



# NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

## **Date of Meeting**

16 November 2017

## **Time of Meeting**

10.00 am (Sydney time)

## **Place of Meeting**

Warrane Theatre Room  
Museum of Sydney  
Cnr Phillip and Bridge Streets  
Sydney, NSW 2000

## **A Proxy Form is enclosed**

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting please complete and return the enclosed Proxy Form in accordance with the specified directions.

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## INVITATION FROM THE CHAIRMAN

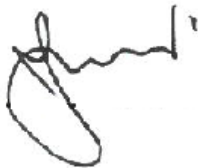
17 October 2017

Dear Shareholder

I have the pleasure of inviting you to the 2017 Annual General Meeting of Shareholders of Nearmap Ltd, to be held at the Warrane Theatre Room, Museum of Sydney, Cnr Phillip and Bridge Streets, Sydney, NSW at 10.00 am (Sydney time) on 16 November 2017. The Notice of Annual General Meeting, including Proxy Form, is enclosed.

Your vote is important and therefore if you are unable to attend the meeting, I encourage you to complete and return the enclosed Proxy Form. You may appoint an individual of your choice as your proxy or, if you prefer, you may appoint the person chairing the meeting as your proxy. Your completed Proxy Form must be lodged with Nearmap Ltd's share registry, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001 or by fax to 1800 783 447 or (61 3) 9473 2555 by 10.00 am (Sydney time) on 14 November 2017 (48 hours before the commencement of the meeting) to be valid. More detailed instructions regarding the completion and lodgement of the Proxy Form can be found in the Notice of Annual General Meeting.

I look forward to welcoming you to the meeting.

A handwritten signature in black ink, appearing to read 'Peter James', with a large loop at the end.

Peter James  
Non-Executive Chairman

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# Nearmap Ltd

ABN 37 083 702 907

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2017 Annual General Meeting of Shareholders of Nearmap Ltd ABN 37 083 702 907 ("Company") will be held at the Warrane Theatre Room, Museum of Sydney, Cnr Phillip and Bridge Streets, Sydney, NSW, on 16 November 2017 at 10.00 am (Sydney time) for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

### ITEMS OF BUSINESS

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#### Financial Reports

To receive and consider the financial statements of the Company for the financial year ended 30 June 2017, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

#### Resolution 1 – Non Binding Resolution to adopt Remuneration Report

To consider and, if thought fit, pass the following resolution as a **non-binding ordinary resolution**:

*"That the Remuneration Report as set out in the Company's financial statements for the financial year ended 30 June 2017 be adopted."*

**Note:** The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

#### Voting Exclusion Statement

In accordance with the requirements of the Corporations Act, a vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Key Management Personnel listed in the Company's Remuneration Report and whose remuneration details are included in the Remuneration Report, or their Closely Related Parties. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the resolution or the proxy is the chair of the Meeting and the appointment of the chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
- (b) it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 1 unless:

- (a) the appointment specifies the way the proxy is to vote on Resolution 1 (eg. for, against, abstain); or
- (b) the proxy is the chair of the Meeting and the appointment expressly authorises the chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the chair intends to vote any undirected proxies in favour of Resolution 1.

Shareholders may also choose to direct the chair to vote against Resolution 1 or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

#### Resolution 2 – Re-election of Ms Susan Klose as a Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That Ms Susan Klose, who was appointed as a director of the Company on 14 August 2017 and who retires in accordance with clause 6.1(e) of the Constitution and, being eligible, offers herself for election, be re-elected as a Director of the Company."*

#### Resolution 3 – Re-election of Mr Cliff Rosenberg as a Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That Mr Cliff Rosenberg, who retires in accordance with clause 6.1(f) of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

**Resolution 4 – Approval of grant of Director Options to Dr Rob Newman for the 2018 financial year**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the grant of Director Options to a value of \$260,000 for the financial year ended 30 June 2018 to Dr Rob Newman (or his nominee), on the terms and conditions set out in the Explanatory Memorandum (including Annexure A to the Explanatory Memorandum).*

**Voting Exclusion Statement**  
 The Company will disregard any votes cast on Resolution 4 by Dr Rob Newman and any Associate of Dr Rob Newman. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 4 unless:

- (a) the appointment specifies the way the proxy is to vote on Resolution 4; or
- (b) the proxy is the chair of the Meeting and the appointment expressly authorises the chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the chair intends to vote any undirected proxies in favour of Resolution 4.

