

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK YOUR OWN PERSONAL FINANCIAL ADVICE IMMEDIATELY FROM YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT PROFESSIONAL ADVISER WHO IS AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED) IF YOU ARE RESIDENT IN THE UNITED KINGDOM OR FROM AN APPROPRIATELY AUTHORISED INDEPENDENT FINANCIAL ADVISER IF YOU ARE IN A RELEVANT TERRITORY OUTSIDE THE UNITED KINGDOM. PART II OF THIS DOCUMENT COMPRISES AN EXPLANATORY STATEMENT IN COMPLIANCE WITH SECTION 897 OF THE COMPANIES ACT. THIS DOCUMENT RELATES TO A SCHEME OF ARRANGEMENT WHICH, IF IMPLEMENTED, WILL RESULT IN THE CANCELLATION OF ADMISSION TO TRADING OF ENABLES IT SHARES ON AIM.

If you have sold or otherwise transferred all of your Enables IT Shares, please send this document and the accompanying documents at once to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, these documents must not be forwarded, distributed or transmitted in, into or from any jurisdiction where to do so would violate the relevant laws in that jurisdiction. The release, publication or distribution of this document in or into jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this document comes should inform themselves about, and observe, any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. If you have sold or otherwise transferred only part of your holding of Enables IT Shares, you should retain these documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

This document sets out the details of the Offer to be effected by way of a scheme of arrangement between Enables IT and the Scheme Shareholders. If the Scheme becomes effective, it will be binding on all Scheme Shareholders, including those who do not attend and/or vote to approve the Scheme or who attend and/or vote against it at the Meetings, and it will result in the cancellation of the trading of all Enables IT Shares on AIM and the admission to trading of the New 1Spatial Shares on AIM.

This document does not constitute a prospectus within the meaning of Section 85 of FSMA, and has not been drawn up in accordance with the Prospectus Rules published by the FCA and a copy has not been, and will not be, approved or filed with the FCA. This document contains no offer to the public under the meaning of FSMA, the Companies Act 2006 or otherwise.

Application will be made by 1Spatial to the London Stock Exchange for the New 1Spatial Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the New 1Spatial Shares will commence on the Business Day following the Effective Date which, subject to the satisfaction of certain conditions, including the sanction of the Scheme by the Court, is expected on 23 July 2015.

RECOMMENDED SHARE OFFER
by
1SPATIAL PLC
for
ENABLES IT GROUP PLC
(incorporated in England and Wales with registered number 03895363)
to be implemented by means of a Scheme of Arrangement
under Part 26 of the Companies Act 2006
Explanatory Statement
under Section 897 of the Companies Act 2006
and
Notice of Court Meeting and General Meeting

THIS DOCUMENT AND THE ACCOMPANYING FORMS OF PROXY SHOULD BE READ AS A WHOLE. YOUR ATTENTION IS DRAWN TO THE LETTER FROM THE CHAIRMAN OF ENABLES IT IN PART I OF THIS DOCUMENT, WHICH CONTAINS THE UNANIMOUS RECOMMENDATION OF THE INDEPENDENT ENABLES IT DIRECTORS THAT YOU VOTE IN FAVOUR OF THE SCHEME AT THE COURT MEETING AND THE GENERAL MEETING OF ENABLES IT. A LETTER FROM CAIRN EXPLAINING THE SCHEME APPEARS IN PART II OF THIS DOCUMENT AND CONSTITUTES AN EXPLANATORY STATEMENT IN COMPLIANCE WITH SECTION 897 OF THE COMPANIES ACT 2006.

THE ACTION TO BE TAKEN IN RESPECT OF THE MEETINGS IS SET OUT ON PAGE 13 UNDER THE HEADING “ACTION TO BE TAKEN” AND IN PARAGRAPH 12 OF PART II OF THIS DOCUMENT.

Notices convening the Court Meeting and the General Meeting, both of which will be held at the offices of Brown Rudnick LLP at 8 Clifford Street, London W1S 2LQ on 20 July 2015, are set out at the end of this document. The Court Meeting will start at 10:00 a.m. and the General Meeting will start at 10:15 a.m. (or as soon thereafter as the Court Meeting is concluded or adjourned).

Enables IT Shareholders will find accompanying this document: (i) a BLUE Form of Proxy for use at the Court Meeting; and (ii) a WHITE Form of Proxy for use at the General Meeting. Whether or not you intend to attend the meetings in person please complete and sign both the enclosed Forms of Proxy. To be valid, the relevant Form of Proxy and any authority under which it is executed (or a copy of the authority certified notarially or in some other way approved by the Enables IT Directors) must be completed and returned in accordance with the instructions printed thereon by post or (during normal business hours only) by hand to the Company's registrar, Share Registrars as soon as possible, but in any event so as to be received by no later than 10:00 a.m. on 16 July 2015 (for the BLUE Form of Proxy) and by 10:15 a.m. on 16 July 2015 (for the WHITE Form of Proxy). If the BLUE Form of Proxy for the Court Meeting is not returned by the above time, it may be handed to the Chairman of the Court Meeting before the start of the Court Meeting. In the case of the General Meeting, unless the WHITE Form of Proxy is returned by the time mentioned above, it shall be invalid.

The completion and return of a Form of Proxy will not prevent you from attending and voting in person at either the Court Meeting or the General Meeting (as appropriate), or any adjournment thereof, if you so wish and are so entitled.

The statements contained herein (or incorporated by reference into this document) are made as at the date of this document, unless some other time is specified in relation to them, and issue of this document shall not give rise to any implication that there has been no change in the facts set forth herein (or incorporated by reference into this document) since such date. Nothing contained herein (or incorporated by reference into this document) shall be deemed to be a profit forecast, projection or estimate of the future financial performance of Enables IT or 1Spatial or the Enlarged Group. No statement in this document should be interpreted to mean that future earnings per Enables IT Share or per 1Spatial Share for current and future financial periods will necessarily match or exceed the historical or published earnings per Enables IT Share or per 1Spatial Share. 1Spatial may purchase Enables IT Shares otherwise than under the Offer, such as in the open market or through privately negotiated purchases. Such purchases may be made either directly or through a broker and must comply with the applicable laws of England and Wales, as well as (as applicable) the AIM Rules, the rules of the London Stock Exchange and the City Code. Information about any such purchases must be made available from a Regulatory Information Service.

No person has been authorised to make representations on behalf of 1Spatial or Enables IT concerning the Scheme or the Offer in this document which are inconsistent with the statements contained herein and any such representation, if made, may not be relied upon as having been so authorised.

The summary of the principal provisions of the Scheme contained in this document is qualified in its entirety by reference to the Scheme itself, the full text of which is set out in Part XI of this document. Each Enables IT Shareholder is advised to read and carefully consider the text of the Scheme itself.

Neither the content of 1Spatial's or Enables IT's website (or any other website) nor the content of any website accessible from hyperlinks on any such website is incorporated into, or forms any part of, this document, save where specifically stated herein. Cairn, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for Enables IT and no-one else in connection with the Offer and will not be responsible to anyone other than Enables IT for providing the protections afforded to clients of Cairn nor for providing advice in relation to the Offer or the content of, or any matter or arrangement referred to in, this document.

N+1 Singer, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for 1Spatial and no one else in connection with the Offer and will not be responsible to anyone other than 1Spatial for providing the protections afforded to clients of N+1 Singer nor for providing advice in relation to the Offer or the content of, or any matter or arrangement referred to in, this document.

If you have any questions relating to the completion or the return of the Forms of Proxy, please telephone Share Registrars between 9.00 a.m. and 5.00 p.m. (London time) Monday to Friday on 01252 821390 or, if calling from outside UK, + 44 1252 821390. Please note that calls to this number may be monitored or recorded and no advice on the Offer can be given.

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ACTION TO BE TAKEN

The action to be taken by Enables IT Shareholders is further described on page 13 and in paragraph 11 of Part II of this document. Copies of this document and any revisions thereto will be available for inspection at the offices of Cairn during normal business hours on any Business Day until the end of the Offer Period.

INFORMATION FOR UNITED STATES AND OTHER OVERSEAS SHAREHOLDERS

The publication or distribution of this document in any Restricted Jurisdiction may be restricted by law and therefore any persons who are subject to the laws of any Restricted Jurisdiction into whose possession this document comes should inform themselves about, and observe, any applicable legal and regulatory requirements and restrictions. Any failure to comply with the applicable requirements or restrictions may constitute a violation of the securities laws of any such jurisdiction. Further details in relation to Overseas Shareholders are contained in paragraph 10 of Part II of this document.

All Enables IT Shareholders or other persons (including nominees, trustees and custodians) who would otherwise intend to, or may have a contractual or legal obligation to, forward this document and/or the accompanying Forms of Proxy to a Restricted Jurisdiction should refrain from doing so and seek appropriate professional advice before taking any action.

This document does not constitute an offer to sell or issue or an invitation to purchase or subscribe for any securities or a solicitation of an offer to buy any securities or a solicitation of any vote or approval pursuant to this document, the offer or otherwise in any jurisdiction in which such offer or solicitation is unlawful. This document does not constitute a prospectus or a prospectus equivalent document. This document and the accompanying documents have been prepared for the purposes of complying with English law and the City Code and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws of any Restricted Jurisdiction. This document is not an offer to sell securities in the United States. Neither the SEC nor any other US federal or state securities commission or regulatory authority has reviewed, approved or disapproved of, or passed an opinion on, the accuracy or adequacy of this document, the Scheme or any of the proposals herein. Any representation to the contrary is a criminal offence in the United States.

Notice to US investors in Enables IT

Enables IT is an English company. Accordingly, shareholders in the United States should note that the acquisition of Enables IT by 1Spatial relates to the shares of a “foreign private issuer” as defined under Rule 3b-4 under the US Securities Exchange Act 1934, as amended (the “**Exchange Act**”) and is proposed to be made by means of a scheme of arrangement provided for under, and governed by, the laws of England and Wales. Neither the proxy solicitation nor the tender offer rules under the Exchange Act will apply to the Scheme.

In addition, the Offer relates to the shares of an English company and is to be made by means of a scheme of arrangement provided for under the laws of England and Wales. The Offer is subject to the disclosure requirements and practices applicable in England and Wales to schemes of arrangement, which differ from the disclosure and other requirements of the US securities laws and tender offer rules. The Enables IT and 1Spatial financial information included in, and incorporated by reference into, this document has been prepared in accordance with International Financial Reporting Standards (“**IFRS**”) as adopted in the European Union and may not be comparable to the financial statements of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. US generally accepted accounting principles differ in certain significant respects from IFRS. None of the financial information included in, or incorporated by reference into, this document has been audited in accordance with auditing standards generally accepted in the United States or the auditing standards of the Public Company Accounting Oversight Board (United States).

The receipt of New 1Spatial Shares by a US holder of Enables IT Shares as consideration for the transfer of its Enables IT Shares pursuant to the Offer may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other tax laws. Each US holder of Enables IT Shares is urged to consult his independent professional adviser immediately regarding the tax consequences of the Offer applicable to him.

It may be difficult for US holders of Enables IT Shares to enforce their rights and claims arising out of US federal securities laws, since 1Spatial and Enables IT are located in countries other than the United States, and all of their officers and directors are residents of countries other than the United States. US holders of Enables IT Shares 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.

The New 1Spatial Shares to be issued pursuant to the Scheme have not been and will not be registered under the Securities Act or under the relevant securities laws of any state or territory or other jurisdiction of the United States. Accordingly, the New 1Spatial Shares may not be offered, sold, resold, delivered, distributed or otherwise transferred, directly or indirectly, in or into the United States, absent registration under the Securities Act or an exemption therefrom.

The New 1Spatial Shares are expected to be offered in the United States, if at all, in reliance upon the exemption from the registration requirements of the Securities Act provided by Section 3(a)(10) thereof. None of the securities referred to in this document have been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any other US regulatory authority, nor have such authorities passed upon or determined the adequacy or accuracy of this document. Any representation to the contrary is a criminal offence in the United States.

FORWARD-LOOKING STATEMENTS

Certain statements contained herein constitute forward-looking statements. The forward-looking statements contained herein include statements about the expected effects of the Offer, the expected timing and scope of the Offer and other statements other than in relation to historical facts. Forward-looking statements including, without limitation, statements typically containing words such as "intends", "anticipates", "targets", "estimates", "believes", "should", "plans", "will", "expects" and similar expressions or statements that are not historical facts are intended to identify those expressions or statements as forward-looking statements. The statements are based on the assumptions and assessments by the boards of 1Spatial and Enables IT and are naturally subject to uncertainty and changes in circumstances. By their nature, forward-looking statements involve risk and uncertainty and the factors described in the context of such forward-looking statements in this document could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements. There are a number of factors that could cause actual results or developments to differ materially from those expressed or implied by such forward-looking statements. These factors include, but are not limited to, the satisfaction or waiver of the conditions to the Scheme, local and global political and economic conditions, future revenues of 1Spatial and/or Enables IT being lower than expected, expected cost savings from the Offer or other future transactions not being realised fully or in line with expected timeframes, competitive pressures in the industry increasing, foreign exchange rate fluctuations and interest rate fluctuations (including those from any potential credit rating decline) and legal or regulatory developments and changes. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements.

Neither the Enables IT Group nor the 1Spatial Plc Group, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied by any forward-looking statements contained herein will actually occur. Other than in accordance with their legal or regulatory obligations (including under the AIM Rules, the Disclosure and Transparency Rules of the Financial Conduct Authority and the City Code), neither Enables IT nor 1Spatial is under any obligation and each of them expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

DEALING DISCLOSURE REQUIREMENTS

Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. 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 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (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 Code, any person who is, or becomes, interested in 1 per cent. 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, 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 p.m. (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, 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.

GENERAL

Electronic Communications

Addresses, electronic addresses and certain other information provided by Enabes IT Shareholders, persons with information rights and other relevant persons for the receipt of communications from Enabes IT will be provided to 1Spatial during the Offer Period as required under Section 4 of Appendix 4 to the Takeover Code to comply with Rule 2.12(c) of the Takeover Code.

Rounding

Certain figures included in this document have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Date

This document is published on 26 June 2015

DEFINITIONS

In this document, unless inconsistent with the subject or context or defined otherwise under the Scheme, the following expressions bear the following meanings:

“Act”	the Companies Act 2006;
“Admission”	the admission to trading on AIM of the New 1Spatial Shares;
“AIM”	the AIM market operated by the London Stock Exchange;
“AIM Rules”	the Rules and Guidance notes for AIM Companies and their nominated advisers issued by the London Stock Exchange from time to time;
“Announcement”	the announcement made by 1Spatial and Enables IT on 18 June 2015 regarding the Offer and the Scheme made pursuant to Rule 2.7 of the City Code;
“Articles”	the articles of association of Enables IT from time to time;
“Business Day”	a day, not being a Saturday, Sunday or public holiday, on which the clearing banks in London are open for business;
“Cairn”	Cairn Financial Advisers LLP, independent financial adviser for the purposes of Rule 3 of the Code;
“certificated” or “in certificated form”	recorded on the relevant register of the share or other security as being held in certificated form (that is, not in CREST);
“Close of Business”	in respect of a Business Day, 6.00p.m. on that Business Day;
“Closing Price”	as regards securities quoted on AIM, the closing middle market quotation of a share derived from the AIM section of the daily official list of the London Stock Exchange;
“Code”, “Takeover Code” or “City Code”	the City Code on Takeovers and Mergers issued by the Panel;
“Conditions”	the “Conditions to the Implementation of the Scheme and Further Terms of the Offer” set out in Part IV of this document and “Condition” means any one of them;
“Connected Person”	has the meaning given to it in section 252 of the Act;
“Court”	the High Court of Justice in England and Wales;
“Court Meeting”	the meeting (and any adjournment thereof) convened with the permission of the Court pursuant to Part 26 of the Act to be held at the offices of Brown Rudnick LLP at 8 Clifford Street, London W1S 2LQ at 10.00 a.m. on 20 July 2015 to consider, and, if thought fit, approve the Scheme (with or without modification) and any adjournment thereof, notice of which is set out on page 75 of this document;
“CREST”	the relevant system (as defined in the Regulations) of which Euroclear is the Operator (as defined in the Regulations);
“Deferred Shares”	the 3,932,839 deferred shares of £0.74 each in the capital of Enables IT;
“Effective Date”	the date on which the Scheme Court Order is delivered to the Registrar of Companies in England and Wales;

“Enables IT” or the “Company”	Enables IT Group Plc;
“Enables IT Board” or “Enables IT Directors”	the board of directors of Enables IT as at the date of this document whose names are set out in paragraph 2(a) of Part VI of this document;
“Enables IT Group”	Enables IT, its subsidiaries and subsidiary undertakings;
“Enables IT Options”	the 33,325 options over Enables IT Shares issued under the Enables IT Share Schemes;
“Enables IT Shareholders”	holders of Enables IT Shares from time to time;
“Enables IT Shares”	the existing 27,284,303 unconditionally allotted or issued and fully paid ordinary shares of £0.01 each in the capital of Enables IT and any further such ordinary shares of £0.01 each in the capital of Enables IT which are unconditionally allotted or issued before the Scheme becomes effective;
“Enables IT Share Schemes”	the Enables IT Enterprise Management Incentive (EMI) Share Option Plan 2001 and the Enables IT Enterprise Management Incentive (EMI) Share Option Plan 2014;
“Enlarged Group”	the 1Spatial Plc Group as enlarged by the recommended acquisition by 1Spatial of the Enables IT Group pursuant to the Scheme;
“Enlarged Issued Share Capital”	all of the issued 1Spatial Shares following the issue of the New 1Spatial Shares, assuming the Scheme becomes effective;
“Euroclear”	Euroclear UK & Ireland Limited;
“Existing 1Spatial Shares”	the 682,415,354 1Spatial Shares in issue at the date of this document, all of which are admitted to trading on AIM;
“Existing 1Spatial Shareholder”	the holders of the Existing 1Spatial Shares;
“FCA”	the Financial Conduct Authority;
“Forms of Proxy”	as the context may require, either or both of (i) the BLUE form of proxy for use at the Court Meeting, and (ii) the WHITE form of proxy for use at the General Meeting, each of which accompanies this document;
“FSMA”	the Financial Services and Markets Act 2000 (as amended);
“General Meeting”	the general meeting (and any adjournment thereof) of Enables IT Shareholders convened in connection with the Scheme to be held at the offices of Brown Rudnick LLP at 8 Clifford Street, London W1S 2LQ at 10:15 a.m. on 20 July 2015 (or, if later, as soon thereafter as the Court Meeting shall have been concluded or adjourned) to consider and, if thought fit, to approve the Special Resolution in relation to the Scheme, notice of which is set out on page 77 of this document;
“HMRC”	HM Revenue & Customs;
“Independent Enables IT Board” or “Independent Enables IT Directors”	the Enables IT Directors other than Marcus Yeoman;

“London Stock Exchange” or “LSE”	London Stock Exchange plc;
“Meetings”	the Court Meeting and the General Meeting and Meeting means any one of them as applicable;
“N+1 Singer”	together Nplus1 Singer Advisory LLP and Nplus1 Singer Capital Markets Limited;
“New 1Spatial Shares”	the new 1Spatial Shares to be allotted and issued, credited as fully paid to Scheme Shareholders as consideration for the Enables IT Shares pursuant to the terms of the Scheme and otherwise pursuant to the Offer;
“Offer”	the recommended offer made by 1Spatial to acquire the entire issued and to be issued ordinary share capital of Enables IT to be implemented by way of the Scheme and subject to the Conditions and on the terms of this document including, where the context so requires, any subsequent revision, variation, extension or renewal of such proposal, including by way of a contractual takeover offer;
“Offer Period”	the period commencing on 18 June 2015 being the date of the Announcement until announcement via a Regulatory Information Service by Enables IT and/or 1Spatial that the Scheme has become effective or that the Scheme has lapsed or been withdrawn;
“Offer Price”	has the meaning given in section 2 of Part I of this document;
“Opening Position Disclosure”	an announcement pursuant to Rule 8 of the Code containing details of interests or short positions in, or rights to subscribe for, any relevant securities of a party to an offer;
“Overseas Shareholders”	Enables IT Shareholders who are residents in, or nationals or citizens of, jurisdictions outside the United Kingdom or who are nominees of, or custodians or trustees for, citizens or nationals of countries other than the United Kingdom;
“Panel” or “Takeover Panel”	the Panel on Takeovers and Mergers;
“Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 01/3755)
“Regulatory Information Service”	has the same meaning as defined in the AIM Rules;
“Resolutions”	the resolutions to be proposed at the Court Meeting (or any adjournment thereof) and the General Meeting (or any adjournment thereof), as appropriate;
“Restricted Jurisdiction”	any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure for 1Spatial or Enables IT were information or documentation concerning the Offer to be sent or made available to Enables IT Shareholders in that jurisdiction;
“Scheme” or “Scheme of Arrangement”	the proposed scheme of arrangement under Part 26 of the Act between Enables IT and the Scheme Shareholders, with or subject to any modification, addition or condition approved or imposed by the Court and agreed to by Enables IT and 1Spatial, the full terms of which are set out in Part XI of this document and (as the case may be) any supplemental circular(s);

“Scheme Court Hearing”	the hearing at which the Scheme Court Order is made;
“Scheme Court Order”	the order of the Court sanctioning the Scheme under Part 26 of the Act;
“Scheme Document”	this document dated 26 June 2015;
“Scheme Record Time”	6.00 p.m. on the Business Day immediately preceding the Scheme Court Hearing;
“Scheme Shareholders”	the holders of the Scheme Shares;
“Scheme Shares”	<p>Enables IT Shares (excluding any held by 1Spatial or registered in the name of any member of the 1Spatial Plc Group or any person known to the Company to be a nominee for 1Spatial):</p> <ul style="list-style-type: none"> (i) in issue at 6.00 p.m. on the date of this document; (ii) (if any) issued after 6.00 p.m. on the date of this document and before the Voting Record Time; and (iii) (if any) issued on or after the Voting Record Time and on or before the Scheme Record Time, either on terms that the original or any subsequent holders of such shares shall be bound by the Scheme, or in respect of which the original or any subsequent holders of such shares are, or shall have agreed in writing to be, bound by the Scheme;
“SEC”	the US Securities and Exchange Commission;
“Securities Act”	the United States Securities Act of 1933 (as amended);
“Share Registrars” or “Registrar”	Share Registrars Ltd, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL
“1Spatial” or “Offeror”	1Spatial plc;
“1Spatial Board” or “1Spatial Directors”	the board of directors of 1Spatial as at the date of this document whose names are set out in paragraph 2(c) of Part VI of this document;
“1Spatial Plc Group”	1Spatial, a company incorporated in England and Wales with company number 05429800 its subsidiaries and subsidiary undertakings;
“1Spatial Shareholders”	holders of 1Spatial Shares from time to time;
“1Spatial Shares”	ordinary shares of £0.01 each in the capital of 1Spatial;
“Special Resolution”	the special resolution to be proposed at the General Meeting to approve the implementation of the Scheme;
“subsidiary”	has the meaning given by section 1159 of the Act;
“subsidiary undertaking”	has the meaning given by section 1162 of the Act;
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland;
“UK Listing Authority” or “UKLA”	the FCA in its capacity as a competent authority under the Financial Services and Markets Act 2000;

“uncertificated” or “uncertificated form”	recorded on the relevant register of the share or security concerned as being held in uncertificated form (that is, in CREST), and title to which, by virtue of the Regulations, may be transferred by means of CREST;
“United States” or “US”	the United States of America, its territories and possessions, the District of Columbia, and all other areas subject to its jurisdiction; and
“Voting Record Time”	6.00 p.m. on 16 July 2015, or, in the event that the Court Meeting is adjourned by more than 48 hours, 6.00 p.m. on the day which is two Business Days before such adjourned meeting.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<i>Event</i>	<i>Time and/or date</i>
<i>Latest time for lodging Forms of Proxy for the:</i>	<i>2015</i>
Court Meeting (BLUE form)²	10:00 a.m. on 16 July
General Meeting (WHITE form)²	10:15 a.m. on 16 July
Voting Record Time for the Meetings ³	6:00 p.m. on 16 July
Court Meeting	10:00 a.m. on 20 July
General Meeting⁴	10:15 a.m. on 20 July
Last day of dealings in, and registration of transfers in CREST of Enables IT Shares	22 July
Scheme Record Time	6:00 p.m. on 22 July
Enables IT Shares suspended	7:30 a.m. on 23 July
Scheme Court Hearing to sanction the Scheme	23 July
Effective Date of the Scheme	23 July
Cancellation of admission of Enables IT Shares on AIM	7:00 a.m. on 24 July
Admission of the New 1Spatial Shares to trading on AIM	8:00 a.m. on 24 July
Crediting of New 1Spatial Shares to CREST accounts	24 July
Latest date for despatch of the share certificates of the New 1Spatial Shares to be issued to Enables IT Shareholders	31 July
The date by which the Scheme must become unconditional and effective, failing which it will lapse ⁵	31 December

Unless otherwise indicated, all references in this document to times are to London times.

Notes

- 1 The dates and times above are indicative only and will depend, amongst other things, on the date on which: (i) the Conditions are either satisfied or waived (to the extent they are capable of being waived); (ii) the Court sanctions the Scheme; and (iii) the Scheme is delivered to the Registrar of Companies in England and Wales. If any of the expected dates change, Enables IT will give adequate notice of any change by issuing an announcement through a Regulatory Information Service.
- 2 The BLUE Form of Proxy for the Court Meeting may alternatively be handed to the Registrar on behalf of the Chairman of the Court Meeting at the start of the Court Meeting. However, the WHITE Form of Proxy for the General Meeting must be received by 10:15 a.m. on 16 July 2015 in order for it to be valid or, if the General Meeting is adjourned, not later than 48 hours (excluding non-Business Days) before the time fixed for the holding of the adjourned meeting. WHITE Forms of Proxy may NOT be handed to the Chairman of the General Meeting or the Registrar.
- 3 If either of the Meetings are adjourned by more than 48 hours, then the Voting Record Time for the reconvened Meeting will be 6.00 p.m. on the day which is two Business Days before such reconvened Meeting.
- 4 If the Court Meeting has not been concluded or has been adjourned prior to the scheduled commencement of the General Meeting, the commencement of the General Meeting will be delayed until the Court Meeting has been concluded or adjourned.
- 5 This date may be extended by agreement between 1Spatial and Enables IT with the consent of the Panel and (if required) the approval of the Court.

