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## **RESULTS OF COURT MEETING AND GENERAL MEETING**

[1SPATIAL PLC](#)

Released 15:17:26 12 March 2026

RNS Number : 4638W  
1Spatial Plc  
12 March 2026

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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

FOR IMMEDIATE RELEASE

12 March 2026

RECOMMENDED CASH ACQUISITION  
OF  
1SPATIAL PLC ("1SPATIAL")  
BY  
VERTIGIS LTD ("VERTIGIS")

**Results of Court Meeting and General Meeting**

On 21 January 2026, the boards of VertiGIS and 1Spatial announced that they had reached agreement on the terms of a recommended cash offer pursuant to which VertiGIS will acquire the entire issued and to be issued ordinary share capital of 1Spatial (the "**Acquisition**"). The Acquisition is being implemented by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**").

Capitalised terms used but not defined in this announcement ("**Announcement**") have the meanings given to them in the scheme document published on 17 February 2026 containing the full terms and conditions of the Acquisition (the "**Scheme Document**").

1Spatial announces that the Court Meeting to consider the Scheme and the General Meeting to consider the Resolution relating to the Acquisition were each held today and all resolutions were approved by the requisite majorities, as set out in further detail below.

At the Court Meeting, a majority in number of the Scheme Shareholders present and voting (and entitled to vote) in person or by proxy, representing not less than 75 per cent. in value of the Scheme Shares voted by those Scheme Shareholders, approved the Scheme.

At the General Meeting, 1Spatial Shareholders passed the Resolution to implement the Scheme, including amending 1Spatial's articles of association in connection with the Scheme and authorising the 1Spatial Directors to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect.

At the Voting Record Time, excluding any 1Spatial Shares held in treasury, 1Spatial had 111,860,117 1Spatial Shares, with a nominal value of £0.10 each.

**Number of Scheme Shareholders voting and votes cast at the Court Meeting**

The results of the poll at the Court Meeting held on 12 March 2026 were as follows:

(1)	(2)	(3)*	(4)	(5)*	(6)*
	Number of Scheme Shares voted	% of Scheme Shares voted	Number of Scheme Shareholders who voted	% of Scheme Shareholders who voted	Number of Scheme Shares voted as a % of the issued voting ordinary share capital
FOR	78,378,567	99.77%	151	95.57%	70.07%
AGAINST	182,686	0.23%	7	4.43%	0.16%
TOTAL	78,561,253	100.00%	154**	100%	70.23%

\* Percentages rounded to two decimal places.

\*\* The aggregate number of Scheme Shareholders voting "for" and "against" the Scheme (in column 4) exceeds the total number of Scheme Shareholders who voted because four Scheme Shareholders gave instructions for votes to be cast "for" the Scheme in respect of part of their holding of Scheme Shares and "against" the Scheme in respect of another part of their holding of Scheme Shares.

**Number of 1Spatial Shareholders voting and votes cast at General Meeting**

The results of the poll at the General Meeting held on 12 March 2026 were as follows:

	Number of 1Spatial Shares voted	% of votes cast
FOR	78,404,932	99.80%

AGAINST	155,115	0.20%
WITHHELD***	3,664	N/A

\*\*\* A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'for' or 'against' the Resolution.

### Next steps and timetable

The outcome of today's Court Meeting and General Meeting means that Conditions 2(a) and 2(b) (as set out in Part A of Part 3 of the Scheme Document) have been satisfied.

The Scheme remains subject to the sanction by the Court at the Sanction Hearing and the satisfaction (or, where applicable, the waiver) of the other Conditions (including FDI clearance conditions) to the Scheme (in each case as set out in the Scheme Document).

Subject to the Scheme receiving the sanction of the Court, the filing of the Court Order with the Registrar of Companies and the satisfaction or, where applicable, the waiver of the Conditions, the Scheme is expected to become Effective during the first half of 2026.

Prior to the Effective Date, it is intended that a request will be made to the London Stock Exchange for the cancellation of the admission to trading of 1Spatial Shares on AIM, with effect from or shortly following the Effective Date.

The indicative timetable of principal events for the implementation of the Scheme remains as set out on page 8 of the Scheme Document and a further announcement regarding the final timetable will be made in due course.