Shareholders may also choose to direct the chair to vote against Resolution 4 or to abstain from voting.

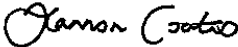
If you are a Restricted Voter and purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

**OTHER BUSINESS**

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Capitalised terms used in this Notice are defined on page 7 of the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

**By order of the Board**



**Shannon Coates**  
Company Secretary  
Dated: 17 October 2017

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## How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting or by submitting their proxy appointment and voting instructions by post or facsimile to the Company's share registry as outlined below.

## Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 10 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and attendances recorded. A properly executed original (or certified copy) of an appropriate power of attorney under which an attorney has been authorised must be lodged with the Company's share registry by 10.00 am (Sydney time) on 14 November 2017 (48 hours before the commencement of the Meeting).

## Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The original evidence of appointment (or certified copy) should be produced for admission to the meeting.

## Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolutions 1, and 4, if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- If a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the Meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the Meeting, the Chairman of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed resolutions. These rules are explained in this Notice.
- To be effective, proxies must be lodged by 10.00 am (Sydney time) on 14 November 2017 (48 hours before the commencement of the Meeting). Proxies lodged after this time will be invalid.
- Proxies may be lodged using any of the following methods:

### Online:

At  
[www.investorvote.com.au](http://www.investorvote.com.au)

### By Mobile:

Scan the QR Code on your Proxy form and follow the prompts

### By Mail to:

Computershare Investor Services Pty Ltd  
GPO Box 242  
Melbourne Victoria 3001  
Australia

### By Facsimile Transmission to:

1800 783 447 (within Australia) or  
+61 3 9473 2555 (outside Australia)

### Custodian Voting

For Intermediary Online subscribers only (custodians) please visit  
[www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

The proxy form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 10.00 am (Sydney time) on 14 November 2017 (48 hours before the commencement of the meeting). If facsimile transmission is used, the power of attorney must be certified.

**Shareholders who are entitled to vote**

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 7.00pm (Sydney time) on 14 November 2017.

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**Nearmap Ltd**  
**ABN 37 083 702 907**

**EXPLANATORY MEMORANDUM**

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting of Nearmap Ltd (**Nearmap** or the **Company**).

**FINANCIAL REPORTS**

The first item of the Notice of Annual General Meeting (**Notice**) deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2017 together with the Directors' declaration and report in relation to that financial year and the auditor's report on those financial statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the financial reports and accounts and on the management of the Company.

The Chairman will also provide shareholders a reasonable opportunity to ask the auditor or the auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the independent audit report;
- (c) the accounting policies adopted by the Company in relation to the preparation of accounts; and
- (d) the independence of the auditor in relation to the conduct of the audit.

The Chairman will also allow a reasonable opportunity for the auditor or their representative to answer any written questions submitted to the auditor under section 250PA of the Corporations Act (which requires questions to be submitted no later than 5 business days prior to the Meeting).

**RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

In accordance with section 250R(2) of the Corporations Act the Company is required to put to its shareholders a resolution that the Remuneration Report as disclosed in the Company's statutory accounts for the financial year ended 30 June 2017 (a copy of which was released to ASX on 23 August 2017) be adopted.

The Remuneration Report is set out in the Company's 2017 statutory accounts and Annual Report and is also available on the Company's website ([www.nearmap.com](http://www.nearmap.com)).

The vote on the Resolution is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**spill resolution**) to approve calling a general meeting (**spill meeting**). If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene a spill meeting within 90 days of the second Annual General Meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the CEO, will need to stand for re-election at the spill meeting if they wish to continue as Directors.

The Remuneration Report for the financial year ended 30 June 2016 did not receive a vote of more than 25% against its adoption at the Company's last annual general meeting held on 17 November 2016. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report, it will not result in the Company putting a spill resolution to Shareholders. However, a spill resolution will be required if the Remuneration Report placed before the 2018 Annual General Meeting receives a vote of more than 25% against its adoption.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to Directors and other Key Management Personnel, sets out remuneration details for each member of the Key Management Personnel and any service agreements and sets out the details of any equity based compensation.

The Chairman will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

**Voting**

A voting exclusion applies to Resolution 1 the terms of which are set out in the Notice.

Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this Resolution.