THE FOLLOWING INFORMATION DOES NOT PURPORT TO BE COMPLETE AND SHOULD BE READ IN CONJUNCTION WITH THE FULL TEXT OF THIS DOCUMENT FROM WHICH IT IS DERIVED. ENABLES IT SHAREHOLDERS SHOULD READ THE WHOLE OF THIS DOCUMENT AND, IN PARTICULAR, THE LETTER FROM THE CHAIRMAN OF ENABLES IT SET OUT IN PART I AND THE EXPLANATORY STATEMENT FROM CAIRN SET OUT IN PART II OF THIS DOCUMENT AND SHOULD NOT RELY SOLELY ON THE INFORMATION SET OUT BELOW.

THE RECOMMENDED OFFER

This document contains a recommended Offer whereby Scheme Shareholders will receive, for each Scheme Share, 1.13 New 1Spatial Shares.

Based on the Closing Price of 6.75 pence per 1Spatial Share, on 17 June 2015 (being the last Business Day before the date of the Announcement), the terms of the Offer represent:

- a value of approximately 7.628 pence per Enables IT Share; and
- a premium of approximately 27.13 per cent. to the Closing Price of 6 pence per Enables IT Share on 17 June 2015; and
- a value of approximately £2.08 million for Enables IT's entire issued and to be issued ordinary share capital.

Based on the Closing Price of 6.125 pence per 1Spatial Share, on 25 June 2015 (being the last Business Day before the date of posting this document), the terms of the Offer represent:

- a value of approximately 6.921 pence per Scheme Share; and
- a premium of approximately 6.48 per cent. to the Closing Price of 6.5 pence per Enables IT Share on 25 June 2015; and
- a value of approximately £1.89 million for Enables IT's entire issued and to be issued ordinary share capital.

The Offer is expected to result in the issue of 30,831,262 New 1Spatial Shares to Scheme Shareholders, representing approximately 4.32 per cent. of the Enlarged Issued Share Capital following the Scheme becoming effective (assuming no further Enables IT Shares or 1Spatial Shares are issued in the period between the date of this document and the Effective Date or following the Scheme becoming effective).

The Independent Enables IT Directors have unanimously recommended that Enables IT Shareholders vote in favour of the Resolutions as all the Enables IT Directors have irrevocably undertaken to do in respect of their 4,836,453 Enables IT Shares representing approximately 17.73 per cent. of the existing issued ordinary share capital of Enables IT.

An irrevocable undertaking to vote in favour of the Resolutions has also been received from Hargreave Hale Limited in respect of 3,620,370 Enables IT Shares, representing approximately 13.27 per cent. of the existing issued ordinary share capital of Enables IT and from Erica Walliss, wife of Michael Walliss, in respect of 3,212,562 Enables IT Shares representing approximately 11.77 per cent. of the existing issued ordinary share capital of Enables IT.

ACTION TO BE TAKEN

The Scheme must be approved by a majority in number of Scheme Shareholders representing at least 75 per cent. in value of the Scheme Shares held by the Scheme Shareholders present and voting (either in person or by proxy) at the Court Meeting (voting at which shall be conducted by way of a poll).

Implementation of the Scheme also requires the passing of a special resolution at the General Meeting.

You will find enclosed with this document:

- a BLUE reply-paid Form of Proxy for use in respect of the Court Meeting on 20 July 2015 at 10:00 a.m. (attaching an attendance card in relation to the Court Meeting); and
- a WHITE reply-paid Form of Proxy for use in respect of the General Meeting on 20 July 2015 at 10:15 a.m. (attaching an attendance card in relation to the General Meeting).

Enables IT is seeking approval for an amendment to the Articles in connection with the Scheme at the General Meeting.

Whether or not you plan to attend the Meetings, please complete and sign both the BLUE and WHITE Forms of Proxy and return them as soon as possible, but in any event so as to be received by no later than 10:00 a.m. and 10:15 a.m. respectively on 16 July 2015.

In either case, if the Meetings are adjourned, the relevant Forms of Proxy should be received not later than 48 hours, excluding non-Business Days, before the time fixed for the adjourned meeting.

The return of the BLUE and WHITE Forms of Proxy will enable your votes to be counted at the Meetings in the event of your absence. All Forms of Proxy are reply-paid for use in the United Kingdom only, for your convenience. If the BLUE Form of Proxy for use at the Court Meeting is not lodged by the time and date referred to above it may be handed to the Registrar, on behalf of the Chairman of the Court Meeting, at the start of the Court Meeting.

In the case of the General Meeting, unless the WHITE Form of Proxy is returned by the time and date referred to above and as mentioned in the instructions printed on it, it shall be invalid.

The completion and return of a Form of Proxy will not prevent you from attending and voting in person at either the Court Meeting or the General Meeting (as appropriate), or any adjournment thereof, if you so wish and are so entitled.

IT IS IMPORTANT THAT AS MANY VOTES AS POSSIBLE ARE CAST, EITHER IN PERSON OR BY PROXY, SO THAT THE COURT CAN BE SATISFIED THAT THERE IS A FAIR AND REASONABLE REPRESENTATION OF RELEVANT SHAREHOLDER OPINION.

YOU ARE THEREFORE STRONGLY URGED TO EXERCISE YOUR RIGHTS BY COMPLETING THE FORMS OF PROXY APPLICABLE TO YOU OR BY ATTENDING THE MEETINGS AND VOTING IN PERSON.

THE INDEPENDENT ENABLES IT DIRECTORS UNANIMOUSLY RECOMMEND THAT YOU VOTE IN FAVOUR OF THE RESOLUTIONS TO BE PROPOSED AT THE COURT MEETING AND THE GENERAL MEETING.

Helpline

If you have any questions relating to the completion or return of the Forms of Proxy, please telephone Share Registrars between 9.00 a.m. and 5.00 p.m. (London time) Monday to Friday on 01252 821390 or, if calling from outside UK, + 44 1252 821390 . Please note that calls to this number may be monitored or recorded and no advice on the Offer can be given.

Calls to this number are charged at your network provider's standard rate. Calls from mobile phones or those made from overseas will cost considerably more.

STATISTICS

Number of Enables IT Shares in issue as at the date of this document	27,284,303
Number of Existing 1Spatial Shares in issue at the date of this document*	682,415,354
Expected Number of New 1Spatial Shares**	30,831,262
Expected Enlarged Issued Share Capital	713,246,616
Expected New 1Spatial Shares as a percentage of the expected Enlarged Issued Share Capital	approximately 4.32 per cent.
Expected market capitalisation of the Enlarged Group immediately following Admission***	£43.47 million

1Spatial TIDM SPA

1Spatial ISIN GB00B8T2XV42

* This includes 3,500,000 1Spatial Shares held in treasury.

** The number of New 1Spatial Shares to be issued as determined using the ratio of 1.13 1Spatial Shares for each Enables IT Share pursuant to the terms of the Offer.

*** Based on the Closing Price of one 1Spatial Share of 6.125 pence on 25 June 2015 being the last Business Day prior to the date of this document and the expected Enlarged Issued Share Capital (excluding the 3,500,000 1Spatial Shares held in treasury).

PART I

LETTER OF RECOMMENDATION FROM THE CHAIRMAN ON BEHALF OF THE INDEPENDENT ENABLES IT DIRECTORS

ENABLES IT GROUP PLC

(Incorporated in England with registered number 03895363)

Registered Office:

Unit 5,
Mole Business Park,
Randalls Road,
Leatherhead,
Surrey KT22 7BA

Independent Directors:

Miles Johnson *(Non-Executive Chairman)*

Michael Walliss *(Chief Executive Officer)*

Mark Elliott *(Chief Finance Officer)*

26 June 2015

*To Enables IT Shareholders and, for information only, to holders of Enables IT
Options and persons with information rights.*

Dear Enables IT Shareholder,

RECOMMENDED SHARE OFFER BY 1SPATIAL PLC FOR ENABLES IT GROUP PLC

1. Introduction

On 18 June 2015, the boards of Enables IT and 1Spatial announced that they had agreed the terms of a recommended acquisition pursuant to which 1Spatial will acquire the entire issued and to be issued ordinary share capital of Enables IT in consideration for the issue of 1.13 New 1Spatial Shares for each Scheme Share. The Offer is to be implemented by way of a Scheme of Arrangement under Part 26 of the Act, which requires the approval of Scheme Shareholders and the sanction of the Scheme by the Court.

I am writing to you today to explain the background to, and the details of, the Offer, to seek your support for and approval of the Offer and to explain the reasons why the Independent Enables IT Directors, who have been so advised by Cairn, Enables IT's nominated and financial adviser, consider the terms of the Offer to be fair and reasonable. Accordingly the Independent Enables IT Directors unanimously recommend that you vote in favour of the Resolutions at the Court Meeting and at the General Meeting (or, in the event that the Offer is implemented by way of a takeover offer, to accept or procure acceptance of that offer) as each of the Enables IT Directors, and Erica Walliss, wife of Michael Walliss, who each hold Enables IT Shares have irrevocably undertaken to do in respect of their beneficial holdings totalling 8,049,015 Enables IT Shares (representing approximately 29.5 per cent. of the existing issued ordinary share capital of Enables IT). In providing its advice to the Independent Enables IT Board, Cairn has taken into account the commercial assessments of the Independent Enables IT Directors.

1Spatial has also received an irrevocable undertaking from Hargreave Hale Limited holding a total of 3,620,370 Enables IT Shares (representing 13.27 per cent. of the existing issued ordinary share capital of Enables IT) to vote in favour of the Resolutions at the Court Meeting and at the General Meeting (or, in the event that the Offer is implemented by way of a takeover offer, to accept or procure acceptance of that offer). In aggregate, irrevocable undertakings have been received amounting to approximately 42.77 per cent. of the existing issued ordinary share capital of Enables IT. The irrevocable undertakings given by the Enables IT Directors and Erica Walliss remain binding in all circumstances, including if a

higher competing offer is announced, unless the Scheme lapses or is withdrawn. The irrevocable undertaking given by Hargreave Hale Limited will cease to be binding in the event that there is a competing offer which values the Enables IT Shares at more than 10 per cent. higher than the value under the Scheme and the offer is not matched by 1Spatial within the normal time limits in the Code.

In order to approve the terms of the Offer, Enables IT Shareholders should vote in favour of the Resolutions to be proposed at the Meetings, both of which are to be held on 20 July 2015. Details of the actions you should take are set out in paragraph 11 of the Explanatory Statement set out in Part II of this document. The unanimous recommendation of the Independent Enables IT Directors to Enables IT Shareholders is set out in paragraph 16 of this letter.

Marcus Yeoman is a non-executive director of 1Spatial and is also a non-executive director of Enables IT. As a result, Marcus Yeoman has not participated in the consideration by the Enables IT Board as to whether the Offer is fair and reasonable, nor the decision to recommend the Offer. Accordingly this letter of recommendation is presented by the Chairman on behalf of the Independent Enables IT Directors. Miles Johnson is interested in 138,889 Enables IT Shares representing approximately 0.51 per cent. of the Enables IT Shares in issue and is interested in 1,128,824 1Spatial Shares representing approximately 0.165 per cent. of the 1Spatial Shares in issue. Michael Walliss is interested in 4,418,816 Enables IT Shares representing approximately 16.20 per cent. of the Enables IT Shares in issue and is interested in 1,336,602 1Spatial Shares representing approximately 0.195 per cent. of the 1Spatial Shares in issue. Miles Johnson and Michael Walliss are considered to be Independent Enables IT Directors for the purpose of the Offer by virtue of their percentage holding in 1Spatial being de minimis. The remaining Independent Enables IT Director, being Mark Elliott does not have any interest in any 1Spatial Shares.

Statements made or referred to in this letter concerning 1Spatial's reasons for the Offer and to the intentions and strategy of 1Spatial and its subsidiaries reflect the views of the 1Spatial Board. Statements made or referred to in this letter concerning the background to and reasons for the Independent Enables IT Directors recommending the Offer reflect the views of the Independent Enables IT Directors.

2. Summary of the Offer

It is intended that the Offer will be implemented by means of a Court-sanctioned scheme of arrangement pursuant to Part 26 of the Act. The Scheme is subject to the satisfaction (or, where applicable, waiver) of the Conditions and the sanction of the Scheme by the Court. The terms of the Scheme are set out in full in Part XI of this document.

The Scheme provides that, if it becomes effective, all of the Scheme Shares will be transferred to 1Spatial. In exchange, under the Offer, all Scheme Shareholders will be entitled to receive:

For each Scheme Share: 1.13 New 1Spatial Shares

Entitlements to New 1Spatial Shares will be rounded down to the nearest whole number of 1Spatial Shares. Fractions of New 1Spatial Shares will not be allotted or issued to Scheme Shareholders. Fractional entitlements of New 1Spatial Shares will be aggregated and sold in the market and the net cash proceeds of the sale retained for the benefit of the Enlarged Group.

Assuming the Offer is successful, Enables IT will become a wholly owned subsidiary of 1Spatial on the Effective Date. 1Spatial is a public company incorporated in England and Wales. Its shares are admitted to trading on AIM and Admission is expected to take place on the Business Day following the Effective Date of the Scheme. Further information on 1Spatial is set out in paragraph 3 of this Part I and in Part III of this document.

Based on the Closing Price of 6.75 pence per 1Spatial Share, on 17 June 2015 (being the last Business Day before the date of the Announcement), the terms of the Offer represent:

- a value of approximately 7.628 pence per Enables IT Share (the “**Offer Price**”); and
- a premium of approximately 27.13 per cent. to the Closing Price of 6 pence per Enables IT Share on 17 June 2015; and

- a value of approximately £2.08 million for Enables IT's entire issued and to be issued ordinary share capital.

Based on the Closing Price of 6.125 pence per 1Spatial Share, on 25 June 2015 (being the last Business Day before the date of posting this document), the terms of the Offer represent:

- a value of approximately 6.921 pence per Enables IT Share; and
- a premium of approximately 6.48 per cent. to the Closing Price of 6.5 pence per Enables IT Share on 25 June 2015; and
- a value of approximately £1.89 million for Enables IT's entire issued and to be issued ordinary share capital.

Enables IT Shareholders should note that the value of the consideration that they will ultimately receive (once the Scheme is implemented and becomes effective in accordance with its terms) will depend upon the market value of New 1Spatial Shares received by them on the Effective Date, and this value may vary, as 1Spatial is a public company whose shares are admitted to trading on AIM.

The Deferred Shares have no economic value as the rights attaching to the Deferred Shares do not carry any voting rights and have no entitlement to attend general meetings of Enables IT, nor do they have any right to participate in any dividend or other distribution and no right to participate in a return of capital unless on a winding up the holders of the Enables IT Shares first receive an amount in excess of £10 million per Enables IT Share. The Deferred Shares do not form part of the Scheme and are not included within the definition of Scheme Shares. Consequently holders of Deferred Shares have no rights to attend, participate nor vote at the Court Meeting or at the General Meeting. It is proposed, (in accordance with the rights attaching to the Deferred Shares (pursuant to an ordinary resolution passed on 23 November 2012)), that in the event the Scheme becomes effective, Enables IT will transfer all the Deferred Shares to 1Spatial for a nominal sum of £1.

Scheme structure

It is expected that subject to the satisfaction (or, where applicable, waiver) of the Conditions, (further details of which are set out in Part IV of this document), the Scheme Court Hearing to sanction the Scheme will be held on 23 July 2015 and that the Effective Date will be 23 July 2015. The Offer is conditional upon the Scheme becoming effective by no later than 31 December 2015, or such later date as Enables IT and 1Spatial may agree (with, where applicable, the consent of the Panel and (if required) the approval of the Court), failing which it will lapse.

It is expected that the admission of the Scheme Shares to trading on AIM will be cancelled at 7.00 a.m. on 24 July 2015 and dealings in such shares will be suspended from 7.30 a.m. on 23 July 2015.

In order to become effective, the Scheme must be approved at the Court Meeting (at which voting will be conducted by way of a poll) by the passing of a resolution by a majority in number of the Scheme Shareholders, present and voting, either in person or by proxy, at such meeting, representing not less than 75 per cent. in value of the Scheme Shares held by such Scheme Shareholders. Enables IT is seeking approval for an amendment to the Articles in connection with the Scheme at the General Meeting.

If the Scheme becomes effective, it will be binding on all Scheme Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the General Meeting or whether they voted against the Scheme. The Scheme will only become effective on the Scheme Court Order being delivered to the Registrar of Companies. Further details of the Scheme are set out in the Explanatory Statement in Part II of this document as required by Part 26 of the Act.

Application will be made to the London Stock Exchange for the New 1Spatial Shares to be admitted to trading on AIM. If the Scheme becomes effective, Enables IT will become a wholly owned subsidiary of 1Spatial on the Effective Date, Enables IT Shareholders will receive the New 1Spatial Shares referred to above and it is expected that Admission will become effective and that trading in the New 1Spatial Shares will commence on AIM on the Business Day following the Effective Date.

Prior to the Scheme becoming effective, application will be made to the London Stock Exchange for the admission to trading on AIM of the Enables IT Shares to be cancelled. 1Spatial intends to re-register Enables IT as a private company under the relevant provisions of the Act as soon as practicable after cancellation of trading of the Enables IT Shares on AIM.

1Spatial reserves the right to switch from implementing the Offer by means of a scheme of arrangement under Part 26 of the Act to a contractual takeover offer, in accordance with paragraph 8 of Appendix 7 of the Code, with the consent of the Panel.

Interests in the Enlarged Group

Based on the number of Enables IT Shares in issue as at 25 June 2015, being the latest practicable date prior to the posting of this document, 30,831,262 New 1Spatial Shares are expected to be issued as consideration pursuant to the Scheme, assuming no further Enables IT Shares are issued in the period between the date of this document and the Effective Date.

On this basis, following the Scheme becoming effective, the Existing 1Spatial Shareholders will hold 682,415,354 1Spatial Shares representing approximately 95.68 per cent. of the Enlarged Issued Share Capital of 1Spatial and Scheme Shareholders will hold approximately 30,831,262 1Spatial Shares representing approximately 4.32 per cent. of the Enlarged Issued Share Capital.

The New 1Spatial Shares issued under the Scheme will be credited as fully paid and free from all liens, charges and encumbrances whatsoever and will rank *pari passu* with the Existing 1Spatial Shares, including in respect of the right to receive all dividends, distributions and other entitlements made or paid on the 1Spatial Shares for which the record date occurs after the date of their issue.

3. Information on 1Spatial and Enables IT

1Spatial Plc Group comprises a group of software and solutions companies each trading under its individual brand: 1Spatial Group, Avisen, Storage Fusion and Sitemap. The common link between the trading entities is ‘big data’: the term applied to data sets whose size is beyond the ability of commonly used software tools to capture, manage and process. 1Spatial’s businesses provide software solutions that ensure data quality, management, evaluation and efficiency in big data. The largest 1Spatial subsidiary being 1Spatial Group, has subsidiary undertakings in the UK, Ireland, France, Belgium and Australia.

Enables IT is an IT management and consultancy service provider operating in the UK and the US providing clients with solutions for the design and management of their IT Infrastructure. Enables IT has designed and developed its own proprietary cloud platform (“Infrastructure as a Service” or “IAAS”), operating from its US and UK data centres. This platform enables clients’ IT infrastructure to be serviced from the cloud. The platform is capable of being fully replicated between both data centres thereby complementing Enables IT Group’s service offerings to clients.

Further information on 1Spatial and Enables IT is set out in Part III of this document.

4. 1Spatial’s rationale for the Offer

1Spatial Plc Group’s solutions are often needed to work alongside and inter-operate with the technology of other vendors. The 1Spatial Directors believe the ability to work seamlessly with other technologies is increasingly important and further developing this capability at a product level is an important area of focus for the 1Spatial Plc Group. 1Spatial’s strategy includes providing software solutions that are ‘open’ and which will work well with key vendors in the field. This is seen as a critical area of development to enable significant growth. 1Spatial recently announced that it had showcased its 1Spatial Management Suite, consisting of products to efficiently and consistently plan, maintain and publish spatial data whilst automating production and business process workflows, to Esri, one of the biggest players in the geographic information system (“GIS”) space. The 1Spatial Directors believe this was an important step forward in this strategy.

If the Scheme becomes effective, 1Spatial intends to use Enables IT's data centres and managed service solutions in both the UK and US to provide cost effective cloud services to 1Spatial Plc Group's businesses, enabling it to capitalise on what the 1Spatial Directors believe to be significant growth opportunities in the market.

The 1Spatial Directors believe the acquisition of Enables IT would be a significant addition to its suite of solutions, enabling the Enlarged Group to broaden and enhance its managed services and cloud services offering, supported by a strong technical support service. This is a key reason for the Offer.

The 1Spatial Directors believe that there are likely to be cross selling opportunities between Enables IT Group and 1Spatial Plc Group's clients. 1Spatial's clients include blue chip customers such as national mapping and cadastral agencies, utility and telecommunications companies, and government departments including emergency services, defence and census bureaus and the 1Spatial Directors believe that such customers would provide a foundation for introducing Enables IT's services and for attracting new customers to the Enlarged Group.

Other reasons for the Offer are as follows:

- (i) to provide cash and management expertise to Enables IT, particularly in the areas of strategic planning;
- (ii) to benefit from the merging of each business's complementary competencies, geographic footprint and technological capabilities;
- (iii) to provide support and investment to enable Enables IT to rebuild its sales and marketing divisions; and
- (iv) to de-risk Enables IT by reducing its reliance on a small number of large customers and being part of a larger group which can better absorb operational costs.

5. Background to and reasons for the Independent Enables IT Directors recommending the Offer

Background on Enables IT's current outlook and prospects

In May 2014, Enables IT conducted a detailed review of the sales pipeline in the UK and as a result decided to take a more prudent view in relation to the conversion and deliverability of its pipeline and order book. A reorganisation was then implemented which included several staff changes and the recruitment of new sales personnel including a new director of sales. These changes had an adverse impact in sales and profits in the second half of the financial year ended 30 September 2014, and as stated in the recently published interim results for the six months ended 31 March 2015, revenue in the period was down compared to the same period in the previous year. This was due to delays in existing customers commencing projects and a general downturn in the amount of project work Enables IT was able to secure. Further reorganisation was required due to performance in some areas not meeting targets.

In addition, due to growth being hindered by the necessary reorganisation, operational benefits from the acquisition of Know Technology, have taken longer than expected to deliver. This and the other factors cited above have resulted in the Enables IT Directors' growth expectations for the business being hindered.

Additionally, as announced in Enables IT's interim results for the six months ended 31 March 2015, as a consequence of slower than expected growth, Enables IT is likely to need to draw down on the loan facility that it has in place (and potentially seek other funding) in the coming months in order to meet its working capital requirements, particularly in the event that the Scheme does not become Effective as Enables IT will remain liable to pay costs and expenses incurred in connection with the proposed transaction.

As a standalone group, Enables IT therefore faces a number of challenges and risks as it seeks to provide Enables IT Shareholders with acceptable returns.

Factors taken account of by the Enables IT Board in evaluating the Offer

The Independent Enables IT Directors have evaluated the Offer in relation to its value and the prospects provided by it for Enables IT and Enables IT Shareholders as compared to the potential for Enables IT as a standalone group.

The Independent Enables IT Directors concur with 1Spatial's rationale for the Offer set out in paragraph 4 above and have taken this into account in evaluating the Offer. In particular, the Enables IT Directors have considered the following factors:

Commercial factors

- it is expected that the Enlarged Group would benefit from the growth opportunities from the respective business' complementary competencies, geographic footprint and technological capabilities, and the acquisition would provide an opportunity for Enables IT to rebuild its sales force and strengthen marketing efforts;
- the acquisition of Enables IT by 1Spatial would significantly reduce the challenges and risks currently confronting Enables IT as a standalone group, such as by reducing the reliance on a small number of large customers by being part of a larger group which is better equipped to absorb operational costs;
- 1Spatial has stated that it plans to accelerate the investment programme undertaken by Enables IT over the past two years in the technological development of Enables IT's cloud platform and its data centres and services in both the UK and the US;
- the Offer will provide opportunities for a reduction in costs for Enables IT, such as the cancellation of Enables IT's AIM quotation and associated costs;
- 1Spatial has been successful in raising significant amounts of capital through placings in the past (including £17m raised in 2013) which have provided working capital and funding for acquisitions. It is expected that Enables IT would benefit from the greater financial stability provided by 1Spatial's expected access to capital.

Factors relating to the Offer

- the Offer provides Enables IT Shareholders with the opportunity to own shares in 1Spatial, a significantly larger company than Enables IT with a market capitalisation of £2.08 million as at 17 June 2015, being the last Business Day prior to the Announcement. 1Spatial has recently seen strong growth in its revenue of 13 per cent. to £19.6 million (reflecting the inclusion of 12 months' revenue from the Star-Apic acquisition) and increase in adjusted EBITDA in the year to 31 January 2015 of 182 per cent. to £3.1 million. 1Spatial had a strong net cash position of £7.8 million as at its year ended 31 January 2015;
- based on the Closing Price of 6.75 pence per 1Spatial Share, on 17 June 2015 (being the last Business Day before the date of the Announcement), the terms of the Offer represent:
 - a premium of approximately 27.13 per cent. to the Closing Price of 6 pence per Enables IT Share on 17 June 2015.
- based on the Closing Price of 6.125 pence per 1Spatial Share, on 25 June 2015 (being the last Business Day before the date of posting this document), the terms of the Offer represent:
 - a premium of approximately 6.48 per cent. to the Closing Price of 6.5 pence per Enables IT Share on 25 June 2015.

