



ASX RELEASE

13 March 2020

APPENDIX 3Y – MR ROSS NORGARD

In accordance with ASX Listing Rule 3.19A.2, Nearmap Ltd (ASX: NEA) provides an Appendix 3Y for Mr Ross Norgard.

Mr Norgard has entered into a new margin loan facility with Equities First Holdings LLC (**Equities First (Loan)**). To secure repayment of the Loan, Mr Norgard has transferred registered ownership of 2.5 million ordinary Nearmap shares (**Secured Shares**) to Equities First.

As at the date of this announcement, the Secured Shares represent less than 0.55% of Nearmap's total issued share capital, and a small portion (approximately 9.01%) of Mr Norgard's total Nearmap shareholding.

The term of the Loan is two years. Under the terms of the Loan, Equities First will only exercise any rights it may have to vote the Secured Shares as directed by Mr Norgard from time to time. The Secured Shares will be returned to Mr Norgard on repayment of the Loan, in accordance with the terms of the Loan.

In addition, registered ownership of a further 9,195 Shares has been transferred to Equities First following a margin call under Mr Norgard's existing facility with Equities First, as announced on 23 October 2019.

Mr Norgard retains a relevant interest in 27,738,921 shares.

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Authorised by:
Shannon Coates
Company Secretary

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VIEW THE WORLD, SO THEY CAN
PROFOUNDLY CHANGE THE WAY
THEY WORK.**

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Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Nearmap Limited
ABN	37 083 702 907

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Ross Norgard
Date of last notice	23 December 2019

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Shares held by Longfellow Nominees Pty Ltd as trustee for the Aeolus Trust, of which Mr Norgard is a director and beneficiary of the trust.
Date of change	11 - 12 March 2020

+ See chapter 19 for defined terms.

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Appendix 3Y
Change of Director's Interest Notice

<p>No. of securities held prior to change</p>	<p>Direct 1,040,000 fully paid ordinary shares (40,000 held beneficially for son Saxon Norgard).</p> <p>Indirect 26,698,921 fully paid ordinary shares¹.</p> <p>1. 4,178,046 shares held by Longfellow Nominees Pty Ltd as trustee for the Norgard Super Fund, of which Mr Norgard is a director and beneficiary of the fund;</p> <p>21,520,875 shares held by Longfellow Nominees Pty Ltd as trustee for the Aeolus Trust, of which Mr Norgard is a director and beneficiary of the trust; and</p> <p>1,000,000 shares (Secured Shares) held by Equities First Holdings LLC (Equities First) under a margin loan facility (Loan), announced 23 October 2019. Under the terms of the Loan, Equities First will only exercise any rights it may have to vote the Secured Shares as directed by Mr Norgard from time to time. The Secured Shares will be returned to Mr Norgard on repayment of the Loan, in accordance with the terms of the Loan.</p>
<p>Class</p>	<p>Fully Paid Ordinary Shares</p>
<p>Number acquired</p>	<p>0</p>
<p>Number disposed</p>	<p>2,509,195</p>
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>2,500,000 Shares transferred pursuant to a loan facility with the loan amount equal to 63% Loan to Value Ratio (estimated to be up to approximately \$2.2 million)</p> <p>9,195 Shares transferred pursuant to call under margin loan facility.</p>

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<p>No. of securities held after change</p>	<p>Direct 1,030,805 fully paid ordinary shares (40,000 held beneficially for son Saxon Norgard).</p> <p>Indirect 26,698,921 fully paid ordinary shares¹.</p> <p>1. 4,178,046 shares held by Longfellow Nominees Pty Ltd as trustee for the Norgard Super Fund, of which Mr Norgard is a director and beneficiary of the fund;</p> <p>19,020,875 shares held by Longfellow Nominees Pty Ltd as trustee for the Aeolus Trust, of which Mr Norgard is a director and beneficiary of the trust.</p> <p>3,509,195 shares (Secured Shares) held by Equities First Holdings LLC (Equities First) under margin loan facilities (Loans), announced 23 October 2019 and 13 March 2020. Under the terms of the Loan, Equities First will only exercise any rights it may have to vote the Secured Shares as directed by Mr Norgard from time to time. The Secured Shares will be returned to Mr Norgard on repayment of the applicable Loan, in accordance with the terms of the Loan.</p>
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Off-market transfer of 2,500,000 Fully Paid Ordinary Shares to Equities First Holdings LLC for security purposes pursuant to a Master Loan Agreement, Deed of Security and Share Possession Agreement.</p> <p>Off-market transfer of 9,195 Fully Paid Ordinary Shares to Equities First Holdings LLC pursuant to call under margin loan facility.</p>

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<p>Detail of contract</p>	<p>Master Loan Agreement, Deed of Security and Share Possession Agreement</p>
<p>Nature of interest</p>	<p>Mr Norgard has entered into a Master Loan Agreement, Deed of Security and Share Possession Agreement in respect of a portion of his shareholding in Nearmap Limited</p>
<p>Name of registered holder (if issued securities)</p>	<p>HSBC Custody Nominees (Australia) Pty Ltd (custodian for Equities First Holdings LLC)</p>

+ See chapter 19 for defined terms.

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Date of change	11 March 2020
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

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