



# ASX RELEASE

28 March 2019

## APPENDIX 3Y – ROB NEWMAN AND CLIFF ROSENBERG

In accordance with ASX Listing Rule 3.19A.2, Nearmap Ltd (ASX: NEA) provides an Appendix 3Y for each of Dr Rob Newman and Mr Cliff Rosenberg.

Dr Newman's sale is being made to fund participation in the Company's Employee Share Option Plan. Dr Newman is committed to remaining a long-term shareholder in Nearmap and driving its ongoing success.

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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

<b>Name of entity</b> Nearmap Limited
<b>ABN</b> 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.

<b>Name of Director</b>	Robert Melville Newman
<b>Date of last notice</b>	7 December 2018

### 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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	The securities are held by Venture Skills Pty Ltd <Newman Family A/C>  Rob Newman is a director and shareholder of the company and a beneficiary of the trust.
<b>Date of change</b>	22 March 2019

**Appendix 3Y**  
**Change of Director's Interest Notice**

<p><b>No. of securities held prior to change</b></p>	<p><i>Indirect</i>  7,478,333 Fully Paid Ordinary Shares<sup>1</sup>.   1,855,000 Fully Paid Ordinary Shares<sup>2</sup>.   666,667 Director Options exercisable at \$1.06 each, vesting on 2 December 2019 and expiring 2 December 2020<sup>1</sup>.   933,908 Director Options exercisable at \$0.708 each, vesting on 16 November 2020 subject to performance vesting conditions detailed in Notice of Meeting dated 17 October 2017 and expiring on 16 November 2021<sup>1</sup>.   556,009 Director Options exercisable at \$1.60 each, vesting on 15 November 2021 subject to performance vesting conditions detailed in the Notice of Meeting dated 16 October 2018 and expiring on 15 November 2022<sup>1</sup>.</p> <ol style="list-style-type: none"> <li>1. The securities are held by Venture Skills Pty Ltd &lt;The Newman Family A/C&gt; of which Mr Newman is a director and shareholder, and beneficiary of the trust.</li> <li>2. The securities are held by Lively Enterprises Pty Ltd &lt;Newman Retirement Fund A/C&gt; of which Mr Newman is a director and shareholder, and beneficiary of the fund.</li> </ol>
<p><b>Class</b></p>	<p>Fully Paid Ordinary Shares.</p>
<p><b>Number acquired</b></p>	<p>Nil.</p>
<p><b>Number disposed</b></p>	<p>400,000 Fully Paid Ordinary Shares</p>
<p><b>Value/Consideration</b>  Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>Average \$2.71 per Share</p>

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<p><b>No. of securities held after change</b></p>	<p><i>Indirect</i> 7,078,333 Fully Paid Ordinary Shares<sup>1</sup>.  1,855,000 Fully Paid Ordinary Shares<sup>2</sup>.  666,667 Director Options exercisable at \$1.06 each, vesting on 2 December 2019 and expiring 2 December 2020<sup>1</sup>.  933,908 Director Options exercisable at \$0.708 each, vesting on 16 November 2020 subject to performance vesting conditions detailed in Notice of Meeting dated 17 October 2017 and expiring on 16 November 2021<sup>1</sup>.  556,009 Director Options exercisable at \$1.60 each, vesting on 15 November 2021 subject to performance vesting conditions detailed in the Notice of Meeting dated 16 October 2018 and expiring on 15 November 2022<sup>1</sup>.</p> <p>3. The securities are held by Venture Skills Pty Ltd &lt;The Newman Family A/C&gt; of which Mr Newman is a director and shareholder, and beneficiary of the trust. 4. The securities are held by Lively Enterprises Pty Ltd &lt;Newman Retirement Fund A/C&gt; of which Mr Newman is a director and shareholder, and beneficiary of the fund.</p>
<p><b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>On-market trade</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><b>Detail of contract</b></p>	<p>N/A</p>
<p><b>Nature of interest</b></p>	
<p><b>Name of registered holder (if issued securities)</b></p>	
<p><b>Date of change</b></p>	

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

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

**Part 3 - +Closed period**

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

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+ See chapter 19 for defined terms.

# 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

<b>Name of entity</b> Nearmap Limited
<b>ABN</b> 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.

<b>Name of Director</b>	Clifford Johann Rosenberg
<b>Date of last notice</b>	21 June 2018

### **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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Clifro Pty Ltd ATF Cliffro Trust. Cliff Rosenberg is a director and shareholder of Clifro Pty Ltd and a beneficiary of the Cliffro Trust.
<b>Date of change</b>	25 March 2019

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<p><b>No. of securities held prior to change</b></p>	<p><i>Indirect</i>                  2,051,000 Fully Paid Ordinary Shares<sup>1</sup>.                  650,000 Fully Paid Ordinary Shares<sup>2</sup>.                  500,000 Director Options exercisable at \$0.56 each vesting on 30 November 2018 and expiring 30 November 2019<sup>3</sup>.</p> <ol style="list-style-type: none"> <li>1. The securities are held by Netwealth Investments Limited as custodian for Clifro Pty Ltd ATF Cliffro Trust. Cliff Rosenberg is a director and shareholder of Clifro Pty Ltd and beneficiary of the Cliffro Trust.</li> <li>2. The securities are held by Netwealth Investments Limited as custodian for the Rosenberg Company Pty Ltd ATF The Rosenberg Superannuation Fund. Cliff Rosenberg is a director and shareholder of The Rosenberg Company Pty Ltd and a beneficiary of The Rosenberg Superannuation Fund.</li> <li>3. The securities are held by Clifro Pty Ltd ATF Cliffro Trust. Cliff Rosenberg is a director and shareholder of Clifro Pty Ltd and a beneficiary of the Cliffro Trust.</li> </ol>
<p><b>Class</b></p>	<p>Fully Paid Ordinary Shares and Director Options exercisable at \$0.56 each vesting on 30 November 2018 and expiring 30 November 2019.</p>
<p><b>Number acquired</b></p>	<p>500,000 Fully Paid Ordinary Shares</p>
<p><b>Number disposed</b></p>	<p>500,000 Director Options exercisable at \$0.56 each vesting on 30 November 2018 and expiring on 30 November 2019.</p>
<p><b>Value/Consideration</b>                  Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>\$280,000 (\$0.56 per Share)</p>

+ See chapter 19 for defined terms.

**Appendix 3Y**  
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<b>No. of securities held after change</b>	<p><i>Indirect</i></p> <p>2,551,000 Fully Paid Ordinary Shares<sup>1</sup>. 650,000 Fully Paid Ordinary Shares<sup>2</sup>.</p> <ol style="list-style-type: none"> <li>1. The securities are held by Netwealth Investments Limited as custodian for Clifro Pty Ltd ATF Clifro Trust. Cliff Rosenberg is a director and shareholder of Clifro Pty Ltd and beneficiary of the Clifro Trust.</li> <li>2. The securities are held by Netwealth Investments Limited as custodian for the Rosenberg Company Pty Ltd ATF The Rosenberg Superannuation Fund. Cliff Rosenberg is a director and shareholder of The Rosenberg Company Pty Ltd and a beneficiary of The Rosenberg Superannuation Fund.</li> </ol>
<p><b>Nature of change</b></p> <p>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	Fully Paid Ordinary Shares issued on conversion of Director Options.

**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.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<p><b>No. and class of securities to which interest related prior to change</b></p> <p>Note: Details are only required for a contract in relation to which the interest has changed</p>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	

+ See chapter 19 for defined terms.



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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

**Part 3 - +Closed period**

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

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+ See chapter 19 for defined terms.