Taking these factors into account, the Independent Enables IT Directors believe that the acquisition by 1Spatial of Enables IT is in the best interests of both the Company and Enables IT Shareholders.

6. Intentions of 1Spatial and strategy of the Enlarged Group

The 1Spatial Directors intend to create shareholder value through the combining of the businesses and achieving organic growth, operational efficiencies and cost savings.

1Spatial's business is currently split into the following key segments:-

- Geospatial – 1Spatial Group;
- Other – Storage Fusion and Avisen;
- Central costs.

Taking each of the above segments in turn:

Geospatial 1Spatial Group

A key accelerator for growth of the geospatial division is its relationship with key vendors such as Esri and its ability to provide higher volume, lower value transactional service to the GIS market and other key markets, as noted in paragraph 4 above. A vital part of the provision of this service is to ensure that 1Spatial has a robust and secure cloud service. The addition of Enables IT's managed service and data centre business will mean that 1Spatial is able to provide a secure 24/7 uptime service from both its London and Maine Datacentres.

As 1Spatial follows its transactional growth strategy, the current infrastructure for the 1Spatial Group and demonstration environments, which is currently managed in Cambridge, will need to be made more robust, secure and scalable. This is another area of the business which will be supported and enhanced by the addition of Enables IT to the Enlarged Group.

Other

The other businesses within the 1Spatial Plc Group, namely Storage Fusion and Avisen, more closely align to the Enables IT business and it is intended that these will be managed by Enables IT's Chief Executive Officer, Michael Walliss going forward. The Storage Fusion business, in particular, has a strong business fit with Storage Fusion's software, which specialises in the delivery of automated storage reporting and analytics. This will also allow the management of 1Spatial to focus on the growth of the core 1Geospatial business.

Central costs

1Spatial Directors anticipate that the costs of Enables IT going forward will be reduced, as a result of the reduction in the costs associated with maintaining a public listing following Enables IT's delisting from AIM following completion of the Scheme.

7. Management, employees and locations of business

1Spatial recognises the achievements of the management and employees of Enables IT, and intends that Enables IT will continue to develop and grow as part of the Enlarged Group. The 1Spatial Directors intend to continue to develop the existing strategies of Enables IT and 1Spatial, and does not currently intend to change the location of Enables IT's or 1Spatial's places of business or to redeploy any of Enables IT's material fixed assets or to effect material changes to the Enables IT workforce or their general conditions of employment.

1Spatial confirms that it intends to safeguard fully the existing employment and pension rights of employees and management of both the Enables IT Group and the 1Spatial Plc Group in accordance with applicable law and to comply with Enables IT's pension obligations for existing employees of Enables IT. The 1Spatial Directors confirm that no management incentivisation arrangements are proposed to be put in place with members of Enables IT's management team who are interested in Enables IT Shares.

The Enlarged Group will be led by the current 1Spatial Board. All the Enables IT Directors, save for Michael Walliss, will resign from the Enables IT Board on completion of the Offer.

Those Enables IT Directors who are resigning will have their requisite notice periods honoured in accordance with the terms of their requisite service agreements, letters of appointment and/or consultancy agreement. Further details of Enables IT Directors' service agreements, letters of appointment and consultancy agreements are set out in paragraph 6 of Part VI of this document.

In considering their recommendation, the Independent Enablers IT Directors have given due consideration to 1Spatial Plc Group's stated intentions for management, employees and locations of Enablers IT places of business and consider these to be fair and reasonable.

Biographies for the directors of the 1Spatial Board are set out below:

David Richards – Interim Chairman

David is CEO, President and co-founder of WANdisco. Since co-founding the company in Silicon Valley in 2005, David has led WANdisco on a course for rapid international expansion, opening offices in the UK, Japan and China. David spearheaded the acquisition of AltoStor, which accelerated the development of WANdisco's first products for the Big Data market. The majority of WANdisco's core technology is now produced out of the company's software development base in David's hometown of Sheffield, England and in Belfast, Northern Ireland.

With over 15 years' executive experience in the software industry, David sits on a number of advisory and executive boards of Silicon Valley start-up ventures. A passionate advocate of entrepreneurship, he has established many successful start-up companies in Enterprise Software and is recognized as an industry leader in Enterprise Application Integration and its standards. David has become recognized as a champion of British technology and entrepreneurship. In 2012, he led WANdisco to a successful listing on London Stock Exchange (WAND:LSE), raising over £24m to drive business growth. David holds a BSc degree in Computer Science from the University of Huddersfield, England.

Marcus Hanke – Chief Executive Officer

Marcus is Chief Executive Officer (CEO) of 1Spatial, and is responsible for the strategic direction and growth of the business globally. He is a proven leader and has many years' experience developing strong client relationships with both commercial and government organisations globally; he is focused on delivering value and results to clients. Marcus is passionate about technology innovation, building great teams, valuable partnerships and business growth.

He began his career at PricewaterhouseCoopers and qualified as a chartered management account. He has worked with major organisations such as Compass Plc, and consulting with KPMG and Deloitte. In 2003, he formed an independent performance management company which was subsequently acquired by Cognos Inc/IBM in 2004.

Claire Milverton – Chief Financial Officer

Claire joined the board in April 2010. Prior to this, Claire was the Group Financial Controller at Xploite plc, a company acquired by 1Spatial in 2010. Claire joined Xploite plc having previously been a Senior Manager at PricewaterhouseCoopers LLP.

Claire has had a number of years of experience in the technology industry and plays a key role in implementing the strategic objectives of the group. Key areas of responsibility are Finance and HR across the 1Spatial Plc Group globally. Claire has many years of experience in dealing with key stakeholders, including shareholders, analysts, bankers and employees. Claire is also responsible for leading the 1Spatial Plc Group's corporate transactions. Claire is a Chartered Accountant and a Fellow of the Institute of Chartered Certified Accountants

Mike Sanderson – Director of Strategic Development

Mike Sanderson has responsibility for strategic development. He led 1Spatial between 2001 and December 2009 with a vision to realise the value locked in the core products. Mike has previous experience in the location sector, running Genasys in the mid 1990's. With over 12 years business process experience in scientific and engineering functions within the water industry he has applied this to a variety of roles in IT. He is a visiting lecturer at Warwick University's Management School and Leeds University Business School.

Marcus Yeoman – Non Executive Director

Marcus Yeoman has 20 years' experience as a director of small companies. He is currently non-executive chairman of both 1Spatial and Enables IT, Guscio PLC, Storyboard PLC and Reach4Entertainment Enterprises PLC as well as holding directorships of a number of private companies which have engaged him principally to assist them with their growth strategies.

His early career started with the formation of three companies in IT infrastructure and distribution, after which he moved into small company broking and corporate work with Rathbone Stockbrokers Limited and Cheviot Capital (Nominees) Limited. Since 2003, he has been acting as a consultant or non-executive director to smaller companies in the high growth sector. He has also assisted a number of quoted companies with M&A work.

8. Enables IT Options

All outstanding Enables IT Options have exercise prices greater than the Offer Price and consequently, 1Spatial does not intend to make proposals to the Enables IT Optionholders in connection with their Enables IT Options.

9. Irrevocable Undertakings

1Spatial has received irrevocable undertakings from each of the Enables IT Directors to vote or procure the vote in favour of the Resolutions in respect of their entire legal and/or beneficial holdings of Enables IT Shares amounting, in aggregate, to 4,836,453 Enables IT Shares (representing approximately 17.73 per cent. of the existing issued ordinary share capital of Enables IT) (or, if the Offer is to be implemented by way of a contractual takeover offer, to accept or procure the acceptance of such offer).

1Spatial has also received an irrevocable undertaking from Erica Walliss, wife of Michael Walliss, to vote or procure the vote in favour of the Resolutions in respect of her entire beneficial holding of Enables IT Shares amounting to 3,212,562 Enables IT Shares (representing approximately 11.77 per cent. of the existing issued ordinary share capital of Enables IT) (or, if the Offer is to be implemented by way of a contractual takeover offer, to accept or procure the acceptance of such offer).

The irrevocable undertakings given by the Enables IT Directors and Erica Walliss remain binding in all circumstances, including if a higher competing offer is announced, unless the Scheme lapses or is withdrawn.

1Spatial has also received an irrevocable undertaking from Hargreave Hale Limited to vote or procure the vote in favour of the Resolutions in respect of their entire legal and/or beneficial holdings of Enables IT Shares amounting to, in aggregate, 3,620,370 Enables IT Shares (representing approximately 13.27 per cent. of the existing issued ordinary share capital of Enables IT) (or, if the Offer is to be implemented by way of a contractual takeover offer to accept or procure acceptance of such offer).

Such irrevocable undertaking will cease to be binding in the event that there is a competing offer which values the Enables IT Shares at more than 10 per cent. higher than the value under the Scheme and the offer is not matched by 1Spatial within the normal time limits in the Code.

In aggregate, irrevocable undertakings have been received amounting to approximately 42.77 per cent. of the existing issued ordinary share capital of Enables IT.

10. The Enables IT Directors and the effect of the Scheme on their interests

Details of the interests of the Enables IT Directors in Enables IT Shares are set out in paragraph 4 of Part VI of this document. Enables IT Shares held by the Enables IT Directors will be subject to the Scheme.

Particulars of the service agreements and letters of appointment of the Enables IT Directors are set out in paragraph 6 of Part VI of this document.

Save as set out above, the effect of the Scheme on the interests of the Enables IT Directors does not differ from its effect on the interests of any other Enables IT Shareholder.

The Enables IT Directors have given irrevocable undertakings to 1Spatial to vote in favour of the Offer (see paragraph 4 of Part VI of this document).

11. Conditions

The Conditions to the Offer are set out in full in Part IV of this document. In summary, the implementation of the Scheme is conditional, amongst other things, upon:

- the approvals of the Enables IT Shareholders to the Resolutions;
- the sanction of the Court referred to in paragraph 5 of Part II;
- the Scheme becoming effective by no later than 31 December 2015 or such later date as Enables IT and 1Spatial may agree with (where applicable) the consent of the Panel and the approval of the Court (if required), failing which the Scheme will lapse; and
- the London Stock Exchange having announced that the New 1Spatial Shares will be admitted to trading on AIM.

12. Meetings

The Scheme and the Offer are subject to the satisfaction (or, where applicable, waiver) of the Conditions set out in Part IV of this document. In order to become effective, the Scheme must be approved by Scheme Shareholders at the Court Meeting (at which voting will be conducted by way of a poll). The approval required at the Court Meeting is a majority in number of those Scheme Shareholders present and voting, whether in person or by proxy, representing not less than 75 per cent. in value of the Enables IT Shares held by such Scheme Shareholders. The proposed amendment to the Articles requires the approval by Enables IT Shareholders at the General Meeting of the Special Resolution.

13. Further information

Your attention is drawn in this document to the Explanatory Statement in Part II and the remaining Parts III to XI which form part of this document.

14. Action to be taken

Your attention is drawn to paragraph 11 of the Explanatory Statement contained in Part II which explains the action you should take in relation to the Offer.

If you are in any doubt about the Offer or the action you should take, you are recommended immediately to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under FSMA, if you are in the United Kingdom, or from another appropriately qualified independent financial adviser.

15. Taxation

Your attention is drawn to Part VII of this document, which summarises certain limited aspects of the UK tax treatment of Scheme Shareholders. If you are in any doubt as to your tax position, or if you are subject to tax in any jurisdiction other than the UK, you should consult an appropriate adviser without delay.

16. Recommendation

The Independent Enables IT Directors have reviewed 1Spatial's strategy for the Enlarged Group, and consider that the effects of implementation of the Offer on all Enables IT interests, including, specifically, employment and 1Spatial's strategic plans for Enables IT, potential cost savings and commercial synergies and the strategy and likely repercussions on employment and the locations of Enables IT places of business, are fair and reasonable.

The Independent Enables IT Directors, who have been so advised by Cairn, consider the terms of the Offer to be fair and reasonable. In providing advice to the Independent Enables IT Directors, Cairn has taken into account the commercial assessments of the Independent Enables IT Directors.

Accordingly, the Independent Enables IT Directors unanimously recommend that Enables IT Shareholders vote in favour of the Resolutions as all the Enables IT Directors have irrevocably undertaken to do in relation to their entire beneficial holdings of, in aggregate, 4,836,453 Enables IT Shares, representing, in aggregate, approximately 17.73 per cent. of the Enables IT Shares in issue on 25 June 2015 (being the latest practicable date prior to the publication of this document).

Yours faithfully,

Miles Johnson

Chairman

PART II

EXPLANATORY STATEMENT (in compliance with section 897 of the Act)



CAIRN FINANCIAL ADVISERS LLP

Cairn Financial Advisers LLP
61 Cheapside
London
EC2V 6AX

26 June 2015

To Enables IT Shareholders and, for information only, to holders of Enables IT Options and to persons with information rights.

Dear Enables IT Shareholder,

RECOMMENDED SHARE OFFER FOR ENABLES IT GROUP PLC BY 1SPATIAL PLC

1. Introduction

On 18 June 2015 the boards of Enables IT and 1Spatial announced that they had reached agreement on the terms of a recommended acquisition pursuant to which 1Spatial will acquire the entire issued and to be issued share capital of Enables IT in consideration for the issue of 1.13 1Spatial Shares for each Scheme Share.

The Offer is to be implemented by way of a scheme of arrangement under Part 26 of the Act, which requires the approval of Scheme Shareholders and the sanction of the Scheme by the Court. The terms of the Scheme are set out below and in Part IX of this document.

Your attention is drawn to the letter from the Chairman of the Enables IT Board, Miles Johnson, on behalf of the Independent Enables IT Directors, which is set out in Part I of this document, and to the remainder of this document. That letter contains, amongst other things, (a) 1Spatial's rationale for the Offer, (b) the background to, and reasons for, the Independent Enables IT Directors recommending the Offer and (c) the unanimous recommendation by the Independent Enables IT Directors to Enables IT Shareholders to vote in favour of the Resolutions to approve and implement the Scheme to be proposed at the Meetings. The letter states that the Independent Enables IT Directors, who have been so advised by Cairn, consider the terms of the Offer to be fair and reasonable. In providing its advice to the Independent Enables IT Directors, Cairn has taken into account the commercial assessments of the Independent Enables IT Directors.

In giving its advice, Cairn is advising the Enables IT Board in relation to the Offer and is not acting for any Enables IT Director in his personal capacity or for any Enables IT Shareholder. Cairn will not be responsible to any such person for providing the protections afforded to its customers or for advising any such person in relation to the Offer. In particular, Cairn will not owe any duties or responsibilities to any particular Enables IT Shareholder (or any person other than the Independent Enables IT Directors) concerning the Offer.

Cairn has been authorised by the Enables IT Directors to write to you to set out the terms of the Offer and to provide you with other relevant information. The Scheme is set out in full in Part IX of this document. Your attention is also drawn to the other parts of this document, including paragraph 1 of Part VI of this document, which indicates responsibility for the information contained in this document, including this explanatory statement.

1Spatial's rationale for the Offer

Information relating to 1Spatial's rationale for the Offer is set out in paragraph 4 of Part I of this document (Letter from the Chairman on behalf of the Independent Enables IT Directors).

Background to and reasons for the Independent Enables IT Directors' recommending the Offer

Information relating to the background to and reasons for the Independent Enables IT Directors' recommendation of the Offer is set out in paragraph 5 of Part I of this document (Letter from the Chairman on behalf of the Independent Enables IT Directors).

Enables IT Shareholders should read the whole of this document before deciding whether or not to vote in favour of the Resolutions to approve and implement the Scheme.

2. Summary of the Offer

It is intended that the Offer will be implemented by means of a Court-sanctioned scheme of arrangement pursuant to Part 26 of the Act. The Scheme is also subject to the Conditions, details of which are set out in full in Part IV.

The Scheme provides that, if it becomes effective, all of the Scheme Shares will be transferred to 1Spatial. In exchange, under the Offer, all Scheme Shareholders will be entitled to receive:

For each Scheme Share: 1.13 New 1Spatial Shares

Entitlements to New 1Spatial Shares will be rounded down to the nearest whole number of 1Spatial Shares. Fractions of New 1Spatial Shares will not be allotted or issued to Scheme Shareholders. Fractional entitlements of New 1Spatial Shares will be aggregated and sold in the market and the net cash proceeds of the sale retained for the benefit of the Enlarged Group.

Assuming the Scheme becomes effective, Enables IT will become a wholly-owned subsidiary of 1Spatial on the Effective Date. 1Spatial is a public company incorporated in England and Wales. Its shares are admitted to trading on AIM and admission of the New 1Spatial Shares to trading on AIM is expected to take place on the Business Day following the Effective Date of the Scheme.

Based on the Closing Price of 6.75 pence per 1Spatial Share, on 17 June 2015 (being the last Business Day before the date of the Announcement), the terms of the Offer represent:

- a value of approximately 7.628 pence per Enables IT Share; and
- a premium of approximately 27.13 per cent. to the Closing Price of 6 per Enables IT Share on 17 June 2015; and
- a value of approximately £2.08 million for Enables IT's entire issued and to be issued ordinary share capital.

Based on the Closing Price of 6.125 pence per 1Spatial Share, on 25 June 2015 (being the last Business Day before the date of posting this document), the terms of the Offer represent:

- a value of approximately 6.921 pence per Enables IT Share; and
- a premium of approximately 6.48 per cent. to the Closing Price of 6.5 pence per Enables IT Share on 25 June 2015; and
- a value of approximately £1.89 million for Enables IT's entire issued and to be issued ordinary share capital.

Enables IT Shareholders should note that the value of the consideration that they will ultimately receive (once the Scheme is implemented and becomes effective in accordance with its terms) will depend upon the market value of New 1Spatial Shares received by them following the Effective Date, and this value may vary, as 1Spatial is a public company whose shares are admitted to trading on AIM.

The Deferred Shares have no economic value as the rights attaching to the Deferred Shares do not carry any voting rights and have no entitlement to attend general meetings of Enables IT, nor do they have any right to participate in any dividend or other distribution and no right to participate in a return of capital unless on a winding up the holders of the Enables IT Shares first receive an amount in excess of £10 million per Enables IT Share. The Deferred Shares do not form part of the Scheme and are not included within the definition of Scheme Shares. Consequently holders of Deferred Shares have no rights to attend, participate nor vote at the Court Meeting or at the General Meeting. It is proposed, (in accordance with the rights attaching to the Deferred Shares (pursuant to an ordinary resolution passed on 23 November 2012)), that in the event the Scheme becomes effective, Enables IT will transfer all the Deferred Shares to 1Spatial for a nominal sum of £1.

3. Financial effects of the Offer

As a result of and following the Scheme becoming effective, 1Spatial expects to consolidate Enables IT's assets and liabilities. As at 31 March 2015, being the date to which the 6 month interim results of Enables IT are made, and under Enables IT's historical accounting policies, Enables IT had net assets with a value of £1.8 million. A fair value assessment of Enables IT's assets, liabilities and business will be required to be carried out under 1Spatial's accounting policies following completion of the Offer to determine the on-going tangible and intangible carrying values at which the Enables IT business will be carried on 1Spatial's balance sheet.

Under the Scheme, Enables IT Shareholders will receive 1.13 New 1Spatial Shares for each Enables IT Share held. The following table sets out, for illustrative purposes only and on the bases and assumptions set out in the notes below, the financial effects of the Offer on the capital value and income for a holder of one Enables IT Share, if the Scheme becomes effective:

(a) Increase/Decrease in Capital Value as at 17 June 2015

	<i>Note</i>	<i>Pence</i>
Market value of 1.13 New 1Spatial Shares	1	7.628
Market value of one (1) Enables IT Share	2	6
Increase in capital	5	1.628
This represents an increase of		27.13%

(b) Increase/Decrease in Capital Value as at 25 June 2015

	<i>Note</i>	<i>Pence</i>
Market value of 1.13 New 1Spatial Shares	3	6.921
Market value of one (1) Enables IT Share	4	6.5
Increase in capital value	5	0.421
This represents an increase of		6.48%

(c) Increase in income

	<i>Note</i>	<i>Pence</i>
Dividend income from 1.13 New 1Spatial Shares	6	Nil
Dividend income from one (1) Enables IT Share	6	Nil
Increase/Decrease in Income	6	Nil
This represents an increase of		Nil%

Notes:

- (1) The market value of one New 1Spatial Share is based on the closing mid-market quotation of 6.75 pence per 1Spatial Share as at the Close of Business on 17 June 2015, being the latest practicable date prior to publication of the Announcement.
- (2) The market value of one Enables IT Share is based on the closing mid-market quotation of 6 pence per Enables IT Share as at the Close of Business on 17 June 2015, being the latest practicable date prior to the publication of the Announcement.
- (3) The market value of one New 1Spatial Share is based on the closing mid-market quotation of 6.125 pence per 1Spatial Share as at the Close of Business on 25 June 2015, being the latest practicable date prior to publication of this document.
- (4) The market value of one Enables IT Share is based on the closing mid-market quotation of 6.5 pence per Enables IT Share as at the Close of Business on 25 June 2015, being the latest practicable date prior to the publication of this document.

- (5) In assessing the financial effects of receiving New 1Spatial Shares, no account has been taken of any potential taxation liability of an Enables IT Shareholder or of any timing differences in the payment of any dividends. The final offer will depend upon the market value of New 1Spatial Shares received by them on the Effective Date, and this value may vary, as 1Spatial is a public company whose shares are admitted to trading on AIM.
- (6) Neither 1Spatial nor Enables IT has paid a dividend for their respective most recent completed financial periods.

4. The Enables IT Directors and the effect of the Scheme on their interests

Details of the interests of the Enables IT Directors in Enables IT Shares are set out in paragraph 4 of Part VI of this document. Enables IT Shares held by the Enables IT Directors will be subject to the Scheme.

Particulars of the service agreements and letters of appointment of the Enables IT Directors are set out in paragraph 6 of Part VI of this document.

Save as set out above, the effect of the Scheme on the interests of the Enables IT Directors does not differ from its effect on the interests of any other Scheme Shareholder.

The Enables IT Directors have given irrevocable undertakings to 1Spatial to vote in favour of the Offer (see paragraph 4 of Part VI of this document).

5. Structure of the Scheme

Introduction

It is intended that the Offer will be effected by means of a Court-approved scheme of arrangement between Enables IT and the Scheme Shareholders under Part 26 of the Act (although 1Spatial reserves, with the consent of the Takeover Panel, the right to elect to effect the Offer by way of a contractual takeover offer).

The purpose of the Scheme is to enable 1Spatial to become the owner of the entire issued and to be issued ordinary share capital of Enables IT. The procedure involves an application by Enables IT to the Court to sanction the Scheme at the Scheme Court Hearing in consideration for which the Scheme Shareholders will, under the terms of the Scheme, receive the New 1Spatial Shares. The Scheme provides that, if it becomes effective, all of the Scheme Shares will be transferred to 1Spatial in consideration for the issue of the New 1Spatial Shares to the Scheme Shareholders.

The Scheme requires the approval of a majority in number of the Scheme Shareholders representing at least 75 per cent. in value of the Scheme Shares held by the Scheme Shareholders present and voting (either in person or by proxy) at the Court Meeting (voting at which shall be conducted by way of a poll).

Enables IT is seeking approval for an amendment to the Articles in connection with the Scheme at the General Meeting. The proposed amendment to the Articles requires the approval by Enables IT Shareholders at the General Meeting of the Special Resolution.

The Scheme also requires the sanction of the Court, as well as satisfaction (or waiver, where applicable) of the other Conditions set out in Part IV of this document. The Scheme shall become fully effective in accordance with its terms as soon as an office copy of the Scheme Court Order has been delivered to the Registrar of Companies of England and Wales.

It is expected that subject to the satisfaction (or, where applicable, waiver) of the Conditions, further details of which are set out in Part IV of this document, the Scheme Court Hearing to sanction the Scheme will be held on 23 July 2015 and that the Effective Date will be 23 July 2015. The Offer is conditional upon the Scheme becoming effective by no later than 31 December 2015, or such later date as Enables IT and 1Spatial may agree (with, where applicable, the consent of the Panel and the approval of the Court), failing which it will lapse.

If the Scheme becomes effective, it will be binding on all Scheme Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the General Meeting or whether they voted against the Scheme.

The Meetings

Before the Court's approval can be sought to sanction the Scheme, the Scheme will require approval by the Scheme Shareholders at the Court Meeting and the passing of the Special Resolution by Enables IT Shareholders at the General Meeting.

The relevant holders of Scheme Shares whose names appear on the register of members of Enables IT at the Voting Record Time shall be entitled to attend and vote at the Court Meeting and the General Meeting or, if the Court Meeting or the General Meeting is adjourned or postponed by more than 48 hours, then the relevant holders of Scheme Shares whose names appear on the register of members of Enables IT at 6.00 p.m. on the date two Business Days prior to the adjourned or postponed meeting shall be so entitled.

The Court Meeting

The Court Meeting, which has been convened for 10.00 a.m. on 20 July 2015, is being held at the direction of the Court to seek the approval of Scheme Shareholders for the Scheme. Voting at the Court Meeting will be by way of a poll and each Relevant Shareholder present in person or by proxy will be entitled to one vote for each Scheme Share held.

In order to become effective the Scheme must be approved at the Court Meeting (at which voting will be conducted by way of a poll) by the passing of a resolution by a majority in number of the Scheme Shareholders, present and voting, either in person or by proxy, at such meeting, representing not less than 75 per cent. in value of the Scheme Shares held by such Scheme Shareholders.

It is important that as many votes as possible are cast at the Court Meeting, so that the Court may be satisfied that there is a fair and reasonable representation of the opinion of the Scheme Shareholders.