**RESOLUTION 2 – ELECTION OF MS SUSAN KLOSE AS A DIRECTOR**

Clause 6.1(d) of the Constitution states that, subject to clause 6.1(a), the Directors may appoint any natural person to be a Director, either as an addition to the existing Directors or to fill a casual vacancy. Clause 6.1(e) of the Constitution provides that a Director, other than the Managing Director, appointed under rule 6.1(d) must retire from office at the next annual general meeting following his or her appointment.

Ms Klose was appointed to the Board on 14 August 2017 to act as Non-Executive Director. In accordance with Clause 6.1(d) of the Constitution, Ms Klose seeks re-election as a Director at this Annual General Meeting.

Ms Klose is an experienced senior executive and board director, with a diverse background in Software as a Service (SaaS) businesses with a focus on digital strategy, corporate development, partnerships and business growth in Australia and the US. Ms Klose was previously the Chief Marketing Officer of GraysOnline, where she was responsible for brand development, marketing operations and digital product strategy. In prior roles in consulting and global media companies including News Ltd, Ms Klose has led strategic planning and development and is passionate about helping teams continually seek new opportunities for growth and innovation.

As Director of Digital Corporate Development for News Ltd, Ms Klose screened hundreds of potential investments, leading multiple acquisitions, establishing the CareerOne and Carsguide joint ventures, and holding multiple board roles in high-growth digital and SaaS business.

Ms Klose has an MBA with honours in Finance, Strategy and Marketing from the J.L. Kellogg School of Management at Northwestern University Chicago, and a Bachelor of Science in Economics from the Wharton School of the University of Pennsylvania. With a strong interest in lifelong learning and development, Ms Klose is currently a Non-executive Director of Aftercare, one of Australia's largest mental health care providers, and is Board Chair for 10thousandgirl, a social enterprise focused on financial literacy for young women.

**Directors' recommendation**

The Directors (other than Ms Klose) recommend that Shareholders vote in favour of this resolution.

**RESOLUTION 3 – RE-ELECTION OF MR CLIFF ROSENBERG AS A DIRECTOR**

Pursuant to Clause 6.1(f) of the Constitution, Mr Cliff Rosenberg, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Clifford Rosenberg is the former Managing Director for LinkedIn South East Asia, Australia and New Zealand. LinkedIn is the world's largest professional network with over 160m members around the globe of which over 3m are in Australia. In this role, Mr Rosenberg's focus is driving awareness and uptake of LinkedIn's products, including recruitment and marketing solutions. Since January 2010, Mr Rosenberg has set up offices in Sydney, Melbourne and Perth, growing the local team to more than 80 staff, including sales, marketing and public relations personnel.

Mr Rosenberg has a distinguished 20-year career in the digital space, both as an entrepreneur and executive. Mr Rosenberg was formerly the Managing Director of Yahoo! Australia and New Zealand where he was responsible for all aspects of the local operation for more than three years. He holds a number of directorships including Australia's leading online restaurant booking platform, Dimmi.com.au.

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Prior to joining Yahoo!, Mr Rosenberg was the Founder and Managing Director of iTouch Australia and New Zealand, a leading wireless application service provider. Mr Rosenberg grew the Australian office to one of the largest mobile content and application providers in Australia with key partnerships with companies such as Ninemsn, Yahoo!, Telstra and Vodafone. Previously, Mr Rosenberg was head of corporate strategy for Vodafone Australasia and also served as an international management consultant with Gemini Consulting and Bain Consulting. Mr Rosenberg earned a Master of Science degree in management as well as Bachelor's degree of business science in economics and marketing.

Mr Rosenberg is the Chair of the Company's Nomination and Remuneration Committee and is a member of the Audit and Risk Committee.

**Directors' recommendation**

The Directors (other than Mr Rosenberg) recommend that Shareholders vote in favour of this resolution.

**RESOLUTION 4 – APPROVAL OF THE GRANT OF DIRECTOR OPTIONS TO DR ROB NEWMAN FOR THE 2018 FINANCIAL YEAR**

Resolution 4 seeks approval, for the purposes of Listing Rule 10.11 and for all other purposes, for the grant of Director Options to a value of \$260,000 to Dr Rob Newman (or his nominee) in respect of the 2018 financial year.

