

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom, or otherwise from another appropriately authorised and independent financial adviser.**

If you have sold or transferred all of your registered holding of ordinary shares in the Company please forward this document, together with the accompanying Form of Proxy, 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, together with the accompanying Form of Proxy, and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

---

IQGeo Group plc

**IQGeo<sup>o</sup>**

(Incorporated in England and Wales with company number 05589712)

---

**Proposed Reduction of Capital  
and  
Notice of 2019 Annual General Meeting**

to be held at the offices of Mills & Reeve LLP,  
Botanic House, 98-100 Hills Road, Cambridge  
CB2 1PH on 5 June 2019 at 10.00 am

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

The distribution of this document in jurisdictions other than the UK 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 2019 Annual General Meeting

## **IQGeo Group plc**

(Incorporated in England and Wales with company number 05589712)

### **Directors:**

Paul Taylor  
Ian Kershaw  
Robert Sansom  
Oliver Scott  
Timothy (Tim) Gingell  
Riccardo (Richard) Petti

### **Registered office:**

CB1 Business Centre  
20 Station Road  
Cambridge  
CB1 2JD

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

10 May 2019

Dear shareholder

### **INTRODUCTION**

I am pleased to enclose information about the Company's forthcoming Annual General Meeting ("**AGM**"). In addition to the usual business to be conducted at the AGM, the Board is also seeking approval of certain matters necessary to facilitate the intended return of a proportion of the Company's cash reserves to shareholders, as referred to in the Company's announcement of 11 April 2019.

To give flexibility around the timing of such returns, the Board of Directors of the Company (the "**Board**") is proposing to increase the Company's distributable reserves by way of a reduction of the share premium account of the Company (the "**Capital Reduction**"). This will put the Company in a position where it may lawfully pay dividends and/or purchase ordinary shares in the Company out of distributable reserves.

The purpose of this letter is to explain the background to the Capital Reduction, why the Directors unanimously consider the Capital Reduction to be in the best interests of the Company and the shareholders as a whole, and to seek shareholders' approval for the Capital Reduction. In addition, this document contains details of the other business to be conducted at the AGM.

Enclosed with this letter, you will find:

- (i) the Notice of Annual General Meeting;
- (ii) your Form of Proxy.

### **ANNUAL GENERAL MEETING**

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 page 6 of this document. Resolutions 1 to 9 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 10 and 11 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 ending 31 December 2018.

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

Whilst the Company's Articles of Association require that one-third of the Directors retire and seek re-election at each Annual General Meeting the Board has resolved, 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 8)**

Resolution 8 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 (resolutions 9 and 10)

The Company is seeking a general shareholder authority to authorise the Directors to allot and issue shares and/or grant rights to subscribe for or to convert any security into shares up to an aggregate nominal value of £488,681 (being the nominal value of approximately one-third of the current issued share capital of the Company).

The Company is also seeking a limited authority to generally disapply pre-emption rights in relation to an issue of shares for cash. This limited authority is only being sought in respect of up to an aggregate nominal value of £73,302 (being the nominal value of approximately 5% of the current issued share capital of the Company). Accordingly, the Directors will only be able to issue this smaller amount (and not the full amount referred to in the paragraph above) for cash unless, at the time of any issue of a larger amount, the Company's then existing shareholders are also given the opportunity to participate in such larger issue (subject to certain limited exclusions), pro rata to their respective holdings of ordinary shares.

It is considered prudent and is widely accepted practice amongst companies with shares admitted to trading on AIM 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.

Resolutions 9 and 10 also ensure that the Directors maintain sufficient authority to issue ordinary shares on the exercise of options that were granted by the Company prior to the Company's admission to trading on AIM of the London Stock Exchange.

Resolution 9 provides for the general authority to allot and issue shares under Section 551 of the Companies Act 2006 and Resolution 10 provides for the disapplication of the pre-emption provisions of Section 570 of the Companies Act 2006.