General Meeting

The General Meeting has been convened for 10.15 a.m. on 20 July 2015 (or as soon thereafter as the Court Meeting has been concluded or adjourned), to consider and, if thought fit, pass the Special Resolution (which requires votes in favour representing not less than 75 per cent. of the votes attached to Enables IT Shares voted at the General Meeting) to approve:

- (i) the authorising of the Enables IT Directors to take all such actions as are necessary for implementing the Scheme including the giving of authority to the Enables IT Directors pursuant to section 551 of the Act; and
- (ii) certain alterations to the Articles to ensure that any Enables IT Shares issued on or prior to the Scheme Record Time to holders of Options under the Enables IT Share Schemes will be subject to the Scheme and to provide that any Enables IT Shares issued to any person other than 1Spatial (and / or its nominees) after the Scheme Record Time will be automatically transferred to 1Spatial in exchange for New 1Spatial Shares on the same terms as the Scheme. These amendments will avoid any person other than 1Spatial holding Enables IT Shares immediately following the Effective Date.

Sanction of the Scheme

The implementation of the Scheme can only take place if all the Conditions have been satisfied (or, where applicable, waived). Assuming the satisfaction (or, where applicable, waiver) of the Conditions, the Scheme will become effective in accordance with its terms on the delivery to the Registrar of Companies in England and Wales by Enables IT of the Scheme Court Order. Once the Scheme becomes effective, it will be binding on all Scheme Shareholders irrespective of whether or not they attended or voted at the Court Meeting or the General Meeting or whether they voted against the Scheme.

The Scheme requires the sanction of the Court. The Scheme Court Hearing to sanction the Scheme is expected to be held on 23 July 2015. All Enables IT Shareholders are entitled to attend the Scheme Court Hearing, in person or through counsel or other suitably qualified persons, to support or oppose the sanction of the Scheme.

1Spatial has agreed to appear by Counsel at the Scheme Court Hearing to consent to the Scheme and to undertake to the Court to execute and do and procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done for the purpose of giving effect to the Scheme.

If the Scheme becomes effective, the Enables IT Shares will be transferred to 1Spatial fully paid and free from all liens, equitable interests, charges, encumbrances and other third party rights of any nature whatsoever and together with all rights attaching to them, including the right to receive and retain all dividends and distributions (if any) declared, made or payable after the Effective Date. Enables IT will not declare, make or pay any dividends or distributions from the date of this document until the Date.

Cancellation of Admission to trading on AIM of Enables IT Shares

Unless the Meetings are adjourned, it is expected that the last day of dealings in, and for registration of transfers of, Enables IT Shares will be 22 July 2015, and dealings in Enables IT Shares will be suspended with effect from 7.30 a.m. on 23 July 2015.

Prior to the Scheme becoming effective, application will be made to the London Stock Exchange for the admission to trading on AIM of the Enables IT Shares to be cancelled at 7.00 a.m. on 24 July 2015.

On the Effective Date, share certificates in respect of Scheme Shares will cease to be valid and should be destroyed. In addition, on the Business Day following the Effective Date, entitlements to Scheme Shares held within the CREST system will be cancelled.

The New 1Spatial Shares to which Enables IT Shareholders will be entitled pursuant to the Scheme will be issued on or about 24 July 2015. 1Spatial intends to make an application to the London Stock Exchange for admission to trading on AIM of the New 1Spatial Shares. It is expected that admission of the New 1Spatial Shares will become effective and dealings will commence at 8.00 a.m. on 24 July 2015, being the Business Day following the date on which the Scheme becomes effective.

If the Scheme becomes effective, Enables IT will become a wholly owned subsidiary of 1Spatial on the Effective Date and Enables IT Shareholders will receive the New 1Spatial Shares referred to above.

1Spatial intends to re-register Enables IT as a private company under the relevant provisions of the Act as soon as practicable after cancellation of trading of the Enables IT Shares on AIM.

1Spatial reserves the right to switch from implementing the Offer by means of a scheme of arrangement under Part 26 of the Act to a contractual takeover offer, in accordance with paragraph 8 of Appendix 7 of the Code, with the consent of the Panel.

6. Conditions to the Offer and implementation of the Scheme

The Conditions to the Offer are set out in full in Part IV of this document. In summary, the implementation of the Scheme is conditional, amongst other things, upon:

- the approvals of the Enables IT Shareholders to the Resolutions;
- the sanction of the Court referred to in paragraph 5 above;
- the Scheme becoming effective by no later than 31 December 2015 or such later date as Enables IT and 1Spatial may agree with (where applicable) the consent of the Panel and the approval of the Court (if required), failing which the Scheme will lapse; and
- the London Stock Exchange having announced that the New 1Spatial Shares will be admitted to trading on AIM.

7. Settlement

Settlement of the consideration to which any Scheme Shareholder is entitled under the Scheme will be implemented in full, in accordance with the terms of the Scheme, free of any liens, rights of set off, counterclaims or other analogous rights to which 1Spatial may otherwise be, or claim to be, entitled against such Scheme Shareholder.

Subject to the Scheme becoming effective, currently expected to take place on 23 July 2015, settlement of the consideration to which any Scheme Shareholder is entitled under the Scheme will be effected in the following manner:

Enables IT Shares held in certificated form

Where, at the Scheme Record Time, a Scheme Shareholder holds Scheme Shares in certificated form, settlement of New 1Spatial Shares to which the Scheme Shareholder is entitled shall be settled by a new share certificate despatched no later than 14 days after the Effective Date by first class post to the address appearing in the register of members of Enables IT at the Scheme Record Time or by such other method as may be approved by the Panel.

Fractions of New 1Spatial Shares will not be issued or allotted to Scheme Shareholders pursuant to the Scheme. Entitlements to New 1Spatial Shares will be rounded down to the nearest whole number of 1Spatial Shares. With effect from the Effective Date, share certificates for Enables IT Shares held in certificated form will cease to be valid and should be destroyed upon receipt by the former Scheme Shareholder of share certificate(s) for the New 1Spatial Shares.

Enables IT Shares held in uncertificated form

Where, at the Scheme Record Time, a Scheme Shareholder holds Enables IT Shares in uncertificated form, settlement of any New 1Spatial Shares to which the Scheme Shareholder is entitled will be issued to such shareholders in uncertificated form and shall be effected by means of CREST, expected to be on the Business Day following the Effective Date.

8. Enables IT Options

All outstanding Enables IT Options have exercise prices greater than the Offer Price and consequently, 1Spatial does not intend to make proposals to the Enables IT Optionholders in connection with their Enables IT Options.

9. United Kingdom Taxation

Your attention is drawn to Part VII of this document, which summarises certain limited aspects of the UK treatment of Scheme Shareholders. If you are in any doubt as to your tax position, or if you are subject to tax in any jurisdiction other than the UK, you should consult an appropriate adviser without delay.

10. Overseas Shareholders

The attention of Overseas Shareholders (and any person including, without limitation, any custodian, nominee or trustee who may have an obligation to forward any document in connection with the Offer outside the United Kingdom) is drawn to this paragraph 10.

The availability of the Offer for Overseas Shareholders may be affected by the laws of the relevant jurisdiction in which they are located or of which they are citizens. Overseas Shareholders should inform themselves about and observe any applicable legal or regulatory requirements of their jurisdictions. It is the responsibility of each Overseas Shareholder to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection with the Scheme, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

This document and the accompanying documents have been prepared for the purpose of complying with English law and the City Code. This document and the conditions and further terms set out in this document are governed by English law and are subject to the jurisdiction of the English courts. Therefore, the information disclosed in this document may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any other jurisdiction. Custodians, nominees and trustees should observe these restrictions and should not send or distribute this document or the accompanying documents in or into any such Restricted Jurisdiction.

If the issue of New 1Spatial Shares to any Overseas Shareholder, or to any person who is reasonably believed to be an Overseas Shareholder, would or may infringe the laws of such jurisdiction or would or may require any governmental or other consent or any registration, filing or other formality which cannot be complied with, or compliance with which would be unduly onerous, 1Spatial may in its sole discretion determine that such shares be sold on behalf of such person at the best price which can reasonably be obtained at the time of sale and the net proceeds of such sale be paid to the persons entitled thereto. In the absence of bad faith or wilful default, neither 1Spatial nor Enables IT nor any person appointed to sell such shares shall have any liability for any loss or damage arising as a result of the timing or terms of such sale.

The New 1Spatial Shares to be issued pursuant to the Scheme have not been and will not be registered under the Securities Act or under the relevant securities laws of any state or territory or other jurisdiction of the United States but will be issued in reliance on the exemption from the registration requirements of the Securities Act provided by Section 3(a)(10) thereof. For the purpose of qualifying for such exemption, Enables IT will advise the Court that 1Spatial intends to rely on this Section 3(a)(10) exemption based on the Court's sanctioning of the Scheme as an approval of the Scheme following hearings on the Scheme's fairness to Enables IT Shareholders, at which hearing all Enables IT Shareholders are entitled to attend in person or through counsel to support or oppose the sanctioning of the Scheme and with respect to which notification has been given to all such Enables IT Shareholders.

New 1Spatial Shares issued to an Enables IT Shareholder who is neither an "affiliate" (within the meaning of the Securities Act), for the purposes of the Securities Act, of Enables IT or 1Spatial prior to the Effective Date, nor an affiliate of 1Spatial after the Effective Date, would not be "restricted securities" under the Securities Act and such New 1Spatial Shares may be sold by such person in ordinary secondary market transactions without restriction under the Securities Act. Persons who are affiliates of Enables IT or 1Spatial prior to the Effective Date, or an affiliate of 1Spatial after the Effective Date, may, under Rule 145(d) under the Securities Act, be subject to timing, manner of sale and volume restrictions on the sale of New 1Spatial Shares received in connection with the Scheme. Affiliates of a company are generally defined as persons who directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, that company. Whether a person is an affiliate of a company for the purposes of the Securities Act depends on the circumstances, but affiliates can include certain officers, directors and significant shareholders. Persons who believe they may be affiliates of Enables IT or 1Spatial should consult their own legal advisers before any sale of securities received pursuant to the Scheme.

The New 1Spatial Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the Scheme, the Offer or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

The New 1Spatial Shares have not been and will not be listed on a US securities exchange or quoted on any inter-dealer quotation system in the United States. 1Spatial does not intend to take any action to facilitate a market in New 1Spatial Shares in the United States.

11. Action to be taken

The Scheme must be approved by a majority in number of Scheme Shareholders representing at least 75 per cent. in value of the Scheme Shares held by the Scheme Shareholders present and voting (either in person or by proxy) at the Court Meeting (voting at which shall be conducted by way of a poll).

Implementation of the Scheme also requires the passing of a special resolution at the General Meeting.

You will find enclosed with this document:

- a BLUE reply-paid Form of Proxy for use in respect of the Court Meeting on 20 July 2015 at 10.00 a.m. (attaching an attendance card in relation to the Court Meeting); and
- a WHITE reply-paid Form of Proxy for use in respect of the General Meeting on 20 July 2015 at 10.15 a.m. (attaching an attendance card in relation to the General Meeting).

Enables IT is seeking approval for an amendment to the Articles in connection with the Scheme at the General Meeting.

Whether or not you plan to attend the Meetings, please complete and sign both the BLUE and WHITE Forms of Proxy and return them as soon as possible, but in any event so as to be received by no later than 10.00 a.m. and 10.15 a.m. respectively on 16 July 2015.

In either case, if the Meetings are adjourned, the relevant Form(s) of Proxy should be received not later than 48 hours, excluding non-Business Days, before the time fixed for the adjourned meeting.

The return of the BLUE and WHITE Forms of Proxy will enable your votes to be counted at the Meetings in the event of your absence. All Forms of Proxy are reply-paid for use in the United Kingdom only for your convenience. If the BLUE Form of Proxy for use at the Court Meeting is not lodged by the time and date referred to above it may be handed to the Registrar, on behalf of the Chairman of the Court Meeting at the start of the Court Meeting.

In the case of the General Meeting, unless the WHITE Form of Proxy is returned by the time and date referred to above as mentioned in the instructions printed on it, it shall be invalid.

The completion and return of a Form of Proxy will not prevent you from attending and voting in person at either the Court Meeting or the General Meeting (as appropriate), or any adjournment thereof, if you so wish and are so entitled.

IT IS IMPORTANT THAT AS MANY VOTES AS POSSIBLE ARE CAST, EITHER IN PERSON OR BY PROXY, SO THAT THE COURT CAN BE SATISFIED THAT THERE IS A FAIR AND REASONABLE REPRESENTATION OF RELEVANT SHAREHOLDER OPINION.

YOU ARE THEREFORE STRONGLY URGED TO EXERCISE YOUR RIGHTS BY COMPLETING THE FORMS OF PROXY APPLICABLE TO YOU OR BY ATTENDING THE MEETINGS AND VOTING IN PERSON.

If you have any questions relating to the completion or return of the Forms of Proxy, please telephone Share Registrars between 9.00 a.m. and 5.00 p.m. (London time) Monday to Friday on 01252 821390 or, if calling from outside UK, + 44 1252 821390. Please note that calls to this number may be monitored or recorded and no advice on the Offer can be given.

12. Further Information

The terms of the Scheme are set out in full in Part IX of this document. Your attention is also drawn to the further information contained in this document and, in particular, to the Conditions in Part IV, the risk factors in Part V, the financial information on Enables IT and 1Spatial contained in, and incorporated by reference into Part VIII, the information on taxation in Part VII and the additional information set out in Part VI.

Yours faithfully,

Tony Rawlinson

for and on behalf of
Cairn Financial Advisers LLP

PART III

INFORMATION ON 1SPATIAL AND ENABLES IT

1. Information on 1Spatial

(a) *Introduction*

1Spatial plc comprises a group of innovative, market-leading software and solutions companies each trading under its individual brand: 1Spatial Group, Avisen, Storage Fusion and Sitemap.

The common link between the companies is Big Data; the term applied to data sets whose size is beyond the ability of commonly used software tools to capture, manage, and process. The rise of big data has increased demand for information management specialists and software firms specialising purely in data management and analytics. Analysts IDC expects the big data technology and services market to grow from \$3.2 billion in 2010 to \$16.9 billion in 2015. This represents a compound annual growth rate (CAGR) of 39.4 per cent. or about seven times that of the overall information and communication technology (ICT) market. 1Spatial's businesses provide software solutions that ensure data quality, management, evaluation and efficiency in Big Data.

1Spatial Group is the most significant trading segment of the business, with subsidiary undertakings in the UK, Ireland, France, Belgium and Australia. 1Spatial has also recently acquired a 47 per cent stake in Laser Scan Inc. (LSI), its distributor for US and the Americas which is based in Washington DC. The 1Spatial Directors believe this will secure 1Spatial's presence in the important US market and opens up opportunities for further business in the government and utilities sectors and beyond.

1Spatial Group provides geospatial software solutions and services that manage some of the world's largest spatial big data. It works with users and creators of some of the largest geospatial databases in the world, helping them collect, plan, store, manage and interpret location-specific information.

Its clients include national mapping and cadastral (land registration) agencies, utility and telecommunications companies, and government departments (including emergency services, defence departments and census bureaus).

1Spatial also has a 49 per cent. stake in Sitemap Ltd., an incubator-stage business with software that will add a new, but complementary, dimension to 1Spatial's offering. Sitemap leverages 1Spatial's data management tools to provide users with the capability for analytics and decision-making grounded in accurate location, or geospatial data.

Group strategy

1Spatial Group – Most significant part of the business

Key strategy areas are as follows: product and service offerings, geographic coverage, organisational structure and brand.

(i) Product and service offerings

1Spatial's key strategy is to capitalise on its intellectual property – built up over forty years' of expertise and innovation – through a platform and suite of off-the-shelf component software products.

The 1Spatial Directors believe that 1Spatial's Unique Selling Point (USP) is its approach to spatial big data; its quality, aggregation and enrichment. Its scalable software enables these processes to be automated, providing customers with efficiency savings and consistently high quality spatial data that they can sell onto their clients or use in their own internal processes. Key customers of 1Spatial include Ordnance Survey Great Britain and the US Census (the US Census is contracted through 1Spatial's US associate Laser Scan Inc).

1SMS (1Spatial Management Suite), its core product offering, has gained traction over the last few years and the company intends to build on this success by developing additional, industry-specific applications for the suite.

The nature of 1Spatial Group's expertise means that its solutions are often found at the heart of complex installations, working alongside and inter-operating with the technology of other vendors. The ability to work ever more seamlessly with other technologies is increasingly important and further developing this capability at a product level is an important area of focus for the 1Spatial Group. It is part of 1Spatial's strategy to provide software solutions that are 'open' and which will work well with key vendors in the field, which it sees as a critical area of development to enable significant growth. 1Spatial recently announced that it had showcased its 1Spatial Management Suite, consisting of products to efficiently and consistently plan, maintain and publish spatial data whilst automating production and business process workflows, to Esri, one of the biggest players in the Geographic Information System ("GIS") space; being an important step forward in this strategy.

1Spatial already has expert teams helping to define and shape data strategy for customers in important sectors like defence and utilities. Allied to this, 1Spatial continues to provide excellent support and customer care to its existing customers to nurture those important, and often long-standing, relationships and of course to protect ongoing support and maintenance revenue streams.

(ii) Geographical coverage

The 1Spatial Plc Group's headquarters are in Cambridge, UK; with offices in France and Belgium covering French-speaking markets, especially in Africa. 1Spatial also has an Asia-Pacific office in Sydney, Australia and an office in Ireland. 1Spatial is supported by a growing global network of partners including those in US, Brazil and North Africa.

1Spatial's geographic reach continues to increase through acquisition, opening new offices and forging new partnerships. The 47 per cent. investment shareholding in Laser Scan, Inc., is expected to strengthen 1Spatial's presence in the Americas and enable the company to drive more opportunities there. The Americas is a key market for 1Spatial's growth strategy particularly from both conventional sales model perspective as well as the potential Vendor led sales perspective.

Europe is where many of 1Spatial's key customers are based and, as such, it remains an important market. 1Spatial continues to develop the market, leveraging our operations in France and Belgium. The company also continues to see growth opportunities in the Middle-East and Africa.

(iii) Industry sectors

Key sectors for 1Spatial include utilities, national mapping and land registration agencies, telecommunications and defence.

1Spatial's professional services team is seen as a leader in spatial consultancy services and works with leading organisations and government bodies around the globe. Demand for geospatial data has never been greater. Data accuracy and the ability to manage multiple data-sets are essential to effective and informed decision-making.

1Spatial's development team is based in 1Spatial's Cambridge headquarters where its product development roadmap is determined whilst continuing to draw on regional development expertise in other territories.

A key area of focus is currently around the industry-specific solutions and greater openness in design. The team is also working on innovation areas such as indoor location and making use of 'Open Data' for example with its development of Sitemap.

(iv) **Building the brand and creating demand**

1Spatial continues to drive brand awareness within key industry sectors, countries and across initiatives such as the successful Smart Cities campaign.

Successful campaigns and participation in industry-focused global events has resulted in a pipeline of potential new customers. The 1Spatial Directors believe these targeted activities, improving 1Spatial's brand reach and establishing local sales structures are laying a solid foundation for development in the years to come and a healthy pipeline for the future.

The 1Spatial Directors consider that existing customers clearly value 1Spatial's software, consultancy and technical expertise. The 1Spatial Directors believe many customers are moving towards new spatial big data solutions, driven by regulatory or other changes across their industries, and 1Spatial is seen as a trusted advisor. For example in utilities, increased regulatory changes and governance is a key driver for the implementation of 1SMS products as it can potentially eradicate costly industry fines.

Avisen

Avisen provides management consulting services major organisations such as Unilever to help them improve profitability and supply management on a global basis, with a view to increasing profitability.

Storage Fusion

Storage Fusion's software specialises in the delivery of automated storage reporting and analytics. With the increasing demand on data storage environments, they work with organisations to help them evaluate and optimise their storage landscape.

Sitemap

Sitemap, which is currently in the development stage, aims to provide organisations with a dynamic location-aware service. Its decision-making capability has potential across many industry sectors, including land and property and insurance.

(b) **Target markets**

1Spatial has expertise across a significant number of sectors, however historically the majority of its revenues and domain expertise has been generated in the provision of software and services to the data providers (mapping agencies) and the utilities industry (mainly in France and Belgium). The key strategic aim of 1Spatial going forward is to build a greater share of these large markets by ensuring its technology is open and able to work on other vendor platforms, thus increasing its market reach and speed to market. Other key markets are defence, telecommunications, transport and emergency services. In order to expand the breadth of its proposition, 1Spatial aims to make strategic acquisitions and build relationships with key vendors of complimentary offerings and the first of these vendor relationships, with Esri, was recently announced.

Some of 1Spatial's key target markets include the global GIS market, which is forecast according to a new report on the GIS market from Global Industry Analysts, Inc (GIA) to hit US\$10.6 billion annually by 2015; the smart cities technology market, which Navigant Research predicts the global Smart City technology market will grow from USD 6.1 billion in 2012 to USD 20.2 billion by 2020.; and the utilities market, which TechNavio's analysts forecast the Global GIS market in the Utility industry to grow at a CAGR of 10.37 percent over the period 2012–2016. The 1Spatial Board believes the 1Spatial Plc Group is able to access all of the above markets from a global perspective using its overseas offices, partner and vendor relationships.

(c) **Current Trading and Prospects**

The 1Spatial Plc Group released its results for the year ended 31 January 2015 on 18 May 2015, in which it reported record revenue of £19.6m and Adjusted* EBITDA of £3.1m. These results represented a 13 per cent. growth in revenues and a significant 182 per cent. increase in Adjusted¹ EBITDA on the prior year.

¹ Adjusted for amortisation, strategic, integration, other one off items and share-based payment charge

The overall loss after tax for the year of £1.5m, which was an improvement on a loss of £2.2m in the prior year, was mainly the result of exceptional costs, amortisation charges and share based payment charges.

The 1Spatial Plc Group also reported strong net asset and cash positions of £21.0m and £8.3m respectively in its results to 31 January 2015. However, certain exceptional costs, such as redundancy costs in France and Belgium, which were accrued in these results, will be paid out during the first half of 2016. The most significant cash-flows in the year under review not attributable to operating cash flows were the investment in product development of £2.4m and the investment in Sitemap of £0.5m.

The 1Spatial Plc Group entered the current financial year, to January 2016, with an order backlog of £7m and a healthy pipeline of sales opportunities. In the period since the year-end, 1Spatial's cash position was further enhanced by a subscription for new shares for £1.9m by an incoming institutional investor.

Furthermore, subsequent to the year-end, 1Spatial acquired a 47 per cent. stake in 1Spatial's US distributor Laser Scan Inc. (LSI) for £1.5m, with an option to acquire the remaining 53 per cent. of the share capital of the company in 2016 and 2017. The 1Spatial Directors believe this will secure 1Spatial's presence in the important US market by complementing LSI's existing capabilities and opens up opportunities for further business in the government and utilities sectors and beyond.

(d) ***Effect of the Offer on 1Spatial***

Following the Scheme becoming effective, Enables IT will become a wholly owned subsidiary of 1Spatial. Existing 1Spatial Shareholders are expected to hold 30,831,262 1Spatial Shares, representing approximately 4.32 per cent. of the Enlarged Issued Share Capital of 1Spatial (assuming no further Enables IT Shares or 1Spatial Shares are issued in the period between the date of this document and the Effective Date or following the Scheme becoming effective).

The Enlarged Group's strategy is set out in paragraph 6 of Part I of this document.

(e) ***The 1Spatial Shareholder Authority***

Implementation of the Offer requires that 30,831,262 New 1Spatial Shares be allotted as consideration in connection with the Offer. At the last 1Spatial AGM 1Spatial Shareholders' gave approval to generally authorise the allotment of up to approximately 65 million 1Spatial Shares together with waiver of pre-emption authority in respect of such shares. 1Spatial has retained sufficient headroom to allot the New 1Spatial Shares.

2. Information on Enables IT

(a) ***Information***

Enables IT is an IT management and consultancy service provider operating in the UK and the US providing clients with solutions for the design and management of their IT Infrastructure. Enables IT has designed and developed its own proprietary cloud platform ("Infrastructure as a Service" or "IAAS"), operating from its US and UK data centres. This platform enables clients' IT infrastructure to be serviced from the cloud. The platform is capable of being fully replicated between both data centres thereby complementing Enables IT Group's service offerings to clients. Enables IT also provides onsite IT services and proactive managed services, with the ability to offer a global, dedicated 24/7 technical helpdesk. The Enables IT Group strives to offer better integrated solutions, which offer reduced costs for customers compared to some competitors.

(b) ***Background***

Enables IT Limited was founded in 1991, offering network cabling services to UK based customers. Through the reverse takeover of Enables IT (then called Nexus Management plc) in November 2012, the group was able to expand its geographical presence to the US through Enables IT's US data centres and the enlarged Enables IT group was admitted to trading on AIM. The strategy at this time was to target blue chip clients in sectors such as health, professional services and education.

In 2013 Enables IT raised £3.4m to help finance two successful acquisitions of the business and assets of The Support Force Group Limited (July 2013) and Know Technology LLC, an IT Managed Services Provider (December 2013). As part of the acquisition of The Support Force Limited, Enables IT gained access to an exclusive IT support desk operating in South Africa which subsequently extended its services to provide a 24 hour a day technical helpdesk for all of Enables IT Group's customers. The acquisition of Know Technology LLC (an information technology, professional services and managed services company) was a strategic purchase based upon 'professional services' capabilities and business synergies, as well as enhancing the Company's potential to cross-sell products and services. Through the integration of Know Technology LLC's operations, Enables IT strengthened its presence in the US and extended the group's service capabilities.

(c) ***Current trading and prospects***

In May 2014, Enables IT conducted a detailed review of the sales pipeline in the UK and as a result decided to take a more prudent view in relation to the conversion and deliverability of its pipeline and order book. A reorganisation was then implemented which included several staff changes and the recruitment of new sales personnel including a new director of sales. These changes had an adverse impact in sales and profits in the second half of the financial year ended 30 September 2014.

Enables IT released its interim results for the six months ended 31 March 2015 on 8 June 2015, in which it reported revenue of £2.8 million. Enables IT reported a gross profit of £0.9 million and operating loss before exceptional items of £0.5 million. Enables IT also reported net assets and cash position of £1.8 million and £0.4 million respectively as at 31 March 2015.