**Overview of CEO remuneration arrangements for the 2018 financial year**

Dr Newman's remuneration package for the 2018 financial year has been set by the Board, on the recommendation of its Nomination and Remuneration Committee, with the objectives of:

- aligning Dr Newman's interests with the interests of other Shareholders;
- ensuring that Dr Newman's remuneration is competitive and aligned with market remuneration; and
- encouraging the achievement of performance goals and continued growth of the Company's business and shareholder value.

The non-executive Directors of the Company consider that the remuneration package for Dr Newman for the financial year ended 30 June 2018, including the proposed grant of Director Options to Dr Newman, is reasonable and appropriate having regard to the circumstances of the Company and Dr Newman's duties and responsibilities.

The number of Director Options to be issued to Dr Newman (or his nominee) has been determined by the Board, having regard to the remuneration practices of companies of a similar size and industry sector.

**Current security holdings in the Company**

Set out below are details of Dr Newman's relevant interest in Shares and Options as at the date of this Notice:

Director	Number of Shares	Number of Options over Shares
Dr Rob Newman, or his Associates	6,000,000 <sup>1</sup>	4,000,000 <sup>2</sup>

1. 3,145,000 Shares held by Venture Skills Pty Ltd as trustee for The Newman Family A/C of which Dr Newman is the sole director and sole shareholder, and is a beneficiary of The Newman Family A/C and 2,855,000 Shares held by Lively Enterprises Pty Ltd as trustee for Newman Retirement Fund A/C of which Dr Newman is a director and the sole shareholder, and is a beneficiary of the Newman Retirement Fund A/C.
2. Options held by Lively Enterprises Pty Ltd as trustee for Newman Retirement Fund A/C of which Dr Newman is a director and the sole shareholder, and beneficiary of Newman Retirement Fund comprising:
  - a. 2,000,000 Options exercisable at \$0.56 each and vesting in equal tranches on the date that is 24 months and 36 months from the date of issue on 30 November 2015, and expiring 30 November 2019; and
  - b. 2,000,000 Options exercisable at \$1.06 each and vesting in equal tranches on the date that is 12 months, 24 months and 36 months from the date of issue on 2 December 2016 and expiring 2 December 2020.

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### Dr Newman's total remuneration package

Dr Newman's total remuneration package for the 2018 financial year (including the total financial benefit to be received by Dr Newman as a result of the grant of the Director Options the subject of Resolution 4) is as follows:

Director	Total fixed remuneration (ie, annual base salary plus superannuation)	Short term incentive	Long term incentive
Dr Rob Newman	\$520,000	A bonus of up to a maximum of \$260,000 being 25% of Dr Newman's total remuneration package at Board's discretion and based on performance milestones.	Grant of Director Options to the value of \$260,000, being 25% of Dr Newman's total remuneration package.

Of Dr Newman's total remuneration package, 50% is 'at risk' and subject to the achievement of short term incentive and long term incentive performance hurdles.

### Valuation of Director Options

The Company has valued the Director Options which are proposed to be granted to Dr Newman using the Black Scholes Model. The value of an option calculated by the Black Scholes Model is a function of a number of variables. The valuation of the Director Options has been prepared using the following assumptions:

Variable	
Share price	\$0.61
Exercise price	\$0.70
Expected life	4 years
Risk-free interest rate	2.12%
Volatility	59.64%
Time (years to expiry)	48 months
Vesting Condition	36 months
Dividend Yield	0%

The Company has calculated the value of each Director Option based on the following assumptions:

- the underlying value of each Share the subject of a Director Option has been valued based on the ASX's closing price of the Shares of \$0.61 on 13 September 2017;
- the exercise price of each Director Option as at their date of issue will be the higher of \$0.70 and the five-day volume weighted average price of the Shares as traded on ASX over the five trading days prior to the date of the Meeting;
- risk free rate of return – 2.12% derived from the implied zero coupon yield from Australian government bonds as at 13 September 2017;
- volatility of the Share price of 59.64%, as determined from the historic volatility of the market price of the Shares, as traded on ASX, and the mean reversion tendency of volatilities;
- no adjustment has been made to the fair value of the Director Options for potential dilution; and
- the "Expected life" and "Risk-free interest rate" reflect that the Director Options are not subject to an employee loan scheme that permits the Company to grant financial assistance to employees (including salaried Directors) (or their permitted nominees) by way of a loan to enable them to exercise options and acquire Shares.

Based on the above assumptions, it is considered that the estimated average value of the Director Options to be granted to Dr Newman is \$0.2433 per Director Option.