#### 5. Reduction of share capital (resolution 11)

Resolution 11 seeks authority from shareholders to reduce the share capital of the Company in order to create distributable reserves. The Company's share premium account (the "**Share Premium Account**") currently stands at approximately £46,400,000. It is proposed that the Share Premium Account be reduced by an amount of £28,948,000 and that such amount be credited to a distributable reserve. Further details on this resolution are set out below.

### CAPITAL REDUCTION

#### 1. Background

Following completion of the sale of the RTLS SmartSpace business and Ubisense brand to Investcorp advised funds in December 2018 for up to £35 million, the Board now considers it desirable that the Company has the maximum flexibility to return value to shareholders.

However, the Company is generally precluded from the payment of dividends or other distributions or the redemption or buy back of its ordinary shares in the absence of sufficient distributable reserves and the Share Premium Account can only be applied by the Company for limited purposes.

As at 9 May 2019, being the latest practicable date prior to the publication of this document, the Company had 73,302,119 ordinary shares of £0.02 each in the capital of the Company in issue and the Share Premium Account currently stands at approximately £46,400,000.

The Board therefore proposes that the Capital Reduction be effected in order to increase the distributable reserves of the Company which will, in turn, enable the Company to return a proportion of the Group's cash reserves to shareholders.

In order for the Company to have the ability to return money to shareholders, including by way of dividends or carrying out buy back of its ordinary shares, it is necessary to effect the Capital Reduction.

#### 2. Share Premium Account

A share premium arises where a company issues shares at a premium to their nominal value. A premium (less any directly attributable transaction costs) is credited to a company's share premium account and is treated, in accordance with applicable law and accounting standards, as a non-distributable capital reserve and part of the permanent capital of a public company.

However, the Company may reduce or cancel its Share Premium Account and in certain circumstances credit some or all of such sum arising to its profit and loss account. To the extent that the release of such sum from the Share Premium Account creates or increases a credit on the profit and loss account, that sum represents distributable reserves of the Company.

Shareholders should note that, unless the resolution to approve the Capital Reduction is passed at the AGM and the High Court of England and Wales (the "**Court**") approves the Capital Reduction, the Capital Reduction will not take place.

## Notice of 2019 Annual General Meeting continued

### 3. Proposals

In order to effect the Capital Reduction, the Company is therefore seeking the approval of the shareholders of the Company, by the passing of a special resolution at the AGM, to reduce the Share Premium Account of the Company.

This will, subject to any undertakings required by the Court (explained further below), enable the Company to pay dividends in line with its stated dividend policy and/or make purchases of its own shares in such number and such manner as the Board may determine to be in the best interests of the Company and its shareholders as a whole.

The rights attaching to the ordinary shares of the Company will remain the same and such shares will continue to have voting, dividend and other rights as set out in the Company's Articles of Association.

Further to discussions with the Company's advisers, the Board is proposing to reduce the Share Premium Account of the Company by an amount of £28,948,000 and credit the same to a distributable reserve. £28,948,000 was the cash balance of the Company as at 31 December 2018 and would be the maximum distributable at that date. The Company would then intend, subject to the passing of the resolution to approve the Capital Reduction by the Company's shareholders and receiving the approval of the Court, to distribute an as yet to be determined amount to the shareholders of the Company. The Board is currently considering the quantum, timing and process for such distribution and will provide further information in due course, but currently anticipates that any distribution will be made this calendar year and will involve the Company conducting a buyback of shares by way of an on market tender offer. In establishing the quantum of distribution, the Board will consider the controlled investment strategy required to support our growth ambitions as well as the working capital needs of the business going forward. As such, the quantum of the Capital Reduction should not be taken to be indicative of that of the distribution, which is expected to be significantly lower.

Shareholders should note that the Company will require shareholder approval to proceed with any buyback of shares and further information relating to such process will be included in a subsequent notice of meeting to propose the shareholder resolutions necessary to effect any buyback.