Whilst revenues were down compared to the previous year, due to delays in Enables IT's existing customers commencing projects and a general downturn in the amount of project work which Enables IT was able to secure, the level of recurring revenue increased as percentage of total sales for the period from 57 per cent. to 67 per cent. Acquisition of new clients and the operational benefits from the acquisition of Know Technology have been slower than expected which hindered the Enables IT Directors growth expectations. The bulk of the losses during the six months ended 31 March 2015 arose in Enables IT's European division, whilst the US made a small loss. Enables IT made investments during the period into sales and marketing but these have yet to deliver the expected returns, especially in respect of new business in the UK.

Additionally, as announced in Enable IT's interim results for the six months ended 31 March 2015, as a consequence of slower than expected growth, Enables IT is likely to need to draw down on the loan facility that it has in place (and potentially seek other funding) in the coming months in order to meet its working capital requirements, particularly in the event that the Scheme does not become Effective as Enables IT will remain liable to pay costs and expenses incurred in connection with the proposed transaction.

PART IV

CONDITIONS TO THE IMPLEMENTATION OF THE SCHEME AND FURTHER TERMS OF THE OFFER

- 1) The Offer is conditional upon the Scheme becoming unconditional and becoming effective, subject to the Takeover Code, by no later than 31 December 2015 (the “**Long Stop Date**”) or such later date (if any) as 1Spatial and Enables IT may, with the consent of the Panel, agree and (if required) the Court may approve.
- 2) The Scheme is conditional upon satisfaction of the following Conditions:
 - (a) approval of the Scheme by a majority in number of the Scheme Shareholders entitled to vote and present and voting, either in person or by proxy, at the Court Meeting or at any reconvened Court Meeting following an adjournment, representing not less than 75 per cent. in value of the Scheme Shares so voted;
 - (b) all resolutions in connection with or required to approve and implement the Scheme as set out in the notice of the General Meeting (including, without limitation, the Special Resolution) being duly passed by the requisite majority at the General Meeting; and
 - (c) the sanction of the Scheme by the Court (without modification or with modification as agreed by 1Spatial and Enables IT) and the delivery of the Scheme Court Order to the Registrar of Companies in England and Wales.
- 3) In addition, the Offer is conditional on the following Conditions and, accordingly, the necessary actions to make the Scheme effective shall not be taken unless the following Conditions have been satisfied (or where applicable) waived:
 - (a) the London Stock Exchange having announced (and such announcement or any confirmation not having been withdrawn) that the New 1Spatial Shares will be admitted to trading on AIM;
 - (b) no government or governmental, quasi-governmental, supranational, statutory, administrative or regulatory body, authority, court, trade agency, professional body, association, institution, environmental body or other body or person whatsoever in any jurisdiction (each a “**Relevant Authority**”) having decided to take, institute, implement or threaten, and there not continuing to be outstanding, any action, proceedings, suit, investigation, enquiry or reference, or made, proposed or enacted any statute, regulation, order or decision, or taken any other steps, that would or might (in a manner or to an extent which is material in the context of the 1Spatial Group or the Enables IT Group as the case may be):
 - (i) make the Scheme or the acquisition or the proposed acquisition of any Enables IT Shares or other securities in, or control or management of, Enables IT or any other member of the Enables IT Group or the carrying on by any member of the Enables IT Group of its business void, unenforceable or illegal or directly or indirectly restrict, prohibit, delay or otherwise interfere with the implementation of, or impose additional conditions or obligations with respect to, or otherwise challenge, the Scheme or the acquisition or the proposed acquisition of any Enables IT Shares or other securities in, or control or management of, Enables IT or any other member of the Enables IT Group or the carrying on by any member of the Enables IT Group of its business;
 - (ii) require, prevent or delay a divestiture by any member of the Wider 1Spatial Group of any Enables IT Shares;
 - (iii) require, prevent or delay the divestiture or alter the terms of any proposed divestiture by any member of the Wider 1Spatial Group or by any member of the Wider Enables IT Group of all or any part of their respective businesses, assets or property or impose any limitation on the ability of any of them to conduct all or any portion of their respective businesses or to own all or any portion of their respective assets or property;

- (iv) impose any limitation on or result in a delay in the ability of any member of the Wider 1Spatial Group or of any member of the Wider Enables IT Group to acquire or hold or to exercise effectively, directly or indirectly, all or any rights of ownership in respect of shares or loans or securities convertible into shares or the equivalent in the Wider 1Spatial Group or of any member of the Wider Enables IT Group respectively or to exercise management control over any such member;
- (v) require any member of the 1Spatial Plc Group or any member of the Wider Enables IT Group to offer to acquire directly or indirectly any shares or other securities in any member of the Wider Enables IT Group owned by any third party;
- (vi) affect adversely the assets, business, profits, financial or trading position or prospects of any member of the Wider 1Spatial Group or any member of the Wider Enables IT Group to an extent which is material in the context respectively of the Wider Enables IT Group or the Wider 1Spatial Group;
- (vii) result in any member of the Wider Enables IT Group or any member of the Wider 1Spatial Group ceasing to be able to carry on business under any name under which it presently carries on business;
- (viii) otherwise, directly or indirectly, materially prevent or prohibit, restrict, restrain or delay or otherwise to a material extent interfere with the implementation of, or impose material additional conditions or obligations with respect to, or otherwise materially challenge, impede, interfere or require material amendment of, the Scheme or the acquisition or proposed acquisition of any shares or other securities in, or control or management of, Enables IT or any member of the Enables IT Group; or
- (ix) impose any material limitation on the ability of any member of the Wider 1Spatial Group or of any member of the Wider Enables IT Group to conduct, integrate or co-ordinate all or any part of its business with all or any part of the business of any other member of the Wider 1Spatial Group and/or the Wider Enables IT Group to an extent which is material in the context respectively of the Wider Enables IT Group or the Wider 1Spatial Group,

and all applicable waiting and other time periods during which any such Relevant Authority could decide to take, implement, threaten or institute any such action, proceedings, suit, investigation, enquiry or reference under the laws of any jurisdiction having expired, lapsed or been terminated;

- (c) all necessary filings, notifications or applications having been made, all applicable waiting periods (including any extensions thereof) under any applicable legislation or regulations of any jurisdiction having expired, lapsed or been terminated and all statutory or regulatory obligations in any relevant jurisdiction having been complied with or obtained, in each case in respect of the Scheme or the acquisition or the proposed acquisition of any Enables IT Shares or other securities in, or control or management of, Enables IT or any other member of the Enables IT Group or the carrying on by any member of the Enables IT Group of its business;
- (d) all authorisations, orders, grants, recognitions, confirmations, consents, clearances, licences, permissions, exemptions and approvals ("Authorisations") necessary or appropriate or required for or in respect of the Scheme or the acquisition or the proposed acquisition of any Enables IT Shares or other securities in, or control or management of, Enables IT or any other member of the Enables IT Group or to carry on the business of any member of the Enables IT Group or 1Spatial having been obtained, in terms and in a form satisfactory to 1Spatial, from all appropriate Relevant Authorities and from any persons or bodies with whom any member of the Enables IT Group or 1Spatial has entered into contractual arrangements and all such Authorisations remaining in full force and effect and there being no notice or intimation of any intention to revoke, suspend, restrict, modify or not to renew any of the same and all necessary statutory or regulatory obligations in any jurisdiction having been complied with;

- (e) save as Disclosed to 1Spatial, there being no provision of any agreement, arrangement, licence, permit or other instrument to which any member of the Enables IT Group is a party or by or to which any such member or any of its assets is or are or may be bound, entitled or subject and which, in consequence of the Scheme or the Offer or the acquisition or proposed acquisition of any Enables IT Shares or other securities in, or control or management of, Enables IT or any other member of the Enables IT Group, or the issuance or proposed issuance of New 1Spatial Shares to Scheme Shareholders, or otherwise, could or might result in, or might reasonably be expected to result in:
- (i) any monies borrowed by, or any other indebtedness (actual or contingent) of any such member of the Enables IT Group, which is material in the context of the Enables IT Group, being or becoming repayable or capable of being declared repayable immediately or earlier than the repayment date stated in such agreement, arrangement, licence, permit or other instrument, or the ability of any such member to borrow monies or incur any indebtedness being withdrawn or inhibited or becoming capable of being withdrawn or inhibited;
 - (ii) the interests or business of any member of the Enables IT Group in or with any other person, firm, company or body (or any arrangements relating to such interests or business) being terminated, modified or adversely affected, which is material in the context of the Enables IT Group;
 - (iii) any material assets of any member of the Enables IT Group being or falling to be disposed of or charged in any manner howsoever or any right arising under which any such asset or interest could be required to be disposed of or charged in any manner howsoever;
 - (iv) the creation or enforcement of any mortgage, charge or other security interest over the whole or any part of the business, property, assets or interests of any member of the Wider Enables IT Group or any such mortgage, charge or other security interest (whenever created, arising or having arisen) becoming enforceable;
 - (v) any such agreement, arrangement, licence, permit or other instrument, or the rights, liabilities, obligations or interests of any member of the Enables IT Group thereunder, being, or becoming capable of being, terminated or adversely modified or adversely affected or any obligation or liability arising or any adverse action being taken or arising thereunder, which is material in the context of the Enables IT Group;
 - (vi) any liability of any member of the Enables IT Group to make any severance, termination, bonus or other payment to any of its directors or other officers, which is material in the context of the Enables IT Group;
 - (vii) the rights, liabilities, obligations, interests or business of any member of the Enables IT Group under any such arrangement, agreement, licence, permit, lease or instrument or the interests or business of any member of the Enables IT Group in or with any other person or body or firm or company (or any arrangement or arrangement relating to any such interests or business) being or becoming capable of being terminated, or adversely modified or affected in a manner that is materially adverse to the Enables IT Group as a whole;
 - (viii) any member of the Enables IT Group ceasing to be able to carry on business under any name under which it presently carries on business;
 - (ix) the value of, or the financial or trading position or prospects of, any member of the Enables IT Group being prejudiced or adversely affected, which is material in the context of the Enables IT Group; or
 - (x) the creation or acceleration of any liability (actual or contingent) by any member of the Enables IT Group other than trade creditors or other liabilities incurred in the ordinary course of business,

and no event having occurred which, under any provision of any such agreement, arrangement, licence, permit or other instrument to which any member of the Enables IT Group is a party or by or to which any such member or any of its assets are bound, entitled or subject, would or might reasonably be expected to result in any of the events or circumstances as are referred to in Conditions 3(e)(i) to (x);

- (f) no member of the Enables IT Group having since 30 September 2014, save as Disclosed to 1Spatial:
- (i) issued or agreed to issue, or authorised or proposed or announced its intention to authorise or propose the issue of, additional shares of any class, or securities or securities convertible into, or exchangeable for, or rights, warrants or options to subscribe for or acquire, any such shares, securities or convertible securities or transferred or sold, or agreed to transfer or sell or authorised or proposed the transfer or sale of, Enables IT Shares out of treasury;
 - (ii) recommended, declared, paid or made or proposed to declare, pay or make any bonus issue, dividend or other distribution in respect of the share capital of Enables IT;
 - (iii) merged with any body corporate or implemented, effected, authorised, proposed or announced any intention to implement, effect, authorise or propose any merger, demerger, reconstruction, amalgamation, partnership, joint venture, scheme, commitment, acquisition, disposal, transfer, mortgage or charge of or granting of any security over assets or shares or loan capital (or the equivalent thereof) in any undertaking or undertakings;
 - (iv) purchased or redeemed or repaid any of its own shares or other securities or reduced or made any other change to any part of its share capital;
 - (v) issued, authorised or proposed or announced an intention to authorise or propose the issue of any debentures or made any change in or to the terms of any debentures or incurred or increased any indebtedness or become subject to any contingent liability which is material in the context of the Enables IT Group taken as a whole;
 - (vi) entered into, varied or authorised any contract, arrangement, agreement, transaction or commitment (whether in respect of capital expenditure or otherwise) which is of a long term, unusual or onerous nature or magnitude or which is or could reasonably be expected to be materially restrictive or onerous on the business of any member of the Enables IT Group and which is material in the context of the Enables IT Group taken as a whole;
 - (vii) entered into or varied the terms of, or made any offer (which remains open for acceptance) to enter into or vary the terms of any contract, service agreement, commitment or arrangement with any director or senior executive of any member of the Wider Enables IT Group;
 - (viii) proposed, agreed to provide or modified the terms of any share option scheme, incentive scheme or other benefit (including in relation to any personal defined contribution or defined benefit pension scheme) relating to the employment or termination of employment of any employee of the Enables IT Group;
 - (ix) been unable, or admitted in writing that it is unable, to pay its debts or commenced negotiations with one or more of its creditors with a view to rescheduling or restructuring any of its indebtedness, or having stopped or suspended (or threatened to stop or suspend) payment of its debts generally or ceased or threatened to cease carrying on all or a substantial part of its business;
 - (x) taken or proposed any steps, corporate action or had any legal proceedings instituted or threatened against it in relation to the suspension of payments, a moratorium of any indebtedness, its winding-up (voluntary or otherwise), dissolution, reorganisation or

for the appointment of a receiver, administrator, manager, administrative receiver, trustee or similar officer of all or any material part of its assets or revenues or any analogous or equivalent steps or proceedings in any jurisdiction or appointed any analogous person in any jurisdiction or had any such person appointed;

- (xi) (other than in connection with the Scheme) made any alteration to its memorandum or articles of association;
 - (xii) waived or compromised or settled any claim in respect of the Enables IT Group which is material in the context of the Enables IT Group taken as a whole; or
 - (xiii) entered into any contract, commitment or agreement to, or passed any resolution with respect to, or announced any intention to, or to propose to, effect any of the transactions or events referred to in this paragraph;
- (g) since 30 September 2014, and save as Disclosed to 1Spatial:
- (i) no adverse change and no circumstance having arisen which would or might reasonably be expected to result in any adverse change in the business, assets, financial or trading position or profits or prospects or operational performance of any member of the Enables IT Group which in any such case is, or might reasonably be expected to be, material in the context of the Enables IT Group taken as a whole;
 - (ii) no litigation, arbitration proceedings, prosecution or other legal proceedings to which any member of the Enables IT Group is or may become a party (whether as plaintiff, defendant or otherwise) having been threatened, announced or instituted or remaining outstanding in respect of any member of the Enables IT Group and which in any such case is likely to adversely affect any member of the Enables IT Group to an extent which is, or might reasonably be expected to be, material in the context of the Enables IT Group taken as a whole;
 - (iii) no enquiry or investigation by, or complaint or reference to, any Relevant Authority having been threatened, announced, implemented or instituted by or against or remaining outstanding against or in respect of any member of the Enables IT Group which is, or which might reasonably be expected to be, material in the context of the Enables IT Group taken as a whole; or
 - (iv) no contingent or other liability having arisen or been incurred or become apparent or increased which is, or might reasonably be expected to be, material in the context of the Enables IT Group taken as a whole;
- (h) save as Disclosed to 1Spatial, 1Spatial not having discovered:
- (i) that any financial or business or other information concerning the Wider Enables IT Group disclosed at any time, whether publicly or otherwise, by or on behalf of any member of the Enables IT Group, to 1Spatial or its advisers is misleading or contains a material misrepresentation of fact or omits to state a fact necessary to make the information contained therein not misleading which is, or might reasonably be expected to be, material in the context of the Wider Enables IT Group taken as a whole;
 - (ii) that any partnership, company or other entity in which any member of the Enables IT Group has an interest and which is not a subsidiary undertaking of Enables IT is subject to any liability, contingent or otherwise, which is or might reasonably be expected to be material in the context of the Enables IT Group taken as a whole; or
 - (iii) any information which affects the import of any information disclosed at any time by or on behalf of any member of the Enables IT Group to an extent which is material in the context of the Enables IT Group taken as a whole;

- (iv) any past or present member of the Enables IT Group has not complied with all applicable legislation or regulations of any jurisdiction or any notice or requirement of any Relevant Authority or all contractual provisions relating in each case to the protection of the environment or planning or health and safety including those relating to the storage, carriage, disposal, discharge, spillage or leak of waste or disposal or emission of any hazardous substance or any substance likely to impair the environment or harm human health which non compliance would be likely to give rise to any liability (whether actual or contingent) on the part of any member of the Enables IT Group or 1Spatial which is, or might reasonably be expected to be, material in the context of the Enables IT Group taken as a whole or 1Spatial (as appropriate);
 - (v) there has been a disposal, discharge, spillage or leak of waste or disposal or emission of any hazardous substance or any substance likely to impair the environment or harm human health on, or from, any land, or other asset, owned, occupied, managed or made use of at any time by any past or present member of the Enables IT Group, or in which any such member may now or previously have had an interest, which would be likely to give rise to any liability (whether actual or contingent) on the part of any member of the Enables IT Group or the Wider 1Spatial Group which in any such case is, or might reasonably be expected to be, material in the context of the Enables IT Group taken as a whole;
 - (vi) there is or is likely to be any obligation or liability (whether actual or contingent) to make good, repair, re-instate or clean up any property now or previously owned, occupied or made use of by any past or present member of the Enables IT Group or in which any such member may now or previously have had an interest under any environmental legislation or regulation or notice, circular or order of any Relevant Authority in any jurisdiction which in any such case is, or might reasonably be expected to be, material in the context of the Enables IT Group taken as a whole; or
 - (vii) any member of the Enables IT Group or any person that performs or has performed services for or on behalf of any such member is or has engaged in any activity, practice or conduct which would constitute an offence under the Bribery Act 2010 or any other applicable anti-corruption legislation.
- (i) since 31 January 2015, and save as Disclosed to Enables IT:
- (i) no adverse change and no circumstance having arisen which would or might reasonably be expected to result in any adverse change in the business, assets, financial or trading position or profits or prospects or operational performance of any member of the 1Spatial Plc Group which in any such case is, or might reasonably be expected to be, material in the context of the 1Spatial Plc Group taken as a whole;
 - (ii) Enables IT not having discovered that any financial or business or other information concerning the 1Spatial Plc Group disclosed at any time, whether publicly or otherwise, by or on behalf of any member of the 1Spatial Plc Group, to Enables IT or its advisers is misleading or contains a material misrepresentation of fact or omits to state a fact necessary to make the information contained therein not misleading which is, or might reasonably be expected to be, material in the context of the 1Spatial Plc Group taken as a whole;
 - (iii) Enables IT not having discovered any information which affects the import of any information disclosed at any time by or on behalf of any member of the 1Spatial Plc Group to an extent which is material in the context of the 1Spatial Plc Group taken as a whole;
 - (iv) no litigation, arbitration proceedings, prosecution or other legal proceedings to which any member of the 1Spatial Plc Group is or may become a party (whether as plaintiff, defendant or otherwise) having been threatened, announced or instituted or remaining outstanding in respect of any member of the 1Spatial Plc Group and which in any such

case is likely to adversely affect any member of the 1Spatial Plc Group to an extent which is, or might reasonably be expected to be, material in the context of the 1Spatial Plc Group taken as a whole;

- (v) Enables IT not having discovered that any partnership, company or other entity in which any member of the 1Spatial Plc Group has an interest and which is not a subsidiary undertaking of 1Spatial is subject to any liability, contingent or otherwise, which is or might reasonably be expected to be material in the context of the 1Spatial Plc Group taken as a whole.

Certain Further Terms of the Offer

1. If 1Spatial is required by the Panel to make an offer for Enables IT Shares under the provisions of Rule 9 of the Takeover Code, 1Spatial may make such alterations to any of the above Conditions and terms of the Offer as are necessary to comply with the provisions of that Rule.
2. Except with the consent of the Panel, the Offer will not proceed if:
 - (i) the European Commission initiates proceedings in respect of the proposed acquisition of Enables IT by 1Spatial under Article 6(1)(c) of Council Regulation (EEC) 4064/89 or makes a referral to a competent authority of the United Kingdom under Article 9(1) of that regulation; or
 - (ii) there is a referral to the UK Competition and Markets Authority in respect of the proposed acquisition of Enables IT by 1Spatial.
3. 1Spatial reserves the right to elect (subject to the consent of the Panel) to implement the acquisition of the Enables IT Shares by way of a contractual offer as an alternative to the Scheme in accordance with paragraph 8 of Appendix 7 of the Takeover Code. In such event, the acquisition will be implemented by 1Spatial and/or a wholly-owned subsidiary of 1Spatial on substantially the same terms as those which would apply to the Scheme subject to appropriate amendments, including (without limitation) an acceptance condition set at such percentage of the shares to which such offer relates, being more than 50 per cent., as 1Spatial may decide.
4. Conditions 3(b) to (i) (inclusive) must be fulfilled or waived by no later than 11.59 p.m. on the date immediately preceding the Scheme Court Hearing, failing which the Scheme will lapse. To the extent permitted by law and subject to the requirements of the Takeover Panel, 1Spatial reserves the right to waive all or any of Conditions 3(b) to (h) in whole or in part and Enables IT reserves the right to waive all or any of the Conditions 3(i) in whole or in part. Neither 1Spatial nor Enables IT (as the case may be) shall be under any obligation to waive or to treat as fulfilled any of Conditions 3(b) to (h) (inclusive) (in the case of 1Spatial) or any of Conditions 3(i) (in the case of Enables IT) before 11.59 p.m. on the date immediately preceding the Scheme Court Hearing, notwithstanding that the other Conditions of the Offer may at such earlier date have been waived or fulfilled and that there are at such earlier date no circumstances indicating that any of such Conditions may not be capable of fulfilment.
5. In the event that the Offer is implemented by way of a contractual offer, the Enables IT Shares acquired under the offer shall be acquired fully paid and free from all liens, equities, charges, encumbrances, options, rights of pre-emption and any other third party rights and interests of any nature and together with all rights attaching or accruing to them, including voting rights and the right to receive and retain in full all dividends and other distributions (if any) declared, made or paid on or after the date of the Announcement.
6. The availability of the Offer to persons not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions. Persons who are not resident in the United Kingdom should inform themselves about and observe any applicable requirements.

7. The availability of the New 1Spatial Shares to persons not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions. Persons who are not resident in the United Kingdom should inform themselves about and observe any applicable requirements.
8. The New 1Spatial Shares to be issued under the Scheme will be issued credited as fully paid and will rank in full for all dividends and other distributions, if any, declared, made or paid after the date of the Announcement and otherwise shall rank parri passu with the issued ordinary shares in 1Spatial.
9. Fractions of New 1Spatial Shares will not be allotted or issued to Scheme Shareholders but the entitlements of Scheme Shareholders will be rounded down to the nearest whole number of New 1Spatial Shares.
10. The Offer Price is offered on the basis that Enables IT Shareholders will not receive any further dividends beyond 18 June 2015. If any additional dividend were to be declared, the Offer Price would be adjusted downwards on an equivalent basis.
11. The Offer is not being made, directly or indirectly, in, into or from, or by use of the mails of, or by any means of instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of, any jurisdiction where to do so would violate the laws of that jurisdiction.
12. Under Rule 13.5 of the Takeover Code, 1Spatial may not invoke a condition to the Offer so as to cause the Offer not to proceed, to lapse or to be withdrawn unless the circumstances which give rise to the right to invoke the condition are of material significance to 1Spatial in the context of the Offer. The determination of whether or not such a condition can be invoked would be determined by the Panel. The conditions contained in Conditions 1, 2 and 3(a) are not subject to this provision of the Takeover Code.
13. Under Rule 13.6 of the Takeover Code, Enables IT may not invoke or cause or permit 1Spatial to invoke any condition to the Offer unless the circumstances which give rise to the right to invoke the condition are of material significance to the Enables IT Shareholders in the context of the Offer. The determination of whether or not such a condition can be invoked would be determined by the Panel. The conditions contained in Conditions 1, 2 and 3(a) are not subject to this provision of the Takeover Code.
14. The Offer is governed by the law of England and Wales and is subject to the jurisdiction of the English courts and to the Conditions and further terms set out in this document. The Scheme will be subject to the applicable requirements of the Takeover Code, the Panel and the London Stock Exchange (including the AIM Rules).

Definitions

“Disclosed to 1Spatial”: (i) disclosed via a Regulatory Information Service at or before 5.30 p.m. on 25 June 2015 by or on behalf of Enables IT; (ii) fairly disclosed by or on behalf of Enables IT in documents made available to 1Spatial or its advisers at or before 5.30 p.m. on 17 June 2015; or (iii) fairly disclosed in the annual report and accounts of Enables IT for the financial year ended 30 September 2014;

“Disclosed to Enables IT”: (i) disclosed via a Regulatory Information Service at or before 5.30 p.m. on 25 June 2015 by or on behalf of 1Spatial; (ii) fairly disclosed by or on behalf of 1Spatial in documents made available to Enables IT or its advisers at or before 5.30 p.m. on 17 June 2015; or (iii) fairly disclosed in the annual report and accounts of 1Spatial for the financial year ended 31 January 2015.

“Wider Enables IT Group”: Enables IT, its subsidiaries, subsidiary undertakings and associated undertakings and any other body corporate, partnership, joint venture or person in which Enables IT and such undertakings (aggregating their interests) have a direct or indirect interest of 20 per cent. or more of the voting or equity capital or equivalent;

“Wider ISpatial Group”: ISpatial, its subsidiaries, subsidiary undertakings and associated undertakings and any other body corporate, partnership, joint venture or person in which ISpatial and such undertakings (aggregating their interests) have a direct or indirect interest of 20 per cent. or more of the voting or equity capital or equivalent;

“subsidiary”, **“subsidiary undertaking”**, **“associated undertaking”** and **“undertaking”** have the meanings given by the Act.