Any change in the variables applied in the Black Scholes calculation between the date of the valuation and the date the Director Options are issued would have an impact on their value.

### KEY TERMS AND CONDITIONS OF THE DIRECTOR OPTIONS TO BE GRANTED TO DR NEWMAN

The key terms and conditions of the Director Options proposed to be granted to Dr Newman are set out below and in Annexure A to this Explanatory Memorandum.

The Director Options proposed to be issued to Dr Newman are **not** being issued under the Plan and are being issued on the terms as set out below and in Annexure A.

**Amount of grant**

In accordance with the remuneration package approved by the Board for the 2018 financial year, Dr Newman is entitled to the grant of Director Options equal to 25% (being \$260,000) of his total remuneration package which is \$1,040,000.

The maximum number of Director Options to be issued to Dr Newman will be determined by dividing the entitlement (ie. \$260,000) by the value of a Director Option (which will be determined using a Black Scholes valuation methodology on the business day prior to the date of the Meeting). The formula for calculating the number of Director Options to be issued to Dr Newman is set out below:

The maximum number of Director Options to be issued to Dr Newman will be calculated by dividing the value of the Director Options which Dr Newman is proposed to be granted pursuant to this Resolution 4 (being \$260,000) by the value given to one Director Option using the Black Scholes Model (calculated in accordance with the methodology described above under the heading 'Valuation of Director Options') on the business day prior to the date of the Meeting. For example, if the value of a Director Option (calculated using the Black Scholes Model) was \$0.2433 on the business day prior to the date of the Meeting, the maximum number of Director Options to be issued to Dr Newman pursuant to this Resolution 4 would be 1,068,639 Director Options (being \$260,000 / \$0.2433).

Each Director Option provides an entitlement to one Share on satisfaction of the Vesting Condition (defined below) and payment of the exercise price for the Director Option.

**Exercise price and expiry date**

Each Director Option will have an exercise price that is equal to the higher of:

- \$0.70; or
- the five day volume weighted average price of the Company's Shares as traded on ASX over the five trading days prior to the date of the Meeting.

A Director Option which has become exercisable but which has not been exercised by the date which is four years after the date of grant of the Director Options will automatically lapse.

**Vesting conditions**

Each of the Director Options to be granted to Dr Newman will be subject to a total shareholder return (TSR) growth performance vesting condition. TSR is a measure of the increase in the price of a Share (assuming dividends are reinvested). The number of Director Options that will vest (and become exercisable by Dr Newman) will be determined by reference to the achievement of a percentage of the Company's annual compound growth rate (CAGR) in TSR (Vesting Condition) over the period commencing on the date of grant of the Director Options and ending on the date that is three years from the date of grant of the Director Options (Performance Period) as follows:

CAGR % achieved	% of Director Options which will vest
15%	50%
16%	60%
17%	70%
18%	80%
19%	90%
20%	100%

If the relevant Vesting Condition is satisfied at the end of the Performance Period, the percentage of Director Options that vest in accordance with the above vesting scale will become exercisable.

If the Director Options fail to meet any relevant Vesting Condition set out in the above vesting scale at the end of the Performance Period they will immediately lapse. There will be no re-testing.

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### ***Vesting of Director Options***

Upon vesting of the Director Options, Dr Newman may, by payment of the exercise price for each Director Option at any time up until the date which is four years after the date of grant of the Director Options, exercise the Director Options. On exercise of a Director Option, the Company will either issue Dr Newman with one Share or acquire one Share on-market for Dr Newman. No amount is payable by Dr Newman for the grant of the Director Options. Each Director Option will have an exercise price that is equal to the higher of:

- \$0.70; or
- the five day volume weighted average price of the Company's Shares as traded on ASX over the five trading days prior to the date of the Meeting.

### **INFORMATION REQUIREMENTS – LISTING RULES 10.11 AND 10.13**

Listing Rule 10.11 requires Shareholder approval by ordinary resolution for any issue by a listed company of securities to a related party. Accordingly, Listing Rule 10.11 requires Shareholders to approve the grant of Director Options to Dr Newman.

