



ASX RELEASE

17 September 2020

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NEARMAP SHARE PURCHASE PLAN OFFER OPENS

Nearmap Ltd (ASX:NEA) (**Nearmap or Company**) advises that further to its ASX Announcement dated 10 September 2020, the Share Purchase Plan (**SPP**) is now open for Eligible Shareholders (as defined below) to apply for up to A\$30,000 of new fully paid ordinary shares in the Company (**New Shares**) without incurring brokerage or other transaction costs. The SPP aims to raise approximately A\$20 million. Nearmap may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion. The SPP is not underwritten.

The SPP follows the Company's successful completion of a A\$72.1 million placement to sophisticated, professional and institutional investors, which was conducted at A\$2.77 per share (**Placement Price**).

Shareholders are eligible to participate in the SPP if they had a registered address in Australia or New Zealand on Nearmap's share register at 7:00pm (Sydney time) on Wednesday, 9 September 2020 (**Eligible Shareholders**).

The New Shares will be offered at the lower of:

- the Placement Price of A\$2.77, being a 4.2% discount to the closing price of A\$2.89 on 9 September 2020; and
- a 2.5% discount to the Volume Weighted Average Price (**VWAP**) of fully paid ordinary Nearmap shares traded on the ASX during the five trading days up to and including the closing date of the SPP (Tuesday, 29 September 2020 to Monday, 5 October 2020).

Participation in the SPP is voluntary. New Shares will rank equally with existing fully paid ordinary Nearmap shares from their date of issue.

The SPP is subject to the terms and conditions set out in the SPP booklet (**Booklet**). A copy of the Booklet along with a personalised Application Form detailing how to apply for the SPP and submit a payment via BPAY® (for Eligible Shareholders with a registered address in Australia) or by direct transfer (for Eligible Shareholders with a registered address in New Zealand), is available to Eligible Shareholders at www.spp-nearmap.com.au.

Eligible Shareholders with any questions in relation to how to participate in the SPP should contact Nearmap's share registry, Computershare Investor Services Pty Limited, from 8:30am to 5:00pm (Sydney time) Monday to Friday on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia).



KEY DATES

Event	Date ¹
Booklet available online and SPP opens	Thursday, 17 Sep. 2020
SPP Closing Date	5:00pm Monday, 5 Oct. 2020
Allotment of New Shares under the SPP	Monday, 12 Oct. 2020
Normal trading of New Shares under the SPP	Tuesday, 13 Oct. 2020
Despatch of holding statements	By Friday, 6 Nov. 2020

¹ The above timetable is indicative only. Nearmap reserves the right to amend any or all of these dates at their absolute discretion, subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and any other applicable laws. The quotation of New Shares is subject to confirmation from the ASX. All references to time in this announcement are to Sydney time.

IMPORTANT NOTICES

The release of this announcement was authorised by the Board of Nearmap Ltd.

This notice may not be released or distributed in the United States. This notice does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares to be offered and sold in the SPP have not been, and will not be, registered under the US Securities Act of 1933 (the “**US Securities Act**”) or the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold or otherwise transferred, directly or indirectly, in the United States unless they are offered and sold pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and applicable United States securities laws of any state or other jurisdiction in the United States.

This announcement contains certain forward looking statements and comments about future events, including about the plans, objectives and strategies of Nearmap’s management, the industry and the markets in which Nearmap operates, Nearmap’s expectations about the financial and operating performance of its businesses, the timetable and outcome of the SPP and the use of proceeds thereof. Forward looking statements can generally be identified by the use of forward looking words such as, “expect”, “anticipate”, “likely”, “intend”, “should”, “could”, “may”, “predict”, “plan”, “propose”, “will”, “believe”, “forecast”, “estimate”, “target” and other similar expressions within the meaning of securities laws of applicable jurisdictions. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward looking statements. Forward looking statements involve inherent risks and uncertainties, both general and specific, and there is a risk that such predictions, forecasts, projections and other forward looking statements will not be achieved. A number of important factors could cause Nearmap’s actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward looking statements and many of these factors are beyond Nearmap’s control. Refer to the various risks factors in “Key Risks” of the investor presentation released to the ASX on 10 September 2020. Forward looking statements are provided as a general guide only, and should not be



relied on as an indication or guarantee of future performance and involve known and unknown risks, uncertainty and other factors, many of which are outside the control of Nearmap. As such, undue reliance should not be placed on any forward looking statement. Past performance information given in this announcement is given for illustrative purposes only and is not necessarily a guide to future performance and no representation or warranty is made by any person as to the likelihood of achievement or reasonableness of any forward looking statements, forecast financial information or other forecast. Nothing contained in this announcement is to be relied upon as, a promise, representation, warranty or guarantee as to the past, present or the future performance of Nearmap.

The information contained in this announcement does not constitute investment or financial product advice (nor taxation, accounting or legal advice), is not a recommendation to acquire Nearmap shares and is not intended to be used or relied upon as the basis for making an investment decision. This announcement has been prepared without taking into account the investment objectives, financial position or needs of any individuals. Before making any investment decisions, prospective investors should consider the appropriateness of the information having regard to their own investment objectives, financial situation and needs and should seek legal, accounting and taxation advice appropriate to their jurisdiction. Nearmap is not licensed to provide investment or financial product advice in respect of Nearmap shares. Cooling off rights do not apply to the acquisition of New Shares pursuant to the SPP.

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

NEARMAP.COM

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