PART V

RISK FACTORS

Enables IT Shareholders should carefully consider the risks described below before making a decision in relation to the Offer and the Scheme. This Part V contains what the Enables IT Directors and 1Spatial Directors believe to be the principal risk factors associated with the Enlarged Group which should be taken into account in deciding whether or not to vote in favour of the Scheme. It should be noted that this list is not exhaustive and that other risk factors will apply to the Enlarged Group. If any of the following risks actually occur, the Enlarged Group's business, financial condition and/or results or future operations could be materially adversely affected. In such circumstances, the trading price of the ordinary shares of 1Spatial (including the New 1Spatial Shares) could decrease and a shareholder may lose all or part of their investment.

There can be no certainty that the Enlarged Group will be able to implement successfully the strategy set out in this document. Additional risks and uncertainties not currently known to the Enables IT Directors and 1Spatial Directors or which the Enables IT Directors and 1Spatial Directors currently deem immaterial, may also have an adverse effect on the Enlarged Group.

This document contains forward-looking statements that involve risks and uncertainties. The Enlarged Group's actual results could differ materially from those anticipated in the forward-looking statements as a result of many factors, including the risks faced by the Enlarged Group which are described below and elsewhere in this document.

Enables IT Shareholders should carefully consider the other information in this document. The risks listed below are in no priority and do not necessarily comprise all the risks presently known to the Enables IT Directors or 1Spatial Directors or which they currently deem immaterial associated with the Enlarged Group.

Business risks relating to the Enlarged Group

The Enlarged Group's future business performance depends on the award of contracts

The Enlarged Group's success will depend on its ability to renew contracts with existing clients and to attract new clients. A substantial portion of the Enlarged Group's future revenues would be directly or indirectly derived from new contracts. Failure to gain new business or renew contracts may adversely affect the Enlarged Group's future.

The Enlarged Group's dependence on the award or renewal of contracts would mean that its revenue stream is not constant and has the potential to be particularly sporadic. Delays in revenue delivery in future accounting periods may adversely affect the Enlarged Group's results and, therefore, the market price of its shares.

The future performance of the Enlarged Group cannot be guaranteed

There is no certainty and no representation or warranty is given by any person that the Enlarged Group will be able to achieve any strategic aims or returns referred to in this document. The financial operations of the Enlarged Group may be adversely affected by general economic conditions, by conditions within the global financial markets generally or by the particular financial condition of other parties doing business with the Enlarged Group.

The Enlarged Group's ability to pursue its strategy could be impacted by adverse global economic conditions

Any economic downturn either globally or locally in any area in which the Enlarged Group operates may have an adverse effect on the demand for the Enlarged Group's products and services and the ability of the 1Spatial Directors to deliver against the Enlarged Group's business plan. The Enlarged Group's financial operations may be adversely affected by currency exchange rate fluctuations.

The Enlarged Group's ability to pursue its strategy could be impacted by changes in social and political factors

The Enlarged Group's ability to pursue its strategy may be affected by changes in social and political factors in the markets in which the Enlarged Group's will operate in or expects to operate in. If such changes were to materialise the ISpatial Directors may decide to change certain aspects of the Enlarged Group's strategy. This may entail the development of alternative products and services, which could place additional strain on the Enlarged Group's capital resources and may adversely impact on the revenue and profitability of the Enlarged Group.

Attraction and retention of key management and employees

The successful operation of the Enlarged Group will depend partly upon the performance and expertise of its current and future management and employees. The loss of the services of one or more of the Enlarged Group's key management or employees, or a loss of the ability to continue to attract and retain qualified employees, may have a material adverse effect on the Enlarged Group.

Loss of major customers

Although ISpatial has a number of clients with repeat business, a loss of a major client or group of clients, which accounted for a significant amount of ISpatial's revenue, may have an impact on the Enlarged Group's revenue and profitability.

Rapid Growth

If the Enlarged Group's business and operations experience rapid growth and its systems and controls have not been developed to manage this growth effectively, the Enlarged Group's business and operating results could be harmed and the Enlarged Group may have to incur significant expenditure to implement the additional operational and control requirements necessary to meet such growth.

Reliance on intellectual property

ISpatial and Enables IT rely and will, in the future, rely on intellectual property laws and third party non-disclosure agreements to protect its intellectual property rights. Despite precautions which may be taken by the Enlarged Group to protect its products, unauthorised parties may attempt to copy, or obtain and use its products. To the extent that intellectual property rights protect the Enlarged Group, litigation may be necessary to protect such rights and could result in substantial costs to the Enlarged Group, diverting its effort from its main business operations with no guarantee of success. The failure or inability of the Enlarged Group to protect its proprietary information, and the expense of doing so, could have a material adverse effect on its operating results and financial condition.

Competition

The Enlarged Group may face competition, including from domestic and overseas competitors who have greater capital and other resources and superior brand recognition than the Enlarged Group and may be able to provide better products or adopt more aggressive pricing policies. There is no assurance that the Enlarged Group will be able to compete successfully in such a marketplace.

The Enlarged Group's objectives may not be fulfilled

The value of an investment in the Enlarged Group is dependent upon the Enlarged Group achieving the aims set out in this document. There can be no guarantee that the Enlarged Group will achieve the level of success that the Enables IT Directors and ISpatial Directors expect.

Economic, political, judicial, administrative, taxation or other regulatory matters

The Enlarged Group may be adversely affected by changes in economic, political, judicial, administrative, taxation or other regulatory factors, as well as other unforeseen matters.

Credit Risk

Credit risk is the risk of financial loss to the Enlarged Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Enlarged Group's receivables from customers.

The Enlarged Group ensures that customers are contacted on issue of invoices to ensure that they meet the customer's expectations. Efforts are then made to collect the monies that are outstanding as soon as they fall due. After all reasonable attempts have been made to ensure collection of outstanding monies the Enlarged Group would consider the use of legal action in an attempt to secure any outstanding monies that it has a legal right to.

The Enlarged Group's insurance policies may be inadequate to cover the cost of claims made against the Enlarged Group

While the Enlarged Group will maintain commercial insurance at a level it believes is appropriate against certain risks commonly insured in the industry, there is no guarantee that it will be able to obtain the desired levels of cover on acceptable terms in the future. Furthermore, the nature of these risks is such that liabilities could exceed policy limits or that certain risks could be excluded from the Enlarged Group's insurance coverage. There are also likely to be risks against which the Enlarged Group cannot insure or against which it may elect not to insure. The potential costs that could be associated with any liabilities not covered by insurance or in excess of insurance coverage may cause substantial delays and require significant capital outlays, adversely affecting the Enlarged Group's earnings and competitive position in the future and, potentially, its financial position. The Enlarged Group's operations could suffer losses which may not be fully compensated by insurance. In addition, certain types of risks may be, or may become, either uninsurable or not economically insurable, or may not be currently or in the future covered by the Enlarged Group's insurance policies. Any of the foregoing could have a material adverse effect on the Enlarged Group's operating results, business prospects and financial condition.

The Enlarged Group may become the subject of or involved with significant disputes or litigation

Whilst the Enlarged Group will take such precautions as it regards appropriate to avoid or minimise the likelihood of any legal proceedings or claims, or any resulting financial loss to the Enlarged Group, the 1Spatial Directors cannot preclude the possibility of litigation or disputes being brought against the Enlarged Group. Any litigation or disputes brought in the future involving the Enlarged Group's products or services could have a material adverse effect on the Enlarged Group's business.

There can be no assurance that claimants in any litigation or dispute proceedings will not be able to devote substantially greater financial resources to any such proceedings or that the Enlarged Group will prevail in any such litigation or dispute. Any litigation or dispute, whether or not determined in the Enlarged Group favour or settled by the Enlarged Group, may be costly and may divert the efforts and attention of the Enlarged Group's management and other personnel from normal business operations.

The Enlarged Group's insurance may not necessarily cover any of the claims brought against the Enlarged Group or may not be adequate to protect it against all liability that may be imposed. Any litigation, dispute or regulatory investigation or actions brought in the future could have a material adverse effect on the Enlarged Group's reputation, business, financial condition and operating results.

Integration risk

The Enlarged Group's success may in part be dependent upon 1Spatial's ability to integrate Enables IT and any other businesses that it may acquire in the future without disruption to the existing business. If the Scheme becomes effective, the process of integrating Enables IT may create unforeseen operating difficulties and expenditures and pose management, administrative and financial challenges. Specifically, integrating operations and personnel and pre-completion or post completion costs may prove more difficult and/or expensive than anticipated, potentially resulting in lower than expected financial returns for the Enlarged Group.

Potential requirement for further investment

Any future acquisitions, expansion, activity and/or business development may require additional capital, whether from equity or debt sources. There can be no guarantee that the necessary funds will be available on a timely basis, on favourable terms, or at all, or that such funds if raised, would be sufficient. If additional funds are raised by issuing equity securities, dilution to the then existing shareholdings may result. Debt funding may require assets of the Enlarged Group to be secured in favour of the lender, which security may be exercised if the Enlarged Group were to be unable to comply with the terms of the relevant debt facility agreement. The level and timing of future expenditure will depend on a number of factors,

some of which are outside the Enlarged Group's control. If the Enlarged Group is not able to obtain additional capital on acceptable terms, or at all, it may be forced to curtail or abandon such planned acquisition opportunities, expansion, activity and/or business development and any of the above could have a material adverse effect on the Enlarged Group.

Taxation Framework

This document has been prepared in accordance with current UK tax legislation, practice and concession and interpretation thereof. Any change in the Enlarged Group's tax status or in taxation, legislation practice and concession and interpretation thereof could affect the Enlarged Group's ability to provide returns to its shareholders or diminish post tax returns to its shareholders. Statements in this document concerning the taxation of investors in ordinary shares are based on current tax law and practice which is subject to change. The taxation of an investment in the Enlarged Group depends on the individual circumstances of investors.

The Enlarged Group's operations could be subject to events of force majeure

The Enlarged Group's operations now or in the future may be adversely affected by risks outside the control of the Enlarged Group including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions which could have the effect of making the performance of relevant contracts by members of the Enlarged Group, or by their contract counterparties, impossible or substantially difficult to perform.

General risks

If any or all of the above risks actually occur, the Enlarged Group's business, financial conditions, results or future operations could be materially adversely affected. In such a case, the price of the New 1Spatial Shares could decline and investors may lose all or part of their investment. Additional risks and uncertainties not presently known to the Enlarged Group's Directors or 1Spatial Directors which the directors currently deem immaterial, may also have an adverse effect upon the Enlarged Group.

General risks of investing in shares traded on AIM

Application will be made for the New 1Spatial Shares to be admitted to AIM, a market designated primarily for emerging or smaller companies. Neither the London Stock Exchange nor the FCA has examined or approved the contents of this document. It may be more difficult for investors to realise their investment on AIM than to realise an investment in a company whose shares are quoted on the Official List. The share price of publicly traded early stage companies can be highly volatile. The price at which the shares are traded and the price at which investors may realise their investments will be influenced by a large number of factors, some not specific to the Enlarged Group and its operations.

The trading price of the New 1Spatial Shares may be subject to market price volatility and the market price of the New 1Spatial Shares may decline in response to developments that are unrelated to the Enlarged Group's operating performance

In addition to the other risks described in this document, the trading price of the New 1Spatial Shares may be subject to significant fluctuations in response to a number of events and factors including, but not limited to, actual or anticipated variations in operating results or recommendations by securities analysts, the share price performance of other companies that investors may deem comparable to the Enlarged Group and the performance of the industry generally, news reports relating to trends in the Enlarged Group's markets and macro-economic conditions in such markets and market conditions in the industry and the industries of customers and the economy as a whole. Actual or expected changes in the Enlarged Group's or its competitors' growth rates, changes in the market valuation of similar companies, large purchases or sales of 1Spatial Shares, sales of 1Spatial Shares by directors or shareholders, the liquidity (or the absence of liquidity) in 1Spatial Shares, currency fluctuations and the denominations in which the Enlarged Group conducts business and holds cash reserves, policy, legislative or regulatory changes and general economic conditions may also be factors in trading price fluctuations. These, and other, events and factors may adversely affect the trading price of New 1Spatial Shares, regardless of the Enlarged Group's performance.

Future issues of 1Spatial Shares may result in immediate dilution of shareholders

The Enlarged Group may decide to issue additional shares in the future in subsequent public offerings or private placements to meet the future working capital and funding requirements of the Enlarged Group. If additional funds are raised through the issuance of new shares or equity linked securities of the Enlarged Group, other than on a pro-rata basis to existing shareholders, or if existing shareholders do not subscribe for additional shares or equity linked securities on a pro-rata basis in accordance with their existing shareholdings, this will dilute their existing ownership interests in the Enlarged Group. Shareholders may experience subsequent dilution and/or such securities may have preferred rights, options and pre-emption rights senior to the Enlarged Group's shares. In addition, the issue of additional shares by the Enlarged Group, or the possibility of such issue, may cause the trading price of the Enlarged Group shares to decline and may make it more difficult for Enlarged Group shareholders to sell the Enlarged Group's shares at a desirable time or price.

Forward-looking statements

Certain statements contained in this document may constitute forward-looking statements. Forward-looking statements include statements concerning the plans, objectives, goals, strategies and future operations and performance of 1Spatial, Enables IT or the Enlarged Group and the assumptions underlying these forward-looking statements. 1Spatial, Enables IT and the Enlarged Group uses the words "anticipates", "estimates", "expects", "believes", "intends", "plans", "may", "will", "could" or "should", and any similar expressions to identify forward-looking statements.

Any such forward-looking statement involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of 1Spatial, Enables IT or the Enlarged Group or industry results to be materially different from any future results, performance or achievements expressed or implied by any such forward looking statements. Such forward-looking statements are based on numerous assumptions regarding present and future business strategies and the environment in which 1Spatial, Enables IT or the Enlarged Group will operate in the future. These forward-looking statements speak only as of the date of this document. 1Spatial, Enables IT or the Enlarged Group expressly disclaims any obligation or undertakings to release publicly any updates or revisions to any forward looking statement contained herein, save as required to comply with any legal or regulatory obligations, to reflect any change in the 1Spatial's, Enables IT's or the Enlarged Group's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. All subsequent written or oral forward-looking statements attributable to 1Spatial, Enables IT or the Enlarged Group, or persons acting on behalf of 1Spatial, Enables IT or the Enlarged Group, are expressly qualified in their entirety by the cautionary statements contained throughout this document. As a result of these risks, uncertainties and assumptions, a prospective investor should not place undue reliance on these forward looking statements.

PART VI

ADDITIONAL INFORMATION

1. Responsibility Statements

- (a) The Enables IT Directors, whose names are set out in paragraph 2(a) of this Part VI, each accept responsibility for the information contained in this document other than information for which responsibility is taken by others pursuant to paragraph 1(b) or paragraph 1(c) of this Part VI. To the best of the knowledge and belief of the Enables IT Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.
- (b) The 1Spatial Directors, whose names are set out in paragraph 2(c) of this Part VI, each accept responsibility for the information contained in this document relating to the 1Spatial Group and the 1Spatial Directors and members of their immediate families, related trusts and persons connected with them (within the meaning of section 346 of the Companies Act). To the best of the knowledge and belief of the 1Spatial Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.
- (c) The Independent Enables IT Directors, whose names are referred to in paragraph 2(a) of this Part VI, accept responsibility for the letter from the Independent Directors at Part I of this document. To the best of the knowledge and belief of the Independent Directors of Enables IT (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. The Enables IT Directors, the 1Spatial Directors and persons acting in concert

- (a) The Enables IT Directors, and their respective functions, are as follows:

<i>Name</i>	<i>Position held</i>
Miles Johnson*	<i>Non-Executive Chairman</i>
Michael Walliss*	<i>Chief Executive Officer</i>
Mark Elliott*	<i>Chief Finance Officer</i>
Marcus Yeoman	<i>Non-Executive Director</i>

*Independent Director

- (b) Enables IT, whose registered number is 03895363, has its registered office at Unit 5, Mole Business Park, Randalls Road, Leatherhead, Surrey KT22 7BA. The same address is the business address of each of the Enables IT Directors.
- (c) The 1Spatial Directors, and their respective functions, are as follows:

<i>Name</i>	<i>Position held</i>
David Richards	<i>Non-Executive Interim Chairman</i>
Marcus Hanke	<i>Chief Executive Officer</i>
Claire Milverton	<i>Chief Financial Officer</i>
Mike Sanderson	<i>Director of Strategic Development</i>
Marcus Yeoman	<i>Non-Executive Director</i>

- (d) 1Spatial, whose registered number is 5429800, has its registered office at Pannell House, Park Street, Guildford, GU1 4HN. The same address is the business address of each of the 1Spatial Directors.

- (e) In addition to the 1Spatial Directors, the person who, for the purposes of the City Code are acting in concert with 1Spatial in respect of the Offer include:

<i>Name</i>	<i>Registered Office</i>	<i>Relationship</i>
Nplus1 Singer Capital Markets Limited	1 Bartholomew Lane, London EC2N 2AX	Financial Adviser

- (f) In addition to the Enables IT Directors, the person who, for the purposes of the City Code are acting in concert with Enables IT in respect of the Offer include:

<i>Name</i>	<i>Registered Office</i>	<i>Relationship</i>
Cairn Financial Advisers LLP	61 Cheapside, London, United Kingdom EC2V 6AX	Financial Adviser

3. Market Quotations

The following table shows the Closing Prices, for Enables IT Shares and 1Spatial Shares on the first Business Day in each of the six months immediately prior to the date of publication of this document; on 17 June 2015 (the last Business Day prior to the commencement of the Offer Period); and 25 June 2015 (the last Business Day prior to the publication of this document):

<i>Date</i>	<i>Enables IT Shares (pence)</i>	<i>1Spatial Shares (pence)</i>
2 January 2015	11.00	6.75
2 February 2015	10.50	5.13
2 March 2015	10.00	5.50
1 April 2015	7.00	4.88
1 May 2015	7.00	5.00
1 June 2015	6.75	6.63
17 June 2015	6.00	6.75
25 June 2015	6.50	6.125

4. Interests and Dealings

(a) Definitions

For the purposes of this paragraph 4:

- (i) **acting in concert** with a party means any such person acting or deemed to be acting concert with that party for the purposes of the Code;
- (ii) **arrangement** includes any indemnity or option arrangements, and any agreement or understanding, formal or informal, of whatever nature, relating to relevant securities which may be an inducement to deal or to refrain from dealing;
- (iii) **associate** means:
 - (A) any parent companies, subsidiaries, fellow subsidiaries and associated companies of 1Spatial or (as the case may be) Enables IT, and companies of which any such companies are associated companies;
 - (B) connected advisers and persons controlling, controlled by or under the same control as such connected advisers;
 - (C) the 1Spatial Directors or (as the case may be) the Enables IT Directors, or the directors of any company covered in (A) above (together, in each case, with any member of their immediate families and related trusts); and
 - (D) the pension funds of 1Spatial or (as the case may be) Enables IT, or any company covered in (A) above;

- (iv) references to a **bank** do not mean a bank whose sole relationship with 1Spatial or as the case may be) Enables IT, or a company covered in (A) above is the provision of normal commercial banking services or such activities in connection with the Offer as confirming that cash is available, handling acceptances and other registration work;
- (v) **connected adviser** includes an organisation which (A) is advising 1Spatial or (as the case may be) Enables IT in relation to the Offer, (B) is corporate broker to 1Spatial or (as the case may be) Enables IT, (C) is advising a person acting in concert with 1Spatial or (as the case may be) the Enables IT Directors in relation to the Offer or in relation to the matter which is the reason for that person being a member of the concert party or (D) is advising a relevant associate in relation to the Offer;
- (vi) **dealing or dealt** includes:
 - (A) acquiring or disposing of relevant securities of the right (whether conditional or absolute) to exercise or direct the exercise of voting rights attaching to relevant securities, or of general control of relevant securities;
 - (B) taking, granting, acquiring, disposing of, entering into, closing out, terminating, exercising (by either party) or varying an option in respect of any relevant securities;
 - (C) subscribing or agreeing to subscribe for relevant securities;
 - (D) exercising or converting any relevant securities carrying conversion or subscription rights;
 - (E) acquiring, disposing of, entering into, closing out, exercising (by either party) of any rights under, or varying of, a derivative referenced, directly or indirectly, to relevant securities;
 - (F) entering into, terminating or varying the terms of any agreement to purchase or sell relevant securities; and
 - (G) any other action resulting, or which may result, in an increase or decrease in the number of relevant securities in which a person is interested or in respect of which he has a short position;
- (vii) **derivative** includes any financial product the value of which, in whole or in part, is determined directly or indirectly by reference to the price of an underlying security but which does not include the possibility of delivery of such underlying securities;
- (viii) **disclosure period** means the period commencing on 17 June 2014 (being the date 12 months prior to the commencement of the Offer Period) and ending on 25 June 2015 (the last practicable date prior to publication of this document);
- (ix) **interest** in relevant securities includes where a person:
 - (A) owns relevant securities;
 - (B) has the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to the relevant securities or has general control of them;
 - (C) by virtue of any agreement to purchase, option or derivative, has the right or option to acquire relevant securities or call for their delivery or is under an obligation to take delivery of them, whether the right, option or obligation is conditional or absolute and whether it is in the money or otherwise;
 - (D) is party to any derivative whose value is determined by reference to their price and which results, or may result, in his having a long position in them;
 - (E) has received an irrevocable commitment in respect of relevant securities; or
 - (F) is, for the purposes of Part 22 of the Act, taken to be interested in such relevant securities;

- (x) **relevant associate** means 1Spatial or (as the case may be) Enables IT and the subsidiaries and associated companies of 1Spatial or (as the case may be) Enables IT and companies of which any such subsidiaries or associated companies are associated companies;
- (xi) **relevant securities** means Enables IT Shares, 1Spatial Shares and any securities of either company convertible into, or rights to subscribe for, or options (including traded options) in respect of, or derivatives referenced to, such shares;
- (xii) **short position** means any short position (whether conditional or absolute and whether in the money or otherwise) including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery;
- (xiii) ownership or control of 20 per cent. or more of the equity share capital of a company is regarded as the test of **associated company status** and **control** means an interest in relevant securities carrying 30 per cent. or more of the voting rights attributable to the share capital of the company which are currently exercisable at a general meeting, irrespective of whether the interest gives de facto control; and
- (xiv) references to a **pension fund** of 1Spatial or (as the case may be) Enables IT or of a company which is a relevant associate do not include any such pension funds which are managed under an agreement or arrangement with an independent third party in the terms set out in Note 6 on the definition of **acting in concert** in the Code.

(b) **Interests and Dealings in 1Spatial**

- (i) As at the last day of the disclosure period, the interests and short positions of the 1Spatial Directors, the members of their immediate families and their related trusts, the persons acting in concert with 1Spatial and the persons having an arrangement with either 1Spatial or any person acting in concert with 1Spatial, in 1Spatial Shares (excluding any interests held through outstanding options, awards or allocations granted under any share option scheme) were as follows:

<i>Party</i>	<i>No. of 1Spatial Shares</i>
David Richards	NIL
Marcus Hanke ¹	29,255,785
Claire Milverton ²	388,857
Mike Sanderson	30,000,000
Marcus Yeoman ³	1,581,572

Note:

- 1 Marcus Hanke holds 15,000,000 of such 1Spatial Shares in BBHISL Nominees Limited, 13,674,022 of such 1Spatial Shares in Lynchwood Nominees Limited and 450,619 of such 1Spatial Shares in Investor Nominees Limited. His brother, Paul Hanke, holds 131,144 of such 1Spatial Shares in Barclays Share Nominees Limited.
- 2 Claire Milverton holds 375,725 of such 1Spatial Shares in Interactive Investor SIPP Account and 3,128 of such 1Spatial Shares are in the name of David Milverton, her father.
- 3 1,417,640 1Spatial Shares are held in the name of Dartington Portfolio Nominees Limited, on behalf of Springtime Consultants Ltd.

- (ii) During the disclosure period there have been the following dealings in 1Spatial Shares by 1Spatial, the 1Spatial Directors, the persons acting in concert with 1Spatial and the persons having an arrangement with either 1Spatial or any person acting in concert with 1Spatial:

<i>Name</i>	<i>Transaction</i>	<i>No. of 1Spatial Shares</i>	<i>1Spatial Share price pence</i>
Mike Sanderson	Sell (19.12.14)	7,665,763	7p
Nplus1 Singer Capital Markets Limited:	Purchase (04.11.14)	100,000	6.5p
Nplus1 Singer Capital Markets Limited:	Sale (05.11.14)	100,000	6.25p

- (iii) As at the last day of the disclosure period, the following options and awards over 1Spatial Shares had been granted to the 1Spatial Directors, their immediate families, related trusts, the persons acting in concert with 1Spatial and the persons having an arrangement with either 1Spatial or any person acting in concert with 1Spatial under the terms of the 1Spatial share option scheme and remained outstanding:

<i>Name</i>	<i>No. of 1Spatial Shares under option</i>	<i>Exercise price pence</i>	<i>Exercise period</i>
Marcus Hanke	3,238,866	0.0494	20.02.2013 – 2023
	7,000,000	0.06	15.10.2013 – 2023
	12,000,000	0.01	05.03.2015 – 2018
Claire Milverton	2,429,150	0.0494	20.02.2013 – 2023
	5,000,000	0.06	15.10.2013 – 2023
	6,000,000	0.01	05.03.2015 – 2018
Mike Sanderson	1,619,433	0.0494	20.02.2013 – 2023

- (iv) As at the disclosure date, Miles Johnson, Chairman of Enables IT, beneficially owns 660,000 1Spatial Shares in his name and 468,824 1Spatial Shares held in the name of Kleinwort Benson Guernsey representing in aggregate approximately 0.165 per cent. of 1Spatial's entire issued share capital and Michael Walliss, Chief Executive Officer of Enables IT, beneficially owns 1,336,602 1Spatial Shares representing approximately 0.195 per cent. of 1Spatial's entire issued share capital.