### 4. Court approval

In addition to the approval by the shareholders proposed in resolution 11, the Capital Reduction requires the approval of the Court. Accordingly, following approval of the Capital Reduction by shareholders, an application will be made to the Court in order to confirm and approve the Capital Reduction. The date of the Court hearing to confirm the Capital Reduction will be advertised, as directed by the Court, at least seven days prior to the final Court hearing.

In considering whether to grant approval of the Capital Reduction, the Court is likely to require protection for the creditors of the Company whose debts remain outstanding on the relevant date, except in the case of creditors which have consented to the Capital Reduction. Any such creditor protection may include seeking the consent of the Company's creditors to the Capital Reduction, or the provision by the Company to the Court of an undertaking to deposit a sum of money into a blocked account created for the purpose of discharging the non-consenting creditors of the Company, or not to distribute reserves arising upon the Capital Reduction until such creditors have been discharged.

The Capital Reduction will take effect when an order of the Court relating to the Capital Reduction and the statement of capital in respect of the Capital Reduction have both been filed with the Registrar of Companies. Subject to the passing of resolution 11 set out in the Notice of Annual General Meeting, it is anticipated that the Court hearings in relation to the Capital Reduction will take place, and the Capital Reduction will become effective, prior to the Court's summer recess in August 2019.

The Capital Reduction will not in itself involve any distribution or repayment of capital or share premium by the Company and will not reduce the net assets of the Company. The distributable reserves arising from the Capital Reduction will, subject to the terms of any undertakings required by the Court as described above, enable the Company to pay dividends and/or buy back shares.

The Board may, in its absolute discretion, abandon or cease, either entirely or in part, the application to the Court if it considers that the terms on which the Capital Reduction would be or would be likely to be sanctioned by the Court would not be in the best interests of the Company and/or the shareholders as a whole. The Directors consider that the Company will be able to satisfy the Court that, as at the date on which the Capital Reduction becomes effective, the Company's creditors will be sufficiently protected.

**LOCATION OF MEETING**

The AGM will be held at the offices of Mills & Reeve LLP, Botanic House, 98-100 Hills Road, Cambridge CB2 1PH on 5 June 2019 at 10.00 am.

**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**

If you would like to vote on the resolutions but cannot come to the AGM, please complete and submit a Form of Proxy. Further information concerning the appointment of proxies is set out in the notes to the Notice of Annual General Meeting on page 8 of this document. In each case the proxy appointment must be received by the Company no later than 10.00 am on Monday 3 June 2019. Completion and return of a Form of Proxy will not prevent you from attending and voting at the AGM should you so wish.

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 ("**Meeting**") of IQGeo Group plc (the "**Company**") will be held at the offices of Mills & Reeve LLP, Botanic House, 98-100 Hills Road, Cambridge CB2 1PH on 5 June 2019 at 10.00 am. You will be asked to consider and vote on the resolutions below. Resolutions 1 to 9 will be proposed as ordinary resolutions and resolutions 10 and 11 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 2018, together with the Directors' report and Auditor's report on those accounts, be received and adopted.

### Re-election of Directors

2. THAT Paul Taylor, who retires and offers himself for re-appointment by general meeting, be re-elected as a Director of the Company.
3. THAT Tim Gingell, who retires and offers himself for re-appointment by general meeting, be re-elected as a Director of the Company.
4. THAT Ian Kershaw, who retires and offers himself for re-appointment by general meeting, be re-elected as a Director of the Company.
5. THAT Robert Sansom, who retires and offers himself for re-appointment by general meeting, be re-elected as a Director of the Company.
6. THAT Oliver Scott, who retires and offers himself for re-appointment by general meeting, be re-elected as a Director of the Company.
7. THAT Riccardo Petti, who retires and offers himself for re-appointment by general meeting, be re-elected as a Director of the Company.

