in the Company for the five business days prior to the day the purchase is made; and
  - (ii) the higher of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share.

The authority granted by this Resolution shall expire at the end of the next Annual General Meeting of the Company or 31 July 2024 (whichever is the sooner) save that the Company may, before the expiry of the authority granted by this Resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

By order of the Board

**Susan Wallace**  
Company Secretary  
25 May 2023

Registered Office:

Tennyson House  
Cambridge Business Park  
Cowley Road  
Cambridge  
Cambridgeshire  
CB4 0WZ

## IMPORTANT NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

The following notes explain the general rights of shareholders and their rights to attend and vote at the AGM or to appoint someone else to vote on their behalf.

1. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of business on 5 July 2023 (or, in the event of any adjournment, 48 hours before the time fixed for the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting. There are no other procedures or requirements for entitled Shareholders to comply with in order to attend and vote at the AGM.

Members are encouraged to submit their vote at [www.signalshares.com](http://www.signalshares.com) so as to have been received by the Company’s registrars not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. By registering on the Signal shares portal at [www.signalshares.com](http://www.signalshares.com), you can manage your shareholding, including:

- cast your vote
- update your address
- select your communication preference.

Any power of attorney or other authority under which the proxy is submitted must be returned to the Company’s Registrars, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. If a paper form of proxy is requested from the registrar, it should be completed and returned to Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL to be received not less than 48 hours before the time of the meeting.

2. Members are entitled to appoint a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Group by email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk), or you may call Link on 0371 664 0391. 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. We are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Submission of a Proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.
3. 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).
4. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 (the “Act”) to enjoy information rights (a “Nominated Person”) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in notes 2, 3, and 8 do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
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 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 AGM.
7. To be effective, the proxy vote must be submitted at [www.signalshares.com](http://www.signalshares.com) so as to have been received by the Company’s registrars not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it, or in the case of shares held through CREST, via the CREST system (see note 9 below). Although not recommended, any form of proxy or other instrument appointing a proxy can be received by post or (during normal business hours only) by hand at the Company’s Registrar, at the address shown on the form of proxy. For proxy appointments to be valid, they must be received by no later than 11.00.a.m. on 5 July 2023. If you return more than one proxy appointment, either by paper or electronic communication, that received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully.

8. A member entitled to attend and vote at the meeting may appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company but must attend the meeting for the member's vote to be counted. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. If a member wishes to appoint more than one proxy they may do so at [www.signalshares.com](http://www.signalshares.com). Any CREST Proxy Instruction (as described in note 10 below) will usually not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
9. 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 of the AGM) by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/en.html>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
10. In order for a proxy appointment or instruction made by means of CREST 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 must be transmitted so as to be received by the issuers' agent (ID RA10) by 11.00 a.m. on 5 July 2023. For this purpose, the time of receipt will be taken to the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuers 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.
11. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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 his 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.
12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that no more than one corporate representative exercises powers in relation to the same shares.
13. As at 25 May 2023 (being the last practicable business day prior to the publication of this Notice), the Company's total number of voting rights amounted to 110,770,146 comprising 89,399 ordinary shares carrying one vote each. 89,399 ordinary shares are held in treasury.
14. Under Section 338 and Section 338A of the Act, shareholders meeting the relevant threshold requirements as set out in those sections have the right to require the Company (a) to give to those shareholders entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the AGM and/or (b) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. Such requests may be in hard copy or electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business of the AGM, must be authorised by the person(s) making it and must be received by the Company no later than six clear weeks before the AGM. In the case of a matter to be included in the business of the AGM it must also be accompanied by a statement setting out the grounds for the request.
15. Copies of all Directors' letters of appointment and a copy of the Articles of Association of the Company are available for inspection during normal business hours at the Company's registered office up to the date of the AGM and at the place of the AGM from 15 minutes before the start of the meeting until conclusion of the meeting.
16. You may not use any electronic address provided in either this Notice or any related documents to communicate with the Company for any purposes other than those expressly stated.
17. Submission of a Proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.
18. Unless otherwise indicated on the Form of Proxy, CREST or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion or withhold from voting.
19. If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Group by email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk), or you may call Link on 0371 664 0391 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. We are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Submission of a Proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.

## Registered address

Tennyson House  
Cambridge Business Park  
Cowley Road  
Cambridge  
CB4 0WZ