(c) ***Interests and Dealings in Enables IT***

- (i) 1Spatial has received irrevocable undertakings from each of the Enables IT Directors to vote or procure the vote in favour of the Resolutions in respect of their entire beneficial holdings of Enables IT Shares amounting, in aggregate, to 4,836,453 Enables IT Shares (representing approximately 17.73 per cent. of the existing issued share capital of Enables IT) (or, if the Offer is to be implemented by way of a contractual takeover offer, to accept or procure the acceptance of such offer):

<i>Name</i>	<i>Number of Enables IT Shares</i>	<i>Percentage of issued share capital</i>
Michael Walliss ¹	4,418,816	16.20
Marcus Yeoman ²	246,978	0.90
Mark Elliott ³	31,770	0.12
Miles Johnson ⁴	138,889	0.51
Total	4,836,453	17.73

Note:

- 3,498,261 Enables IT Shares are held by Redmayne (Nominees) Limited and 920,555 Enables IT Shares are held in Michael Walliss' SIPP in the name of Dartington Portfolio Nominees Limited.
- Marcus Yeoman's Enables IT Shares held in the name of Dartington Portfolio Nominees Limited on behalf of Springtime Consultants Limited which holds those Enables IT Shares on trust for Marcus Yeoman.
- Held in the name of Barclays Share Nominees Limited
- Held in the name of Vidacos Nominees Limited

1Spatial has also received an irrevocable undertaking from Erica Walliss, wife of Michael Walliss, to vote or procure the vote in favour of the Resolutions in respect of her entire beneficial holding of Enables IT Shares (held in the name of Redmayne (Nominees) Limited) amounting to 3,212,562 Enables IT Shares (representing approximately 11.77 per cent. of the existing issued share capital of Enables IT) (or, if the Offer is to be implemented by way of a contractual takeover offer, to accept or procure the acceptance of such offer).

The irrevocable undertakings given by the Enables IT Directors and Erica Walliss remain binding in all circumstances, including if a higher competing offer is announced, unless the Scheme lapses or is withdrawn.

1Spatial has also received an irrevocable undertaking from Hargreave Hale Limited to vote or procure the vote in favour of the Resolutions in respect of their entire legal and/or beneficial holdings of Enables IT Shares amounting to 3,620,370 Enables IT Shares (representing approximately 13.27 per cent. of the existing issued share capital of Enables IT) (or, if the Offer is to be implemented by way of a contractual takeover offer, to accept or procure the acceptance of such offer). This irrevocable undertaking will cease to be binding in the event that there is a competing offer which values the Enables IT Shares at more than 10 per cent. higher than the value under the Scheme and the offer is not matched by 1Spatial within the normal time limits in the Code.

- (ii) As at the last day of the disclosure period, the interests and short positions of the Enables IT Directors and members of their immediate families and their related trusts, the persons acting in concert with Enables IT and the persons having an arrangement with either Enables IT or any person acting in concert with Enables IT, in Enables IT Shares (excluding any interests held through outstanding options, convertible securities, awards or allocations granted under the Enables IT Share Schemes) were as follows:

<i>Name</i>	<i>No. of Enables IT Shares</i>
Michael Walliss ¹	4,418,816
Erica Walliss ²	3,212,562
Marcus Yeoman ³	246,978
Mark Elliott ⁴	31,770
Miles Johnson ⁵	138,889

Note:

- 3,498,261 Enables IT Shares are held by Redmayne (Nominees) Limited and 920,555 Enables IT Shares are held in Michael Walliss' SIPP in the name of Dartington Portfolio Nominees Limited.
- Held in the name of Redmayne (Nominees) Limited.
- Marcus Yeoman's Enables IT Shares held in the name of Dartington Portfolio Nominees Limited on behalf of Springtime Consultants Limited which holds those Enables IT Shares on trust for Marcus Yeoman.
- Held in the name of Barclays Share Nominees Limited.
- Held in the name of Vidacos Nominees Limited.

- (iii) During the disclosure period there have been the following dealings in Enables IT Shares by the Enables IT Directors, the persons acting in concert with Enables IT and the persons having an arrangement with either Enables IT or any person acting in concert with Enables IT:

<i>Name</i>	<i>Transaction</i>		<i>No. of Enables IT Shares</i>	<i>Enables IT Share Price pence</i>
Michael Walliss	Transfer ¹	30.10.14	345,000	15p
	Buy	18.06.14	40,000	27p
Marcus Yeoman	Buy	18.06.14	40,000	27p
	Transfer ²	25.07.14	114,478	26p

Note:

- Transfer to Michael Walliss' SIPP held in the name of Dartington Portfolio Nominees Limited.
- Transfer to Springtime Consultants Limited which holds those Enables IT Shares on trust for Marcus Yeoman.

- (iv) As at the last day of the disclosure period, no rights to subscribe for relevant securities of Enables IT has been granted to the Enables IT Directors, their immediate families, related trusts, the persons acting in concert with Enables IT and the persons having an arrangement with either Enables IT or any person acting in concert with Enables IT, under the terms of the Enables IT Share Schemes and nor do any such rights remain outstanding.
- (v) As at the disclosure date, Marcus Hanke, CEO of 1Spatial, held 401,111 Enables IT Shares of which 290,000 of such Enables IT Shares are in the name of Investor Nominees Limited representing approximately 1.47 per cent. of Enables IT's entire issued share capital. Marcus Hanke will not be entitled to vote his Enables IT Shares at the Court Meeting but will instead consent to be bound by the Scheme.

(d) **General**

Save as disclosed above in this paragraph 4:

- (i) as at the last day of the disclosure period, neither 1Spatial, nor any other member of the 1Spatial Plc Group, nor any of the 1Spatial Directors, nor (in the case of the 1Spatial Directors) any member of their respective immediate families or related trusts, nor any person acting in concert with 1Spatial, nor any person with whom 1Spatial had an arrangement, was interested in, directly or indirectly, had any right to subscribe for, or had any short position in relation to, any relevant securities of Enables IT and nor had any such person dealt for value therein during the disclosure period;
- (ii) as at the last day of the disclosure period, neither Enables IT nor any of the Enables IT Directors, nor (in the case of the Enables IT Directors) any of their immediate families or related trusts, nor any person acting in concert with Enables IT, nor any person with whom Enables IT had an arrangement, was interested in, directly or indirectly, had any right to subscribe for, or any short position in relation to, any relevant securities of 1Spatial, and nor had any such person dealt for value therein during the disclosure period;
- (iii) as at the last day of the disclosure period, no relevant associate, nor any pension fund of Enables IT or of any company which is a relevant associate, nor any employee benefit trust of Enables IT or of any company which is a relevant associate, nor any connected adviser or any person controlling, controlled by or under the same control as any such adviser (except for an exempt principal trader or an exempt fund manager) had an interest in, directly or indirectly, or a right to subscribe for, or any short position in relation to, relevant securities of Enables IT or of 1Spatial and nor had any such person dealt for value therein during the disclosure period;
- (iv) neither Enables IT, nor 1Spatial nor any person acting or presumed to be acting in concert with Enables IT or with 1Spatial had borrowed or lent (including for these purposes any financial collateral arrangements of the kind referred to in Note 4 on Rule 4.6 of the Code) any relevant securities in Enables IT or 1Spatial (save for any borrowed shares which have been either on-lent or sold) during the disclosure period;
- (v) as at the last day of the disclosure period Enables IT had not redeemed or purchased any Enables IT relevant securities;
- (vi) as at the last day of the disclosure period 1Spatial had not redeemed or purchased any 1Spatial relevant securities;
- (vii) there is no agreement, arrangement or understanding (including any compensation arrangement) which exists between 1Spatial or any person acting, or presumed to be acting, in concert with 1Spatial and any of the directors, recent directors, shareholders or recent shareholders of Enables IT, or any other person interested or recently interested in Enables IT Shares, having any connection with or dependence upon the Offer; and
- (viii) there is no arrangement which exists between Enables IT or any person acting, or presumed to be acting, in concert with Enables IT, or between 1Spatial or any person acting, or presumed to be acting, in concert with 1Spatial, and any other person.

5. Offer related arrangements

Confidentiality agreement

On 2 June 2015, Enables IT and 1Spatial entered into a confidentiality agreement in a customary form in relation to the Offer, pursuant to which they each undertook, subject to certain exceptions, to keep information relating to Enables IT and 1Spatial confidential and not to disclose it to third parties. Unless terminated earlier, the confidentiality obligations remain in force until the Scheme becomes effective or, failing that, 2 June 2018.

6. Service Contracts

Save as disclosed below, there are no service contracts in force between any Enables IT Director, or any proposed Enables IT Director, and Enables IT or any of its subsidiaries and no such contract has been entered into or amended during the six months preceding the date of publication of this document.

(a) *Executive Enables IT Directors*

Service contracts have been entered into with each of the executive Enables IT Directors, the particulars of which are set out below:

<i>Name</i>	<i>Date of Agreement</i>	<i>Notice Period</i>	<i>Basic Salary</i>
Michael Walliss	01 March 2014	12	165,000
Mark Elliott	01 March 2014	6	24,000

Michael Walliss is contractually entitled to a £15,000 car allowance and an annual pension contribution from Enables IT equivalent to 5 per cent. of his basic salary, private medical insurance for himself, his spouse and his children (under the age of 18) and life assurance at 4 times his basic salary.

Each of the service contracts referred to above provides that termination of the relevant Director's employment may be made by making a payment in lieu of notice to the relevant Director.

Pursuant to a consultancy agreement dated 1 March 2014, ICE Strategies LLP ("ICE") (an entity which is ultimately owned and controlled by Mark Elliott and his spouse) is engaged by the Company to provide the services of Mark Elliott to the Company. The Company pays to ICE a fee of £4,000 per month (in aggregate £48,000 p.a.) under the consultancy agreement which is terminable by either party on 6 months' notice. The total aggregate amount of salary and consultancy fees payable by the Company under Mark Elliott's service agreement and the consultancy agreement is £72,000 per annum. No other benefits are provided to Mark Elliott or ICE under these agreements.

The Remuneration Committee may in its discretion award a bonus to each of the executive Enables IT Directors. No bonus was awarded to them in the financial year ended 30 September 2014. The Enables IT Directors do not participate in the Enables IT Share Schemes.

(b) *Non-Executive Enables IT Directors*

A letter of appointment dated 1 January 2012 (as amended by deed of variation on 30 October 2012) was entered into between (1) Enables IT and (2) Marcus Yeoman's consultancy company Springtime Consultants Ltd setting out the terms of Marcus Yeoman's appointment as a non-executive director of Enables IT. The appointment may be terminated by either party serving at least 3 months' written notice on the other. The letter of appointment contains provisions for early termination, amongst other things, in the event of a material or persistent breach by the director. An annual fee of £24,000 is payable to Marcus Yeoman (to be reviewed annually). No benefits are provided to him under the appointment.

A letter of appointment dated 1 August 2013, was entered into between (1) Enables IT and (2) Miles Johnson setting out the terms of Miles Johnson's appointment as a non-executive director of Enables IT. The appointment may be terminated by either party serving at least 6 months' written notice on the other. The letter of appointment contains provisions for early termination, amongst other things, in the event of a material or persistent breach by the director. An annual fee of £35,000 is payable to Miles Johnson but no benefits are provided to him under the appointment.

7. Enables IT Share Schemes

Enables IT has established two enterprise management incentive share option schemes under which options over 33,325 Enables IT Shares remain outstanding. The Enables IT Directors have not been granted any options under either of the Enables IT Share Schemes.

All outstanding Enables IT Options have exercise prices greater than the Offer Price and consequently, 1Spatial does not intend to make proposals to the Enables IT Optionholders in connection with their Enables IT Options.

8. Material Contracts

The following are summaries of the principal contents of each material contract not being a contract entered into in the ordinary course of business) that has been entered into by members of the Enables IT Group and members of the 1Spatial Group in the period from 17 June 2013 (the date two years prior to the commencement of the Offer Period) to 25 June 2015 (the last practicable date prior to publication of this document).

(a) *Enables IT*

- (i) Pursuant to a sale and purchase agreement dated 27 June 2013 between (1) Enables IT and (2) The Support Force Group, Enables IT acquired the entire issued share capital of The Support Force Group for a total consideration of approximately £1.2 million (satisfied by £537,000 in cash, the assumption of an existing liability of Support Force of £250,000 and the issue of 1,280,399 Enables IT Shares amounting to £412,000;
- (ii) Pursuant to a share purchase agreement dated 4 November 2013 between (1) the shareholders of Know Technology LLC, (2) Enables IT, Inc., and (3) the Company, the Company via its subsidiary agreed to acquire the business and assets of Know Technology LLC in consideration for a) payment of U.S. \$ 1 million in cash at completion, b) the issue and allotment of 738,757 new ordinary shares in the Company equivalent in value to U.S. \$500,000, plus certain additional consideration in accordance with the terms of the agreement;
- (iii) Pursuant to a placing agreement dated 4 November 2013 between (1) Cenkos Securities plc and (2) the Company, Cenkos Securities plc agreed to act as agent for the Company to use its reasonable endeavours to procure subscribers for up to 6,835,000 ordinary shares of 1p each at a price of 36p per share. The Company paid Cenkos Securities plc a corporate finance fee of £25,000, together with a commission of 5 per cent. on the gross proceeds received by the Company from the Placing;
- (iv) Pursuant to an asset purchase agreement dated 7 July 2014, Enables IT acquired the business of Performit and certain assets from Performit Ltd. The cash amount of £21,000 was paid together with the allotment of 60,000 Enables IT Shares to Performit and a payment of an amount equal to 50 per cent. of the net revenue of certain customer contracts invoiced in July to September 2014.

(b) *1Spatial*

- (i) Pursuant to a share sale and purchase agreement dated 16 January 2014 between (1) 1Spatial plc and (2) Meusinvest S.A., 1Spatial purchased the final 10 per cent. of the issued share capital of Star-Apic not already owned by 1Spatial for consideration of £666,984 in cash to take its shareholding from 90 per cent. to 100 per cent.
- (ii) Pursuant to a subscription and shareholders agreement dated 30 January 2015 1Spatial acquired a 49 per cent. interest in Sitemap Limited for £450,000. Pursuant to an option agreement dated 30 January 2015 between 1Spatial and Anthony Field, 1Spatial was granted an option to acquire the remaining 51 per cent. of Sitemap Limited for an aggregate consideration of £200,000 to be satisfied by the issue of 1Spatial Shares. The option expires 18 months after 31 June 2015.
- (iii) Pursuant to a share sale and purchase agreement dated 3 February 2015 between (1) the Shareholders of Laser-Scan Inc and (2) 1Spatial Holdings Limited, 1Spatial purchased 47 per cent. of the shares in Laser-Scan Inc., for U.S. \$ 2.25 million in cash. In addition 1Spatial Holdings Limited entered into a call option to acquire the remaining 53 per cent. of Laser-Scan Limited on 1 February 2016 and 2017, for a total deferred consideration of U.S. \$2.55 million, payable in cash or satisfied by the issue of new ordinary shares in 1Spatial.

9. Significant Change

- (a) Save as disclosed in this document, the Enables IT Directors are not aware of any significant change in the financial or trading position of Enables IT since 31 March 2015, being the date to which the last published interim financial information of Enables IT was prepared.
- (b) Save as disclosed in this document, the 1Spatial Directors are not aware of any significant change in the financial or trading position of 1Spatial since 31 January 2015, being the date to which the last annual financial results of 1Spatial were prepared.

10. Sources and Bases of Selected Financial Information

In this document:

- (a) unless otherwise stated:
 - (i) financial information relating to Enables IT and the Enables IT Group has been extracted or derived, without material adjustment, from the audited consolidated financial statements of Enables IT for the relevant financial year and from its interim results for the six months ended 31 March 2015 (which are unaudited); and
 - (ii) financial information relating to 1Spatial and the 1Spatial Group has been extracted or derived, without material adjustment, from the audited consolidated financial statements of 1Spatial for the relevant financial year;
- (b) unless otherwise stated, all prices quoted for Enables IT Shares are closing mid-market prices and are derived from the AIM Appendix of the Daily Official List;
- (c) all share prices are expressed in pence;
- (d) the information relating to the Enables IT Group has been extracted or derived from Enables IT's Regulatory News Service announcements and website (www.enablesit.com) or has been provided by the Enables IT Directors; and
- (e) the information relating to the 1Spatial Plc Group has been extracted or derived from 1Spatial's Regulatory News Service announcements and website (www.1spatial.com) or has been provided by the 1Spatial Directors.

11. Other Information

- (a) Cairn has given and has not withdrawn its written consent to the issue of this document with the references to its name in the form and the context in which they appear.
- (b) N+1 Singer has given and has not withdrawn its written consent to the issue of this document with the references to its name in the form and the context in which they appear.
- (c) No proposal exists in connection with the Offer for any payment or other benefit to be made or given by 1Spatial or any person acting in concert with 1Spatial for the purposes of the Scheme to any Enables IT Director as compensation for loss of office or as consideration for, or in connection with, his retirement from office.
- (d) There is currently no agreement, arrangement or understanding whereby the beneficial ownership of any of the Enables IT Shares acquired pursuant to the Scheme will be transferred to any other person, save that 1Spatial reserves the right to transfer any such Enables IT Shares to any of its subsidiaries.
- (e) The emoluments receivable by the current 1Spatial Directors will not be varied as a direct consequence of the Scheme.
- (f) The aggregate fees and expenses which are expected to be incurred by Enables IT in connection with the Scheme are estimated to amount to £95,000 excluding applicable VAT. This aggregate number consists of the following categories:
 - (i) financial and corporate broking advice: £40,000 excluding applicable VAT;

- (ii) legal advice: £50,000 excluding applicable VAT;
 - (iii) other costs and expenses: £5,000 excluding applicable VAT.
- (g) The aggregate fees and expenses which are expected to be incurred by 1Spatial in connection with the Scheme are estimated to amount to £242,000 excluding applicable VAT. This aggregate number consists of the following categories:
- (i) financial and corporate broking advice: £150,000 excluding applicable VAT;
 - (ii) legal advice (including counsel's fees): £90,000 excluding applicable VAT;
 - (iii) other costs and expenses: £2,000 excluding applicable VAT.
- (h) Save as disclosed there are no persons acting in concert with 1Spatial.
- (i) Save as disclosed there are no persons acting in concert with Enables IT.
- (j) All references to time in this document are to London time unless the context provides otherwise.

12. Documents Available for Inspection

Copies of the following documents will be available, free of charge, (i) for inspection at the offices of Cairn at Cairn Financial Advisers LLP, 61 Cheapside, London EC2V 6AX during usual business hours on any Business Day prior to the Effective Date or the date on which the Scheme lapses or is withdrawn, whichever is the earlier; and (ii) on 1Spatial's website at <http://1spatial.com/investors/company-announcements> and Enables IT website at https://www.enablesit.com/investors/1spatial_plc/ during the period up to and including the Effective Date or the date on which the Scheme lapses or is withdrawn, whichever is the earlier:

- (a) the current memorandum and articles of association of Enables IT;
- (b) the articles of association of Enables IT, marked to show the changes set out in the Special Resolution to be proposed at the Enables IT General Meeting;
- (c) the memorandum and articles of association of 1Spatial;
- (d) a full list of any dealings aggregated in paragraph 4 above;
- (e) copies of the service contracts, letters of appointment and the consultancy agreement of the Enables IT Directors referred to in paragraph 6 above;
- (f) the irrevocable undertakings to vote in favour of the Resolutions given by the persons referred to in paragraph 9 of Part I;
- (g) the confidentiality agreement referred to in paragraph 5 above;
- (h) copies of the material contracts referred to in paragraph 8 above;
- (i) copies of the written consents referred to in paragraph 11 above; and
- (j) this document and the Forms of Proxy.

PART VII

UNITED KINGDOM TAXATION

The following paragraphs, which are intended as a general guide only, are based on current legislation and practice of HMRC. They summarise certain limited aspects of the UK taxation treatment of the Scheme, do not constitute tax advice and relate only to the position of Scheme Shareholders who are resident or if individuals, domiciled and resident in the UK for taxation purposes and who hold their Scheme Shares beneficially as an investment (other than under an individual savings account or new individual savings account) and who have not (and are not deemed to have) acquired their Scheme Shares by virtue of an office or employment. In addition, certain categories of Scheme Shareholders, such as brokers, dealers or traders in shares or securities, insurance companies and collective investment schemes may be subject to special rules and this summary does not apply to such Scheme Shareholders. You should consult an appropriate professional tax adviser immediately.

1. UK taxation on chargeable gains

1.1 *Acquisition of New 1Spatial Shares*

To the extent that a Scheme Shareholder receives 1Spatial Shares in exchange for his Scheme Shares under the Scheme and does not hold (either alone or together with persons connected with him) more than 5 per cent. of, or of any class of, shares in or debentures of Enables IT, he should not be treated as having made a disposal of his Scheme Shares. Instead, the New 1Spatial Shares should be treated as the same asset as the Scheme Shares in respect of which they are issued and treated as acquired at the same time and for the same consideration as those Scheme Shares.

Any Scheme Shareholder who holds (either alone or together with persons connected with him) more than 5 per cent. of, or of any class of, shares in or debentures of Enables IT is advised that Enables IT intends to make an application for clearance to HMRC under section 138 of the Taxation of Chargeable Gains Act 1992 in respect of the Scheme. This clearance, if granted, provides assurance from HMRC that they are satisfied that the Scheme will be effected for bona fide commercial reasons and not for the avoidance of tax and that accordingly they should not invoke anti-avoidance powers. Accordingly it would be expected that, as above, the shareholder should not be treated as having made a disposal of his Scheme Shares. Instead, the New 1Spatial Shares should be treated as the same asset as the Scheme Shares in respect of which they are issued and treated as acquired at the same time and for the same consideration as those Scheme Shares.

1.2 *Disposal of New 1Spatial Shares*

A subsequent disposal of the New 1Spatial Shares may, depending on the circumstances of the person making the disposal (including the availability of exemptions and allowable losses), give rise to a liability to UK tax on capital gains.

Any chargeable gain or allowable loss on a disposal of the New 1Spatial Shares should be calculated taking into account the allowable original cost to the holder of acquiring the Scheme Shares, in respect of which the relevant New 1Spatial Shares were issued under the Scheme.

Additionally, for corporate shareholders, when calculating a chargeable gain but not an allowable loss, indexation allowance on the original allowable cost should be added. Tax will be charged on the net gain at the corporate's applicable corporation tax rate.

Individuals who are within the basic rate tax limit for the tax year in which they make any capital gain on the disposal of New 1Spatial Shares (taking into account the amount of such gain) will be chargeable to capital gains tax at the rate of 18 per cent. Individuals who are liable to pay income tax at the higher rate or additional rate will be chargeable to capital gains tax at the rate of 28 per cent. Capital gains tax at the rate of 28 per cent. will also be chargeable to any capital gains arising to basic rate only taxpayers to the extent that the amount of the capital gain accruing to them, when added to their taxable income for the relevant tax year, exceeds the basic rate tax limit.

2. Tax on income – dividends on New 1Spatial Shares

1Spatial will not be required to withhold tax at source when paying a dividend.

A United Kingdom resident individual Scheme Shareholder who receives a dividend from 1Spatial will be entitled to a tax credit which may be set off against the shareholder's total income tax liability on the dividend. The tax credit will be equal to 10 per cent. of the aggregate of the dividend and the tax credit (the "**gross dividend**"), which is also equal to one-ninth of the cash dividend received. An individual Scheme Shareholder who is liable to income tax at the basic rate only will be subject to tax on the dividend at the rate of 10 per cent. of the gross dividend, so that the tax credit will satisfy in full such shareholder's liability to income tax on the dividend. In the case of such an individual Scheme Shareholder who is liable to income tax at the higher rate, the tax credit will be set against but not fully match the shareholder's tax liability on the gross dividend and such shareholder will have to account for additional income tax equal to 22.5 per cent. of the gross dividend (which is also equal to 25 per cent. of the cash dividend received) to the extent that the gross dividend when treated as the top slice of the shareholder's income falls above the threshold for higher rate income tax.

From 6 April 2013, the tax rate of 37.5 per cent. also applies for taxpayers who receive dividends, to the extent that their income for the relevant tax year exceeds £150,000. In the case of such an individual Scheme Shareholder, the tax credit will be set against but not fully match the shareholder's tax liability on the gross dividend and such shareholder will have to account for additional income tax equal to 27.5 per cent. of the gross dividend (which is also equal to approximately 30.56 per cent. of the cash dividend received).

A United Kingdom resident individual Scheme Shareholder who is not liable to income tax in respect of the gross dividend and other United Kingdom resident taxpayers who are not liable to United Kingdom tax on dividends, including pension funds and charities, will not be entitled to claim repayment of the tax credit attaching to dividends paid by 1Spatial.

Scheme Shareholders who are within the charge to UK corporation tax should be exempt from such corporation tax on dividends paid by 1Spatial, as it is anticipated that such dividends would fall within an exempt class.

Non-United Kingdom resident Scheme Shareholders will not generally be able to claim repayment from HMRC of any part of the tax credit attaching to dividends paid by 1Spatial. A Scheme Shareholder resident outside the United Kingdom may also be subject to foreign taxation on dividend income under local law. Scheme Shareholders who are not resident for tax purposes in the United Kingdom should obtain their own tax advice concerning tax liabilities on dividends received from 1Spatial.

3. Stamp duty and stamp duty reserve tax ("SDRT")

Under current law, no stamp duty or SDRT will be payable on the issue of New 1Spatial Shares pursuant to the Offer.

Since 28 April 2014, neither stamp duty nor SDRT will apply to trades in New 1Spatial Shares made on a recognised growth market, such as AIM.

PART VIII

FINANCIAL INFORMATION ON ENABLES IT AND 1SPATIAL INFORMATION INCORPORATED BY REFERENCE

The following sets out financial information in respect of Enables IT Group and the 1Spatial Plc Group as required by Rule 24.3 of the Takeover Code. The documents (or parts thereof) referred to below, the contents of which have previously been announced through a Regulatory Information Service, are incorporated into this document by reference pursuant to Rule 24.15 of the Takeover Code.