### Re-appointment of auditor

8. 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

9. THAT the Directors be generally and unconditionally authorised and empowered pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "**Act**") 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**"):
  - a. up to an aggregate nominal value of £488,681 (being the nominal value of approximately one-third of the issued share capital of the Company); and
  - b. up to an aggregate nominal value of £4,123 in connection with options granted in accordance with the Company's Articles of Association prior to the Company's admission to trading on AIM of the London Stock Exchange,

such authorities to 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.

10. THAT subject to and conditional upon the passing of resolution 9 above, the Directors be generally authorised in accordance with Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) of the Company for cash as if Section 561(1) of the Act did not apply to any such allotment, provided that this authority shall be limited to:

- a. the allotment of equity securities in connection with an offer by way of Rights in favour of the holders of equity securities in proportion (as nearly as may be possible) to the respective number of ordinary shares of £0.02 each held by them, but 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 in respect of overseas holders or otherwise;
- b. the allotment of equity securities in connection with options granted in accordance with the Company's Articles of Association prior to the Company's admission to trading on AIM of the London Stock Exchange up to an aggregate nominal value of £4,123; and
- c. the allotment of equity securities (otherwise than pursuant to sub-paragraphs (a) and (b) above) up to a maximum aggregate nominal value of £73,302 (being the nominal value of approximately 5% of the issued share capital of the Company),

and this authority shall expire on the earlier of the conclusion 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 make any offer(s) or enter into any agreement(s) before such expiry which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to 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 equity securities but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities.

#### **Reduction of capital**

11. THAT the share premium account of the Company be reduced by £28,948,000.

BY ORDER OF THE BOARD

**Tim Gingell**  
Company Secretary

**Registered office:**  
CB1 Business Centre  
20 Station Road  
Cambridge  
CB1 2JD

10 May 2019

## Notes

### Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members:
  - at the close of business on the day that is 48 hours prior to the Meeting; or
  - if this Meeting is adjourned, at the time which is 48 hours prior to the adjourned meeting,shall be entitled to attend and vote at the Meeting.

### 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 Meeting and you should have received a proxy form with this Notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
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 Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting 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. To appoint more than one proxy, you may photocopy the proxy form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. Failure to specify the number of shares to which each proxy appointment relates or specifying more shares than the number of shares held by you at the time set out in note 1 above will result in the proxy appointments being invalid.
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 Meeting.

### **Appointment of proxies using hard-copy form**

7. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold his or her vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to the offices of the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
- received by the Company's registrars no later than 48 hours prior to the time set for the start of the Meeting.

CREST members should use the CREST electronic proxy appointment service and refer to note 8 below in relation to the submission of a proxy appointment via CREST.

In the case of a member 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 whose capacity must be stated.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

In each case the proxy appointment must be received not less than 48 hours before the time for the holding of the Meeting or adjourned meeting together (except in the case of appointments made electronically) with any authority (or notarially certified copy of such authority) under which it is signed.

### Appointment of proxies through CREST

8. As an alternative to completing the hard-copy proxy form, CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it 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 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 & Ireland Limited’s (“**EUI**”) 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: 3RA50) by not later than 48 hours prior to the time appointed for the Meeting or adjourned meeting. 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 providers should note that EUI 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 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 service 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.

### Appointment of proxy by joint members

9. 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**

10. 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.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

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**

11. 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, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. 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 Meeting 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.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

### **Corporate representatives**

12. 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.

## Notes continued

### Issued shares and total voting rights

13. As at 5.00 pm on 9 May 2019, the Company's issued share capital comprised 73,302,119 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 5.00 pm on 9 May 2019 is 73,302,119.

### Communication

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

- calling the Company Secretary on +44 1223 606 655; or
- calling our shareholder helpline on 0370 707 4081 or +44 370 707 4081 from outside of the UK. Lines are open Monday to Friday, 8.30 am to 5.30 pm; or
- emailing the Company Secretary at [companysecretary@iqgeo.com](mailto: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 proxy form),

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