#### **Listing Rule 10.13**

The following additional information in relation to the Director Options is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) the Director Options will be granted to the Company's CEO, Dr Newman, or his nominee. Dr Newman is a Director;
- (b) the Director Options will be issued on a date which will be no later than 1 month after the date of the Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- (c) the Director Options will be granted for nil cash consideration;
- (d) no funds will be raised by the grant of the Director Options. The funds raised if the Director Options are exercised will be used for working capital purposes; and
- (e) the terms and conditions of the Director Options are set out above and in Annexure A to this Explanatory Memorandum.

If approval is given for the grant of the Director Options under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

#### **Voting**

Note that a voting exclusion applies to Resolution 4. The voting exclusion statement is set out in the Notice of Meeting.

#### **Directors' recommendation**

The Board, other than Dr Newman, consider that the grant of Director Options to Dr Newman to be appropriate in all circumstances and unanimously recommends that Shareholders vote in favour of Resolution 4. Dr Newman declined to make a recommendation about Resolution 4 as he has a material personal interest in the outcome of the Resolution, as they relate to the proposed grant of Director Options.

## GLOSSARY

"**Accounting Standards**" has the meaning given to that term in the Corporations Act;

"**Annual Report**" means the 2017 annual report of the Company.

"**Associate**" has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the "designated body" for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director unless the contrary is established.

"**ASX**" means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"**Board**" means the board of Directors of the Company;

"**CAGR**" means compound annual growth rate;

"**Child Entity**" has the meaning given to that term in the Listing Rules;

"**Closely Related Party**" has the meaning given to that term in the Corporations Act;

"**Company**" or "**Nearmap**" means Nearmap Ltd ABN 37 083 702 907;

"**Constitution**" means the constitution of the Company;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Director**" means a director of the Company;

"**Director Options**" means the Options to be granted to Dr Rob Newman having the terms and conditions set out in in this Explanatory Memorandum and Annexure A;

"**Explanatory Memorandum**" means the explanatory memorandum accompanying this Notice;

"**Key Management Personnel**" has the meaning given to that term in the Accounting Standards;

"**Listing Rules**" means the Listing Rules of the ASX;

"**Meeting**" means the annual general meeting the subject of the Notice;

"**Notice**" means the notice of annual general meeting which accompanies this Explanatory Memorandum;

"**Option**" means an option to acquire a Share;

"**Related Party**" has the meaning given in section 228 of the Corporations Act and includes (among others) the directors of the Company and any entity that controls the Company, and their spouses, parents and children.

"**Resolution**" means a resolution proposed pursuant to the Notice;

"**Restricted Voter**" means Key Management Personnel and their Closely Related Parties;

"**Share**" means a fully paid ordinary share in the capital of the Company;

"**Shareholder**" means a holder of Shares; and

"**TSR**" means total shareholder return.

## ANNEXURE A

### TERMS AND CONDITIONS OF DIRECTOR OPTIONS

#### General Terms:

1. The exercise price of each Director Option will be the amount which is the higher of:
  - (a) \$0.70; or
  - (b) the five day volume weighted average price of the Company's Shares as traded on ASX over the five trading days prior to the date of the 2017 Annual General Meeting,  
  
("Exercise Price").
2. The Director Options will vest, subject to the satisfaction of the vesting conditions which apply to them, on the date which is three years after their date of grant.
3. The Director Options will expire on the date which is four years after their date of grant ("Expiry Date").
4. Each Director Option will, on exercise, confer the right to acquire one Share, which will rank pari passu with existing issued Shares.
5. To the extent possible, the Director Options must be exercised in multiples of 25,000, unless all of the Director Options, to the extent that they have Vested, are being exercised at the relevant time. The exercise of some of the Director Options does not affect the Holder's right to exercise other Director Options at a later time.
6. The Director Options are, once Vested, exercisable by provision of notice in writing by the Holder to the Company ("Notice of Exercise"). The Notice of Exercise may be provided to the Company Secretary (or such other person as the Board designates) at any time after the Vesting Date but on or before the Expiry Date. The notice of Exercise must specify the number of Director Options being exercised and must be accompanied by the Exercise Price (in cleared funds), and the Option Certificate for the Director Options being exercised, for cancellation by Nearmap. Exercise of the Director Options is subject to the Company's Trading Policy.
7. The Company shall issue or procure the transfer of ("allocate") the resultant Shares and deliver the holding statement within 5 Business Days of the exercise of the Director Options in accordance with Term 6 above.
8. The Company will **not** apply for official quotation on ASX of the Director Options.
9. The Company will (if required) in accordance with the Listing Rules make application to have Shares allocated pursuant to the exercise of Director Options listed for official quotation, in any event no later than 15 Business Days after the exercise of the Director Options.
10. In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company (not being a reconstruction referred to in Term 17 below), the number of the Director Options or the Exercise Price of the Director Options or both will be adjusted in accordance with the Listing Rules (if applicable) and in a manner which will not result in any additional benefits being conferred on the Holder which is not conferred on holders of Shares, but in all other respects the terms of exercise will remain the same.
11. A Director Option may not be transferred and lapses immediately on purported transfer, unless the Board in its absolute discretion approves the transfer, or the transfer or transmission is effected by force of law on death or legal incapacity to the Holder's legal personal representative. The Holder may request from the Company that their Director Options are sold to the Company's nominated broker and on terms approved by the Company, instead of being exercised pursuant to these rules
12. Notwithstanding any other terms and conditions, where one of the following events has occurred:
  - (a) the commencement of a Bid Period;