<i>Information incorporated by reference</i>	<i>Document</i>	<i>Page Number in Document</i>
For the 6 months ended 31 March 2015 Click on the ‘pdf’ link entitled “Interims 6 months ended 31 March 2015” in the “Investors AIM Rule 26 Documents” section of the Enables IT website: https://www.enablesit.com/materials/2015_mar_interims_template_final_clean.pdf	Enables IT interim report 2015	All
For the financial year ended 30 September 2014 Click on the ‘pdf’ link entitled “annual report year ended 31 September 2014” in the “Investor Reports” section of the Enables IT website: https://www.enablesit.com/materials/annual_report_final_11_3_15.pdf	Enables IT annual report and accounts 2014	All
For the financial year ended 30 September 2013 Click on the ‘pdf’ link entitled “Annual report year ended September 2013” in the “Investors AIM Rule 26 Documents” section of the Enables IT website: https://www.enablesit.com/materials/13_09_30_annual_reports_and_accounts.pdf	Enables IT annual report and accounts 2013	
For the financial year ended 31 January 2015 Click on the ‘pdf’ link entitled “Annual Report for the year ended 31 January 2015” in the “Investors Reports” section of the 1Spatial website: http://1Spatial.com/wp-content/uploads/2014/04/Annual-Report-for-the-year-ended-31-January-2015-.pdf	1Spatial annual report and accounts for the year ended 31 January 2015 – audited consolidated financial statements and notes thereto	All
For the financial year ended 31 January 2014 Click on the ‘pdf’ link entitled “Annual Report for the year ended 31 January 2014” in the “Investors Reports” section of the 1Spatial website: http://1Spatial.com/wp-content/uploads/2014/06/1Spatial_AnnualReport_final_Web-new.pdf	1Spatial annual report and accounts for the year ended 31 January 2014 – audited consolidated financial statements and notes thereto	All

Hard copies of the above-referenced financial information will not be sent to recipients of this document unless specifically requested. Recipients of this document may request hard copies of the above-referenced financial information of Enables IT by writing to Share Registers at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL or by telephoning 01252 821390. Relevant documents will be posted within two Business Days of receipt of such a request.

Save as expressly referred to herein, neither the content of Enables IT's or 1Spatial's website, nor the content of any other website accessible from hyperlinks on Enables IT's or 1Spatial's website, is incorporated into or forms part of this document.

PART IX

THE SCHEME OF ARRANGEMENT

**IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT**

No 4239 of 2015

**IN THE MATTER OF ENABLES IT GROUP PLC
and
IN THE MATTER OF THE COMPANIES ACT 2006
SCHEME OF ARRANGEMENT
(under Part 26 of the Companies Act 2006)**

between

ENABLES IT GROUP PLC

and

**THE HOLDERS OF SCHEME SHARES
(as defined below)**

PRELIMINARY

(A) In this Scheme, references to Clauses are to clauses of this Scheme.

(B) In this Scheme, unless inconsistent with the subject or context, the following expressions bear the following meanings:

“Act”	the Companies Act 2006 as amended;
“Business Day”	a day, not being a Saturday, Sunday or public holiday, on which the clearing banks in London are open for business;
“certificated” or “in certificated form”	included in the relevant register of the share or other security as being held in uncertificated form in CREST;
“Company” or “Enables IT”	Enables IT Group Plc, a company incorporated in England and Wales with company number 03895363;
“Court”	the High Court of Justice in England and Wales;
“Court Meeting”	the meeting and any adjournment thereof, convened pursuant to an order of the Court to consider and if thought fit approve the Scheme (with or without amendment), notice of which is set out in Part XII of the Scheme Document;
“CREST”	the relevant system (as defined in the Regulations of which Euroclear is the Operator (as defined in the Regulations));
“Effective Date”	the date on which the Scheme Court Order is delivered to the Registrar of Companies in England and Wales;
“Euroclear”	Euroclear UK & Ireland Limited;
“Enables IT Shareholders”	holders of Enables IT Shares;
“Enables IT Shares”	ordinary shares of £0.01 each in the capital of the Company;
“holder”	a registered holder, including any person entitled by transmission;

“New 1Spatial Shares”	the new 1Spatial Shares to be issued to Scheme Shareholders in accordance with this Scheme;
“Overseas Shareholder”	a Enables IT Shareholder who is resident in, or a national or citizen of, or has a registered address in, any jurisdiction other than the United Kingdom or who is a nominee of, or a custodian or trustee for, citizen or national of countries other than the United Kingdom;
“Panel”	the Panel on Takeovers and Mergers;
“Regulations”	the Uncertificated Securities Regulations 2001;
“Scheme” or “Scheme of Arrangement”	the Scheme of Arrangement under Part 26 of the Companies Act, in its present form or with or subject to any modification, addition or condition approved or imposed by the Court and agreed to by the Company and 1Spatial;
“Scheme Court Order”	the order of the Court sanctioning the Scheme under Part 26 of the Act;
“Scheme Document”	this document dated 26 June 2015 sent by the Company to the Enables IT Shareholders comprising the particulars required by Part 26 of the Companies Act, of which this Scheme forms part;
“Scheme Court Hearing”	the hearing at which the Scheme Court Order will be sought;
“Scheme Record Time”	6.00 p.m. on the Business Day immediately preceding the Scheme Court Hearing;
“Scheme Shareholders”	the holder of the Scheme Shares;
“Scheme Shares”	<p>Enables IT Shares (excluding any held by 1Spatial or registered in the name of any member of the 1Spatial Group or any person known to the Company to be a nominee for 1Spatial):</p> <ul style="list-style-type: none"> (i) in issue at 6.00 p.m. on the date of the Scheme Document, namely 26 June 2015; (ii) (if any) issued after 6.00 p.m. on the date of the Scheme Document and prior to the Voting Record Time; and (iii) (if any) issued on or after the Voting Record Time and on or before the Scheme Record Time, either on terms that the original or any subsequent holder thereof shall be bound by this Scheme or in respect of which the original or any subsequent holders of such shares are, or shall have agreed in writing to be, bound by this Scheme.
“1Spatial”	1Spatial plc, a company incorporated in England and Wales with company number 05429800;
“1Spatial Group”	1Spatial, its subsidiaries and subsidiary undertakings;
“1Spatial Shares”	ordinary shares of £0.01 each in the capital of 1Spatial;
“1Spatial Shareholders”	holder of 1Spatial Shares from time to time;
“uncertificated” or “uncertificated form”	recorded on the relevant register of the share or security concerned as being held in uncertificated form (that is, in CREST), and title to which, by virtue of the Regulations, may be transferred by means of CREST;

“Voting Record Time”

6.00 p.m. on 16 July 2015, or, in the event that the Court Meeting is adjourned, 6.00 p.m. on the day which is two Business Days before the date appointed for the adjourned meeting.

- (C) At close of business on 25 June 2015 (being the last practicable date prior to posting of the Scheme Document) 27,284,303 Enables IT Shares of £0.01 each in the capital of the Company have been issued and are fully paid and 682,415,354 1Spatial Shares have been issued and are fully paid.
- (D) 1Spatial has agreed to appear by Counsel at the Scheme Court Hearing to consent to the Scheme and to undertake to the Court to be bound thereby and to execute and do or procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by it for the purpose of giving effect to the Scheme.

THE SCHEME

1. Transfer of the Scheme Shares

- 1.1. Upon and with effect from the Effective Date but subject to Clause 2.1, 1Spatial shall acquire all the Scheme Shares with full title guarantee, free from all liens, equities, charges, encumbrances and other interests, and together with all rights at the Effective Date or thereafter attached thereto, including the right to receive and retain all dividends and other distributions (if any).
- 1.2. For the purposes of such acquisition, the Scheme Shares shall be transferred to 1Spatial and/or its nominee(s) and to give effect to such transfers any person may be appointed by the Company to execute as transferor an instrument of transfer of, or give any instructions to transfer, any Scheme Shares and every instrument or instruction of transfer so executed or instruction so given shall be as effective as if it had been executed or given by the holder or holders of the Scheme Shares thereby transferred.
- 1.3. In consideration of the transfer of the Scheme Shares, 1Spatial shall allot and issue the New 1Spatial Shares in accordance with Clause 2.1.
- 1.4. Pending the transfer of Scheme Shares pursuant to Clause 1.2, each Scheme Shareholder irrevocably appoints 1Spatial and/or its nominee(s) as their attorney to exercise any voting rights attached to the Scheme Shares and any or all rights and privileges attaching to the Scheme Shares, to sign any consent to short notice of a general or separate class meeting and on their behalf to execute a form of proxy in respect of such shares appointing any person nominated by 1Spatial to attend general and separate class meetings of the Company and authorises the Company to send to 1Spatial any notice, circular, warrant or other document or communication which may be required to be sent to them as a member of the Company.

2. Consideration for the transfer of the Scheme Shares

- 2.1. In consideration for the transfer of the Scheme Shares to 1Spatial and/or its nominee(s) as provided in Clause 1, 1Spatial shall allot and issue to each person on the register of members at the Scheme Record Time 1.13 New 1Spatial Shares in respect of each Scheme Share then held by such person.
- 2.2. The New 1Spatial Shares will be issued credited as fully paid and will rank *pari passu* in all respects and form one class with the existing 1Spatial Shares and will rank for all dividends made or paid after the Effective Date.
- 2.3. Fractions of New 1Spatial Shares will be rounded down to the nearest whole number of New 1Spatial Shares.
- 2.4. If any holder of Scheme Shares is an Overseas Shareholder and 1Spatial reasonably believes or is advised that the allotment and/or issue of New 1Spatial Shares pursuant to this Clause 2 would be precluded by the laws of any jurisdiction outside the United Kingdom or would require 1Spatial to comply with any governmental or other consent, any registration, filing or other formality with which 1Spatial is unable to comply or compliance with which 1Spatial regards as unduly onerous, then 1Spatial may in its sole discretion either:
 - 2.4.1. determine that no New 1Spatial Shares shall be allotted and/or issued to such holder under this Clause 2, but shall instead be allotted and issued to a nominee appointed by 1Spatial, as trustee for such holder, on terms that the nominee shall, as soon as is practicable following the Effective Date, sell the New 1Spatial Shares so allotted and issued and shall account to such holder for the net proceeds of such sale; or
 - 2.4.2. determine that such New 1Spatial Shares shall be sold, in which case the New 1Spatial Shares shall be issued to such holder and 1Spatial shall appoint a person to act pursuant to this Clause 2.4.2 and such person shall be authorised on behalf of such holder to procure that any shares in respect of which 1Spatial has made such determination shall, as soon as practicable following the Effective Date, be sold.

- 2.5. Any sale under Clause 2.4.1 or 2.4.2 shall be carried out as soon as reasonably practicable following the Effective Date at the best price which can reasonably be obtained at the time of sale and the net proceeds of such sale (after deduction of all expenses and commissions incurred in connection with such sale including any amount in respect of value added tax thereon) shall within 7 days after any such sale be paid to the persons entitled thereof in accordance with their entitlement and the provisions of Clause 3.
- 2.6. To give effect to any sale under Clause 2.4.1 or 2.4.2, the nominee referred to in this Scheme (as the case may be) shall be authorised as attorney on behalf of the person concerned to execute and deliver as transferor an instrument or instruction of transfer and to give such instructions and do all other things which they may consider necessary or expedient in connection with such sale. In the absence of bad faith or wilful default, none of the Company, 1Spatial, the nominee or the person so appointed shall have any liability for any loss or damage arising as a result of the timing or transfer of such sale.

3. Settlement and payments

- 3.1. As soon as practicable after the Effective Date and in any event not more than 14 days thereafter, 1Spatial shall:
- 3.1.1. where at the Scheme Record Time a Scheme Shareholder holds Scheme Shares in certificated form, issue the New 1Spatial Shares to which such Scheme Shareholder becomes entitled under Clause 2.1 in certificated form. Definitive certificates for the New 1Spatial Shares shall be dispatched no later than 14 days after the Effective Date by first class post (or any other method as may be approved by the Panel) to the address appearing in the register of members of the Company at the Scheme Record Time (or, in the case of joint holders, to the holder whose name stands first in such register in respect of the joint holding concerned).
- 3.1.2. where at the Scheme Record Time a Scheme Shareholder holds Scheme Shares in uncertificated form, issue the New 1Spatial Shares to which such Scheme Shareholder becomes entitled under Clause 2.1 in uncertificated form through CREST no later than 14 days after the Effective Date. 1Spatial shall procure that Euroclear is instructed to credit the appropriate stock account in CREST of such Scheme Shareholder with such Scheme Shareholder's entitlement to New 1Spatial Shares. 1Spatial reserves the right to settle all or any part of the entitlement to New 1Spatial Shares due under Clause 2.1 to all or any Scheme Shareholders who hold Scheme Shares in uncertificated form at the Scheme Record Time in the manner referred to in Clause 3.1.1 if for any reason it wishes to do so.
- 3.2. None of the Company, 1Spatial or their nominees or agents shall be responsible for any loss or delay in the transmission of certificates sent in accordance with this Scheme which shall be sent at the risk of the addressee.
- 3.3. Any mandate in force at the Scheme Record Time relating to the payment of dividends on Scheme Shares and each instruction then in force as to notices and other communications shall, unless varied or revoked, be deemed as from the Effective Date to be a valid and effective mandate or instruction to 1Spatial in relation to the corresponding New 1Spatial Shares to be allotted and issued pursuant to the Scheme.
- 3.4. The provisions of this Clause 3 shall take effect subject to any prohibition or condition imposed by law.

4. Certificates and cancellation

- 4.1. With effect from and including the Effective Date:
- 4.1.1. all certificates representing Scheme Shares shall cease to be valid for any purpose and each Scheme Shareholder shall be bound at the request of the Company to deliver up the same to the Company or to any person nominated by the Company for cancellation; and

4.1.2. in respect of those Scheme Shareholders holding Scheme Shares in uncertificated form, Euroclear shall be instructed to cancel such holders' entitlement to such Scheme Shares.

5. Effective Date

- 5.1. This Scheme shall become effective in accordance with its terms as soon as a copy of the Scheme Court Order has been delivered to the Registrar of Companies.
- 5.2. Unless this Scheme shall become effective in accordance with its terms on or before 31 December 2015 or such later date, if any, as the Company and 1Spatial may, with the consent of the Panel, agree and the Court may allow, this Scheme shall never become effective.

6. Modification

- 6.1. The Company and 1Spatial may jointly consent on behalf of all persons affected to any modification of, or addition to, this Scheme or to any condition approved or imposed by the Court.

7. Governing law

- 7.1. This Scheme is governed by English law and is subject to the jurisdiction of the English courts.

DATED 26 June 2015

PART X
NOTICE OF COURT MEETING

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT
Mr Registrar Baister

No 4239 of 2015

IN THE MATTER OF ENABLES IT GROUP PLC
and
IN THE MATTER OF THE COMPANIES ACT 2006

NOTICE IS HEREBY GIVEN that, by an order dated 25 June 2015 made in the above matter, the Court has given Enables IT Group Plc (the “**Company**”) permission to convene a meeting (the “**Court Meeting**”) of the holders of the ordinary shares of £0.01 in the capital of the Company (“**Enables IT Shares**”) other than 1Spatial plc (“**1Spatial**”) or any subsidiary undertaking or nominee of 1Spatial, for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the “**Scheme**”) proposed to be made between the Company and the holders of Scheme Shares (as defined in the Scheme) and that such Court Meeting will be held at the offices of Brown Rudnick LLP, 8 Clifford Street London W1S 2LQ at 10.00 a.m. on 20 July 2015 at which time and place all such holders of Enables IT Shares (“**Shareholders**”) are requested to attend.

For the purposes of the Court Meeting, Marcus Hanke, CEO of 1Spatial, will not be entitled to vote his Enables IT Shares at the Court Meeting but will instead consent to be bound by the Scheme.

A copy of the Scheme and a copy of the Explanatory Statement required to be furnished pursuant to section 897 of the Companies Act 2006 are incorporated in the document of which this notice forms part.

Voting at the Court Meeting will be conducted by poll rather than on a show of hands.

The Court has appointed Michael Walliss or failing him Miles Johnson or failing them Mark Elliott to act as chairman of the Court Meeting, and has directed the Chairman to report to the Court the result of the Court Meeting.

The Scheme will be subject to the subsequent sanction of the Court.

Notes

1. As a Shareholder of the Company, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the Court Meeting and you should have received a BLUE proxy form with this notice of Court Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. **Completion and return of a proxy form will not prevent you from attending and voting in person at the Court Meeting, or any adjournment thereof, if you wish to do so. If you have appointed a proxy and attend the Court Meeting in person and vote, your proxy appointment will automatically be terminated.**
2. A proxy does not need to be a Shareholder of the Company but must attend the Court Meeting to represent you. Details of how to appoint the Chairman of the Court 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 Court Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. 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.
4. If you do not give your proxy an indication of how to vote on the resolution, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the Court Meeting.
5. The notes to the proxy form explain how to direct your proxy how to vote on the resolution.
6. To appoint a proxy using the proxy form, the form must be (i) completed and signed; (ii) sent or delivered to Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL and received by the registrars by 10.00 a.m. on 16 July 2015 or, if the Court Meeting is adjourned, no later than 48 hours (excluding non-Business Days) before the appointed time of the adjourned Court Meeting. **If the BLUE form of proxy for use at the Court Meeting has not been lodged with the Registrars by such time, the BLUE form of proxy may be handed to the Chairman or to the registrars at the Court Meeting or adjourned Court Meeting.**

7. To be entitled to attend and vote at the Court Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company by 6.00 p.m. on 16 July 2015 (or, in the event of any adjournment, by 6.00 p.m. on the date that is two Business Days prior to the time of the adjourned Court 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 Court Meeting or adjourned Court Meeting.
8. 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.
9. 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 apply in relation to amended instructions; **but note that if you have not lodged your amended instructions by the cut-off time your amended instructions may be handed to the Chairman or to the Registrars at the Court Meeting.**
10. 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 Registrar. If you submit more than one valid proxy appointment, the appointment executed last before the latest time for the receipt of proxies will take precedence.
11. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods (i) by sending a signed hard copy notice clearly stating that you revoke your proxy appointment to the Company Secretary; (ii) 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; and (iii) **note that if the revocation notice has not been received by the Company by 10.00 a.m. on 16 July 2015 or by the cut-off time for proxy instructions for the adjourned Court Meeting, it may be handed to the Chairman or to the Registrars at the Court Meeting or adjourned Court Meeting.**
12. Except as provided above, Shareholders who have general queries about the Court Meeting should contact the Company's Registrars at the following address, Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL or on 01252 821390 (no other methods of communication will be accepted).
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Court Meeting and any adjournment(s) thereof 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.
14. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with CREST's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or to 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 issuer's agent (ID 7RA36) by 10.00 a.m. on 16 July 2015. 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 issuer'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.
15. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CREST 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.
16. 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.
17. As an alternative to appointing a proxy, a Shareholder which is a corporation may vote by corporate representative in accordance with the Companies Act 2006.

PART XI

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting (“**General Meeting**”) of Enables IT Group PLC (“**the Company**”) will be held at the offices of Brown Rudnick LLP at 8 Clifford Street, London W1S 2LQ on 20 July 2015 at 10.15 a.m. (or, if later, as soon thereafter as the Court Meeting (as defined in the Scheme of Arrangement referred to below) convened pursuant to the order of the Court for 10.00 a.m. on the same day and at the same place shall have concluded or been adjourned) to consider and, if thought fit, pass the following resolution as a special resolution:-

SPECIAL RESOLUTION

1. THAT for the purpose of giving effect to the Scheme of Arrangement dated 26 June 2015 (the “**Scheme**”) proposed to be made between the Company and holders of Scheme Shares (as defined in the Scheme), a print of which has been produced to this meeting and for the purposes of identification signed by the Chairman of this meeting, in its original form, or with or subject to any modification, addition or condition approved or imposed by the Court and agreed to by the Company and 1Spatial plc:
 - 1.1. the directors of the Company be and are hereby authorised to take all such actions as they may consider necessary or appropriate for carrying the Scheme into effect; and
 - 1.2. with effect from the passing of this resolution the articles of association of the Company be amended by the adoption and inclusion of the following new Article 133:

“Scheme of Arrangement

133.1 In this Article, references to the “**Scheme**” are to the Scheme of Arrangement dated 26 June 2015 under Part 26 of the Companies Act 2006 between the Company and the holders of Scheme Shares (as defined in the Scheme), (in its form at that date or with or subject to any modification, addition or condition approved or imposed by the Court and agreed to by the Company and 1Spatial PLC (“**1Spatial**”)) and, save as defined in this Article, expressions defined in the Scheme or, if not so defined in the Scheme, defined in the Scheme Document of which the Scheme formed part, shall have the same meanings where used in this Article 133.

133.2 Notwithstanding any other provision of these Articles, if the Company issues any ordinary shares (other than to 1Spatial or any person identified by written notice to the Company as its nominee(s) and/or subsidiary) after the adoption of this Article 133 but on or before the Scheme Record Time, such shares shall be issued subject to the terms of the Scheme and shall be Scheme Shares for the purposes of the Scheme and the original or any subsequent holder or holders of such shares shall be bound by the Scheme accordingly.

133.3 Notwithstanding any of the provisions of these Articles and subject to the Scheme becoming effective, if the Company issues any ordinary shares to any person (other than 1Spatial or any person identified by written notice to the Company as its nominee(s) and/or subsidiary) (a “**New Member**”) after the Scheme Record Time (“**Post-Scheme Shares**”), such Post-Scheme Shares will be immediately transferred, free of all encumbrances, to 1Spatial, or as 1Spatial may direct, in consideration for the issue by 1Spatial to the New Member of such number of New 1Spatial Shares as would have been issued to such New Member pursuant to the Scheme (as it may be modified or amended in accordance with its terms) had such Post-Scheme Shares been Scheme Shares. The issue of New 1Spatial Shares in respect of any Post-Scheme Shares transferred under this Article 133 shall be made within 14 days of the transfer of the Post-Scheme Shares to 1Spatial and/or its nominee(s).

133.4 On any reorganisation of, or material alteration to, the share capital of the Company (including without limitation, any sub-division and/or consolidation) after the Effective Date, the number of New 1Spatial Shares to be issued under Article 133.3 shall be adjusted by the directors of 1Spatial in such manner as the auditors of the Company may determine to be appropriate to reflect such reorganisation or alteration.

133.5 In order to give effect to any transfer required by Article 133.3 above, the Company may appoint any person as agent for the New Member to transfer the Post-Scheme Shares to 1Spatial and/or its nominee(s) and do all such other things and execute and deliver all such documents as may, in the opinion of the agent, be necessary or desirable to register 1Spatial and/or its nominee(s) as the holder(s) of the Post-Scheme Shares, and pending such registration to exercise all such rights attaching to the Post-Scheme Shares as 1Spatial may direct and to receive any distribution or other benefit accruing or payable in respect thereof. If such an agent is so appointed, the New Member shall not thereafter (except to the extent that such an agent fails to act in accordance with the direction of 1Spatial) be entitled to exercise any rights attaching to the Post-Scheme Shares, and then shall do so at the direction of 1Spatial, unless so agreed by 1Spatial.

133.6 The Company shall not be obliged to issue a certificate to a New Member for any Post-Scheme Shares.”

By Order of the Board

Mark Newbould
Company Secretary

26 June 2015

Registered Office:
Unit 5 Mole Business Park
Randalls Road
Leatherhead
Surrey KT22 7BA

Notes

1. As a Shareholder of the Company, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a WHITE proxy form with this notice of General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. **Completion and return of a proxy form will not prevent you from attending and voting in person at the General Meeting, or any adjournment thereof, if you wish to do so. If you have appointed a proxy and attend the General Meeting in person and vote, your proxy appointment will automatically be terminated.**
2. A proxy does not need to be a Shareholder of the Company but must attend the General Meeting to represent you. Details of how to appoint the Chairman of the General 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 General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. 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.
4. If you do not give your proxy an indication of how to vote on the resolution, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the General Meeting.
5. The notes to the proxy form explain how to direct your proxy how to vote on the resolution or withhold their vote.
6. To appoint a proxy using the proxy form, the form must be (i) completed and signed; (ii) sent or delivered to Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL clearly marked “General Meeting Proxy Return”; and (iii) received by the registrars by 10.15 a.m. on 16 July 2015 or, if the General Meeting is adjourned, no later than 48 hours (excluding non-Business Days) before the appointed time of the adjourned General Meeting. **Note that proxy forms for the General Meeting that are not lodged with the registrars by such time cannot be handed to the Chairman, or to the registrars, prior to the start of the General Meeting or adjourned General Meeting.**

7. To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company by 6.00 p.m. on 16 July 2015 (or, in the event of any adjournment, by 6.00 p.m. on the date that is two Business Days prior to the time of the adjourned General 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 General Meeting or adjourned General Meeting.
8. 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.
9. 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 apply in relation to amended instructions; **note that any amended proxy appointment received after the relevant cut-off time will be disregarded and that amended instructions may not be handed to the Chairman or the registrars prior to the start of the General Meeting.**
10. 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 Registrar. If you submit more than one valid proxy appointment, the last executed proxy will take precedence.
11. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods (i) by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Registrar; (ii) 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; and (iii) **note that the revocation notice must be received by the Registrar by 10.15 a.m. on 16 July 2015 or, if the General Meeting is adjourned, no later than 48 hours (excluding non-Business Days) before the appointed time of the adjourned General Meeting and cannot be handed to the Chairman or to the registrars prior to the start of the General Meeting or adjourned General Meeting.**
12. Except as provided above, Shareholders who have general queries about the General Meeting should contact the Company's Registrars at the following address, Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL or on 01252 821390 (no other methods of communication will be accepted).
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof 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.
14. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with CREST's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or to 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 issuer's agent (ID 7RA36) by the latest time(s) for receipt of proxy appointments specified in the notice of General 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 issuer'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.
15. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CREST 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.
16. 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.
17. As at 25 June 2015 (being the last business day prior to the date of this Notice) the Company's issued share capital consists of 27,284,303 ordinary shares of 1p, carrying one vote each. Therefore, the total voting rights in the Company as at 25 June 2015 are 27,284,303.