### Enquiries:

#### 1Spatial

via Panmure Liberum

Andy Roberts, Non-Executive Chairman

Claire Milverton, Chief Executive Officer

Stuart Ritchie, Chief Financial Officer

#### Panmure Liberum

+44 (0) 20 3100 2000

**(Sole Financial Adviser, Sole Rule 3 Adviser, Nominated Adviser  
and Joint Broker to 1Spatial)**

*Investment Banking*

Bidhi Bhoma

Edward Mansfield

Gaya Bhatt

Izzy Anderson

M&A

Tim Medak

Euan Brown

**Cavendish (Joint Broker to 1Spatial)**

+44 (0) 20 7220 0500

Jonny Franklin-Adams

Edward Whiley

Sunila de Silva

**Alma Strategic Communications (Financial PR to 1Spatial)**

+44 (0) 20 3405 0205

Caroline Forde

1spatial@almastrategic.com

Hannah Campbell

Rose Docherty

**VertiGIS**

via Raymond James

Andy Berry, Chief Executive Officer

Jens Schmidt, Chief Financial Officer

**Raymond James (Financial Adviser to VertiGIS and Battery)**

+44 (0) 20 3798 5700

Junya Iwamoto

Alexander Lawless

*Latham & Watkins (London) LLP are retained as legal adviser to VertiGIS.*

*Travers Smith LLP are retained as legal adviser to 1Spatial.*

***Important notices***

*Panmure Liberum Limited ("**Panmure Liberum**")*, which is authorised and regulated by the Financial Conduct Authority ("**FCA**") in the United Kingdom, is acting exclusively for 1Spatial and for no one else in connection with the subject matter of this Announcement and will not be responsible to anyone other than 1Spatial for providing the protections afforded to its clients or for providing advice in connection with the subject matter of this Announcement. Neither Panmure Liberum nor any of its affiliates (nor their respective directors, officers, employees or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Panmure Liberum in connection with this Announcement, any statement contained herein or otherwise.

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*Raymond James Financial International Limited ("**Raymond James**")*, which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for VertiGIS and no-one else in connection with the matters described in this announcement and will not be responsible to anyone other than VertiGIS for providing the protections afforded to clients of Raymond James nor for providing advice in connection with the matters referred to herein. Neither Raymond James nor any of its affiliates (nor any of its respective directors, officers, employees, representatives or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Raymond James in connection with this announcement, any statement contained herein or otherwise.

#### **Further information**

*This Announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer to sell or an invitation to purchase any securities or a solicitation of an offer to buy, otherwise acquire, subscribe for, sell or otherwise dispose of any securities pursuant to the Acquisition or otherwise, nor shall there be any purchase, sale, issuance or exchange of securities or such solicitation in any jurisdiction in which such offer, solicitation, sale issuance or exchange is unlawful. The Acquisition is intended to be implemented by way of a Scheme pursuant to the terms of the Scheme Document, which contains the full terms and conditions of the Acquisition, including details of how to vote in respect of the Scheme. Any decision, vote or other response in respect of the Acquisition should be made only on the basis of information contained in the Scheme Document.*

*This Announcement has been prepared in connection with proposals in relation to a scheme of arrangement pursuant to and for the purpose of complying with English law and the Takeover Code and information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside England. Nothing in this Announcement should be relied on for any other purpose.*

#### **Overseas jurisdictions**

*The release, publication or distribution of this Announcement in jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this Announcement comes should*

*inform themselves about and observe such restrictions. Further details in relation to the Overseas Shareholders are contained in the Scheme Document. Any failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.*

*Unless otherwise determined by VertiGIS or required by the Takeover Code, and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Scheme by any such means from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this Announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction.*

*The availability of the Acquisition to 1Spatial Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements.*

*The Acquisition shall be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange, the Financial Conduct Authority and the AIM Team.*

#### **Additional information for US investors**

*1Spatial Shareholders in the United States should note that the Acquisition relates to the securities of a UK company and is proposed to be effected by means of a scheme of arrangement under English law. This Announcement, the Scheme Document and certain other documents relating to the Acquisition have been or will be prepared in accordance with English law, the Takeover Code and UK disclosure requirements, format and style, all of which differ from those in the United States. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder ("**US Exchange Act**") or other requirements of US law. Accordingly, the Acquisition is subject to the disclosure requirements of and practices applicable in the United Kingdom to schemes of arrangement, which differ from the disclosure requirements of the United States tender offer and proxy solicitation rules. If, in the future, VertiGIS exercises the right to implement the Acquisition by way of a Takeover Offer and determines to extend the offer into the United States, the Acquisition will be made in compliance with applicable United States laws and regulations, including any applicable exemptions under the US Exchange Act.*

*1Spatial's financial statements, and all financial information that is included in this Announcement or that may be included in the Scheme Document, or any other documents relating to the Acquisition, have been or will be prepared in accordance with International Financial Reporting Standards and may not be comparable to financial statements of companies in the United States or other companies whose financial statements are prepared in accordance with US generally accepted accounting principles.*

