



ASX RELEASE

23 October 2019

APPENDIX 3Y – MR ROSS NORGDARD

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

Pursuant to an Order of the Family Court of Western Australia, an entity associated with Mr Norgard has transferred registered ownership of one million shares to Mrs Jennifer Lee Norgard in her personal capacity.

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

The purpose of the Loan is to fund Mr Norgard's current family law matter and for personal expenditure.

As at the date of this announcement, the Secured Shares represent less than 0.25% of Nearmap's total issued share capital, and a very small portion (less than 2.1%) 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.

-ends-

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

NEARMAP.COM

Level 4 Tower One, 100 Barangaroo Avenue
Barangaroo NSW 2000

T: +61 2 8076 0700 | F: +61 2 8076 0701

E: queries@nearmap.com | Twitter: @nearmap

ABN 37 083 702 907

Investors: investor.relations@nearmap.com

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	26 February 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	18 October 2019 – 21 October 2019

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

<p>No. of securities held prior to change</p>	<p><i>Direct</i> 2,040,000 fully paid ordinary shares (40,000 held beneficially for son Saxon Norgard).</p> <p><i>Indirect</i> 46,036,295 fully paid ordinary shares¹.</p> <p>1. 11,881,128 shares held by Longfellow Nominees Pty Ltd <Norgard Super Fund A/C> of which Mr Norgard is a director and beneficiary of the fund; 34,155,167 shares held by Longfellow Nominees Pty Ltd <The Aeolus A/C> of which Mr Norgard is a director and beneficiary of the trust.</p>
<p>Class</p>	<p>Fully Paid Ordinary Shares</p>
<p>Number acquired</p>	<p>0</p>
<p>Number disposed</p>	<p>2,000,000</p>
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>1,000,000 Shares transferred from Longfellow Nominees Pty Ltd <The Aeolus A/C> to Mrs Jennifer Lee Norgard in her personal capacity pursuant to an order of the Family Court of Western Australia.</p> <p>1,000,000 Shares transferred pursuant to a loan facility with the loan amount equal to 63% Loan to Value Ratio (estimated to be up to approximately \$1.9 million)</p>

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

<p>No. of securities held after change</p>	<p>Direct 1,040,000 fully paid ordinary shares (40,000 held beneficially for son Saxon Norgard).</p> <p>Indirect 45,036,295 fully paid ordinary shares¹.</p> <p>1. 11,881,128 shares held by Longfellow Nominees Pty Ltd <Norgard Super Fund A/C> of which Mr Norgard is a director and beneficiary of the fund; 33,155,167 shares held by Longfellow Nominees Pty Ltd <The Aeolus A/C> of which Mr Norgard is a director and beneficiary of the trust.</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 1,000,000 fully paid ordinary shares from Longfellow Nominees Pty Ltd <The Aeolus A/C> to Mrs Jennifer Lee Norgard, in her personal capacity pursuant to an order of the Family Court of Western Australia.</p> <p>Off-market transfer of 1,000,000 fully paid ordinary shares from Mr Norgard to Equities First Holdings LLC for security purposes pursuant to a Master Loan Agreement, Deed of Security and Share Possession Agreement.</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>
<p>Date of change</p>	<p>21 October 2019</p>

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

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>	1,000,000 fully paid ordinary shares
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?	

+ See chapter 19 for defined terms.