



Corporate Code of Conduct

Nearmap Ltd
(ACN 083 702 907)

CORPORATE CODE OF CONDUCT

PURPOSE

The Corporate Code of Conduct has been prepared to help stakeholders understand Nearmap's standards of ethical business practice. This code applies to all employees, officers, Directors, consultants, agents, and other representatives retained by Nearmap.

The principles set out in this code describe how Nearmap staff should behave. In every business decision Nearmap makes, we must follow the ethics and compliance principles set forth in this policy. Nearmap, its' Directors, and its' employees are required to not only meet these expectations, but also demonstrate them as necessary to ensure their clients, business associates, shareholders and fellow employees are adhering to this Code. It is also our responsibility to report anything we observe or know about that might violate these principles.

Breach of this code is a serious matter. Any material breaches of this Code will be reported to the Board by the CEO. It is important that you read this code carefully and ask questions about anything you do not understand. Each of us must understand and accept our responsibility in preserving and enhancing Nearmap's reputation for integrity. I know that you and your colleagues will take pride in always doing the right thing.

GUIDING PRINCIPLES

The guiding principles to which the Board and employees should strive to comply are:

Performance – 'strive to excel'

- Have passion and belief;
- Work as a team;
- Take accountability; and
- Celebrate success.

Simplicity – 'keep it simple'

- Focus on priorities;
- Be non-bureaucratic;
- Communicate clearly; and
- Make it easy.

Leadership – 'show the way'

- Provide direction;
- Think strategically;
- Be innovative; and
- Inspire and enrich.

Commercial Focus – 'treat it as your own'

- Be financially responsible;
- Make astute decisions;
- Understand the market; and
- Create long term value.

Integrity – ‘do the right thing’

- Be open and honest;
- Show respect for the individual;
- Value differences; and
- Be a good corporate citizen.

and as such the Company Values Statement is:

- We strive for excellence in all our activities to create shareholder value (sustainable profits);
- Are passionate and proud of what we do;
- Conduct our business with integrity;
- Respect the rights of individuals;
- Support mutually beneficial and enduring relationships with our clients and staff;
- Attract and retain the best staff, including appropriate incentivisation and rewards;
- Are open and accurate in our dealings and communications;
- Are flexible in providing a balance between work, family and personal life;
- Actively support creativity, innovation and an entrepreneurial culture;
- Provide a safe, environmentally friendly and equal opportunity work environment; and
- Have fun and enjoy what we do.

FAIR DEALINGS WITH STAKEHOLDERS

All Nearmap Directors and employees should strive to be honest and fair in all dealings with customers, business partners, investors, suppliers and communities (“business associates”).

Business Associates

Our relationship with our business associates is central to our success. All employees must ensure they treat the business associates of the Company fairly. Employees must not discriminate against nor harass work colleagues or business associates on the basis of attributes such as gender, colour, nationality, disability, age, pregnancy, or marital status. Anti-discrimination laws protect Nearmap business associates as well as our employees.

Business Guidelines

Nearmap Directors and employees are expected to conduct daily activities for the Company in compliance with all Company policies, legal obligations and contractual obligations. This includes complying with:

- Company policies, procedures, rules, regulations and its contracts with its business associates;
- Applicable legislation;
- Contracts of employment;
- All reasonable and legal instructions of managers;
- Occupational Health and Safety requirements; and
- The Company’s prohibition on sexual or other unlawful harassment or discrimination in the workplace.

Acceptance of Gifts

Nearmap is a Company with integrity. Accordingly employees must not solicit business associates for personal gifts of any kind, even if these gifts are sometimes offered as advertising novelties of a nominal value. Gifts could include offers of free travel, merchandise or entertainment. Although not encouraged, gifts such as advertising novelties of a nominal value may be accepted, if it is clear that nothing is expected in return.

Other gifts and gratuities of more than a nominal value, or excessive entertainment, may not be accepted unless you are completely without responsibility for making any related decisions. The departmental manager must first approve acceptance of such gifts, gratuities or entertainment or their appointed authorised representative. All gifts, gratuities and entertainment received or offered, of any value, should be reported in accordance with the Global Anti-Bribery and Corruption Policy.

Offering payments

Nearmap Directors and employees are expected to not:

- make an illegal or improper payment on behalf of Nearmap to any government agency, person or entity; or
- at any time offer, promise, authorise, approve or condone the use of corporate funds or property for any of the following activities:
 - The payment of money or the giving of anything of value to any:
 - Government official(s) in order to influence them to act or fail to act in any official capacity;
 - Political party, any official of a political party, or any candidate for political office in order to influence them to act or fail to act in any official capacity; or
 - Person who will apply the payment or gift (in whole or in part) directly or indirectly to these activities; and
 - The payment of a kickback to obtain business for Nearmap

These activities set out in this section are prohibited by Nearmap even if permitted by the laws, standards, or customs of any country Nearmap is doing business in, and regardless of any requests or pressures received from any government or the competitive consequences of refusing to comply with such requests or pressures.

Conflict of Interest

A conflict of interest arises when the employee is in a position or situation, which could:

- Benefit the employee, or someone with whom the employee is associated, and that benefit is at the expense of Nearmap, or results in lost opportunity for Nearmap; or
- Interfere with the employees objectivity in performing their Company duties and responsibilities

When conducting any business on behalf of Nearmap, the employee must always act in the best interest of Nearmap and must avoid situations which could reasonably give the appearance of being under obligation to, or being properly influenced by any, business associate (actual or potential) or any advisers, such as banks, contractors, law firms, consultants and governmental agencies.

Directors and members of the executive must not take advantage of Company property or information, their position or opportunities arising from their position for personal gain.

Nearmap requires that all employees disclose to their manager any financial interest that might influence an employee's decisions or actions on the job, including interests in any of our business associates and competitors.

To reduce the possibility of conflicts of interest arising, Directors and employees are not permitted, while working for Nearmap, to accept additional outside employment with another organisation that is a business associate or competitor of Nearmap, or any other employment that is in conflict with the employee's position at Nearmap.

Nearmap employees must not use information or authority derived from employment with the Company for personal gain. For example the employees:

- Are not permitted to buy or sell goods or services in their own name or associate (where associate is defined as any person or organisation with which the employee has a business relationship), when the service or equipment concerned would normally be supplied by Nearmap;
- Are not permitted to hold money or goods entrusted to the employee by a customer except for the purpose of conveying the money and goods to the Company without delay; and
- May not engage in any transaction with a customer other than at 'arm's length'.