*The receipt of cash pursuant to the Acquisition by a US holder as consideration for the transfer of its 1Spatial Shares pursuant to the Scheme will likely be a taxable transaction for United States federal income tax purposes and under applicable United*

*States state and local, as well as foreign and other, tax laws. Each 1Spatial Shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to him.*

*It may be difficult for US holders to enforce their rights and claims arising out of US federal securities laws, since VertiGIS and 1Spatial are located in countries other than the US, and some or all of their officers and directors may be residents of countries other than the US. US holders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.*

*In accordance with normal UK practice and consistent with Rule 14e-5(b) of the US Exchange Act, VertiGIS, certain affiliated companies and their nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in 1Spatial outside of the US, other than pursuant to the Acquisition, until the date on which the Acquisition and/or Scheme becomes Effective, lapses or is otherwise withdrawn. If such purchases or arrangements to purchase were to be made they would occur either in the open market at prevailing prices or in private transactions at negotiated prices and comply with applicable law, including the US Exchange Act. Any information about such purchases or arrangements to purchase will be disclosed as required in the United Kingdom, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com).*

#### **Forward-looking statements**

*This Announcement, oral statements made regarding the Acquisition, and other information published by 1Spatial or VertiGIS may contain certain statements with respect to 1Spatial or VertiGIS, as applicable, that are or may be deemed to be forward looking statements. All statements other than statements of historical facts included in this Announcement may be forward looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "estimates", "projects" or words or terms of similar substance or the negative thereof, are forward looking statements. Forward looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of VertiGIS's or 1Spatial's operations and potential synergies resulting from the Acquisition; and (iii) the effects of government regulation on VertiGIS's or 1Spatial's business.*

*These forward-looking statements are not guarantees of future performance. Such forward-looking statements involve known and unknown risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward-looking statements. These factors include, but are not limited to, the satisfaction of the conditions to the Acquisition, as well as additional factors, such as changes in political and economic conditions, changes in the level of capital investment, retention of key employees, changes in customer habits, success of business and operating initiatives and restructuring objectives, impact of any acquisitions or similar transactions, changes in customers' strategies and stability, competitive product and pricing measures, changes in the regulatory environment, fluctuations of interest and exchange rates, the outcome of any litigation. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date of this Announcement. All subsequent oral or written forward-looking statements attributable to VertiGIS or 1Spatial or any of their respective members, directors, officers or employees or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. VertiGIS and 1Spatial disclaim any obligation to update any forward-looking or other statements contained in this Announcement, except as required by applicable law.*

**No profit forecasts or estimates**

No statement in this Announcement is intended as a profit forecast or estimate for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per 1Spatial Share for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per 1Spatial Share.

**Dealing disclosure requirements of the Takeover Code**

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

**Publication of this Announcement on website**

*A copy of this Announcement and the documents required to be published pursuant to Rule 26 of the Takeover Code will be available, free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions on 1Spatial's website at <https://1spatial.com/investors/possible-offer/> and VertiGIS's website at <https://www.vertigis.com/1spatial-plc/>.*

*For the avoidance of doubt, the contents of these websites and any websites accessible from hyperlinks on these websites are not incorporated into and do not form part of this Announcement.*

***Right to receive documents in hard copy form***

*In accordance with Rule 30.3 of the Takeover Code, 1Spatial Shareholders, persons with information rights and participants in the 1Spatial Share Plan may, subject to applicable securities laws, request a hard copy of this Announcement (and any information incorporated into it by reference to another source) by contacting MUFG Corporate Markets during business hours on 0371 664 0321 (from within the UK) or +44 371 664 0321 (from outside the UK) or by submitting a request in writing to MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, with an address to which the hard copy may be sent. You can also email MUFG Corporate Markets at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com). 1Spatial Shareholders may, subject to applicable securities laws, also request that all future documents, announcements and information to be sent in relation to the Acquisition should be in hard copy form.*

***Electronic communications***

*1Spatial Shareholders should be aware that addresses, electronic addresses and certain information provided by 1Spatial Shareholders, persons with information rights and other relevant persons for the receipt of communications from 1Spatial plc may be provided to VertiGIS during the Offer Period as required under Section 4 of Appendix 4 of the Takeover Code to comply with Rule 2.11(c) of the Takeover Code.*

***General***

*If you are in any doubt about the contents of this Announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor or independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if not, from another appropriate authorised independent financial adviser.*

*The person responsible for arranging the release of this Announcement on behalf of 1Spatial is Alma Strategic Communications, Financial PR to 1Spatial.*

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