- (b) a Change in Control Event;
- (c) an application under section 411 of the Corporations Act where a court orders a meeting to be held concerning a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company.

the following treatment will apply to the Director Options:

- (a) Vested Director Options may be exercised after the event and prior to the Expiry Date, or such other period specified by the Board (either at the time of the Offer or at the time of the event);
- (b) Unvested Director Options, in respect of which the sale price of Shares as listed on the ASX at the time of the event exceeds the Exercise Price will immediately vest and may be exercised prior to the Expiry Date, or such other period specified by the Board (either at the time of the Offer or at the time of the event);
- (c) Unvested Director Options, in respect of which the sale price of Shares as listed on the ASX at the time of the event is less than the Exercise Price, lapse immediately.

Any Director Options that become exercisable under this Term and are not exercised by the Expiry Date or other relevant period will lapse.

13. If Dr Newman terminates his employment or directorship with the Company or the Company terminates his employment or directorship then:

- (a) any Unvested Director Options immediately lapse; and
- (b) the Holder may exercise any Vested Options held at any time prior to the earlier of the Expiry Date and the date which is 180 days from the date on which either the Company or Dr Newman terminated the employment or directorship. If the Director Options are not exercised within this 180 day period they will lapse.

14. If the employment or directorship is terminated pursuant to section 203B of the Corporations Act:

- (a) any Unvested Director Options immediately lapse; and
- (b) the Holder may exercise any Vested Options which they hold at any time prior to the earlier of the Expiry Date and the date which is 30 days from the date on which Dr Newman's employment or directorship is terminated.

15. If the Holder dies or suffers Total and Permanent Disablement, then the Holder or his legal personal representative may exercise any Vested Options held by the Holder or his legal personal representative during the period of 180 days following the Holder's death or date of disablement but prior to the Expiry Date. During this period the Holder's legal personal representative may:

- (a) elect to be registered as the new Holder of the deceased Holder's Director Options;
- (b) whether or not he becomes so registered, exercise those Director Options as if he were the Holder of them; and
- (c) if the deceased Holder had already given the Company a Notice of Exercise of his Director Options, pay the Exercise Price in respect of those Options.

If the Holder is a Permitted Nominee, then the references to death, Total and Permanent Disablement and legal person representative in this clause are to those of the Dr Newman.

16. A Director Option will immediately lapse:

- For personal use only
- (a) on exercise of the Director Option;
  - (b) if the Director Option has not been previously exercised, on the Expiry Date;
  - (c) at the end of the period referred to in Term 13 above, if such Term applies to the Director Option;
  - (d) at the end of the period referred to in Term 14 above, if such Term applies to the Director Option;
  - (e) at the end of the period referred to in Term 15 above, if such Term applies to the Director Option; or
  - (f) upon the bankruptcy, commencement of winding up or deregistration of the Holder (as appropriate).

17. The following conditions also apply to the Director Options:

- (a) A Holder may only participate in new issues of securities to holders of Shares if the Director Options have been exercised, if that is permitted by their terms, and the Shares in respect of the exercise of the Director Options have been allocated before the date for determining entitlements to the issue. The Company must give notice as required under the Listing Rules to the Holder of any new issue before the record date for determining entitlements to the issue in accordance with the Listing Rules.
- (b) If the Company makes an offer of Shares pro rata to all or substantially all holders of Shares (other than a bonus issue or an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Shares have been allocated in respect of the Director Options before the date for determining entitlements to the pro rata issue, then the Exercise Price of the Director Options will be adjusted in the manner provided for in the Listing Rules.
- (c) If the Company makes a bonus issue of Shares or other securities ("**Bonus Issue**") pro rata to holders of Shares (other than an issue in lieu of or in satisfaction of dividends or by way of dividend reinvestment) and no Shares have been allocated in respect of the Director Options before the date for determining entitlements to the Bonus Issue, then the number of securities over which the Director Options are exercisable will be increased by the number of securities which the Holder would have received if the Director Options had been exercised before the record date for the Bonus Issue ("**Bonus Shares**"). The Bonus Shares must be paid up by the Company out of the profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank pari passu in all respects with the other Shares of that class on issue at the date of issue of the Bonus Shares.

18. Effect will be given to Terms 10 and 17 in such manner that the effect of the successive applications of them are cumulative, with the intention being that the adjustments they progressively effect reflect previous adjustments.

19. The Director Options will not give the Holder and right to participate in dividends until Shares are allocated pursuant to exercise of the Director Options.

20. Every report and other document sent by the Company to its Shareholders generally must also be sent to the Holder while the Holder holds Director Options.

*Glossary:*

21. In these terms and conditions:

"**ASX**" means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"**Bid Period**" in relation to a takeover bid in respect of Shares in the Company, means the period referred to in the definition of that expression in section 9 of the Corporations Act provided that where a takeover bid is publicly announced prior to the service of a bidder's statement on the Company in relation to that takeover bid, the Bid Period shall be deemed to have commenced at the time of that announcement;



"**Business Day**" means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day;

"**Change of Control Event**" means a Shareholder, or a group of associated Shareholders, becoming entitled to sufficient shares in the Company to give it or them the ability and that ability is successfully exercised, in a general meeting, to replace all or a majority of the Board;

"**Corporations Act**" means *Corporations Act 2001* (Cth);

"**Director**" means a director of Nearmap or a wholly owned subsidiary of Nearmap from time to time but does not include a person who is only a director by virtue of being an alternate director;

"**Holder**" means, in relation to a Director Option, the person (whether Dr Newman, a Permitted Nominee or their legal personal representative) entered into Nearmap's register of option holders as the holder of that Director Option;

"**Listing Rules**" means the Official Listing Rules of ASX as they apply to the Company;

"**Permitted Nominee**" means a person or entity permitted by the Board to accept the offer of Director Options made to Dr Newman in place of Dr Newman;

"**Plan**" means the Nearmap Employee Share Option Plan, as amended from time to time;

"**Share**" means a fully paid ordinary share in the capital of the Company;

"**Total and Permanent Disablement**" means that Dr Newman has, in the opinion of the Board, after considering such medical and other evidence as is reasonable, become incapacitated to such an extent as to render Dr Newman unlikely to ever be able to engage in any occupation for which he is reasonably qualified by education, training or experience;

"**Trading Policy**" means any Company securities trading policy, as amended from time to time;

"**Unvested**" means a Director Option that is not yet capable of being exercised; and

"**Vested**" means a Director Option that is capable of being exercised.

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**Lodge your vote:**

 **Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)

 **By Mail:**  
 Computershare Investor Services Pty Limited  
 GPO Box 242 Melbourne  
 Victoria 3001 Australia

Alternatively you can fax your form to  
 (within Australia) 1800 783 447  
 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
 (custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
 (within Australia) 1300 850 505  
 (outside Australia) +61 3 9415 4000

**Proxy Form**

**XX**



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- Follow the instructions on the secure website to vote.



**Your access information that you will need to vote:**

**Control Number: 189789**

**SRN/HIN:**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by 10:00am (Sydney time) on  
 Tuesday, 14 November 2017**

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Nearmap Ltd.**

**Signing Instructions for Postal Forms**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this Proxy form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this Proxy form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the Nearmap Ltd, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
 or turn over to complete the form** →

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**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Nearmap Ltd hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Nearmap Ltd to be held at the Warrane Theatre Room, Museum of Sydney, Cnr Phillip and Bridge Streets, Sydney, New South Wales on Thursday, 16 November 2017 at 10:00am (Sydney time) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 4 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 4 by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Non-binding resolution to adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Ms Susan Klose as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Cliff Rosenberg as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of grant of Director Options to Dr Rob Newman for the 2018 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /