



Corporate Code of Conduct for Company Directors and Senior Executives

Nearmap Ltd
(ACN 083 702 907)

CODE OF CONDUCT FOR COMPANY DIRECTORS AND SENIOR EXECUTIVES

Introduction

This code is established by the Company to ensure that Directors and senior executives are provided with clear principles setting out the expectations of their conduct.

Policy

As a general proposition, it is expected that Directors and senior executives will actively promote the highest standards of ethics, honesty and integrity in carrying out their roles and responsibilities for the Company.

In addition, in dealing with the Company's suppliers, competitors, customers, and other organisations with which they have contact, they will exercise fairness and integrity, and will observe the form and substance of the regulatory environment in which the Company operates.

At all times, Directors and senior executives must act in the interests of the Company. They are therefore required to disclose any actual or perceived conflicts of interest, and to conduct themselves professionally and honestly in the resolution of such conflicts.

Directors will comply with the provisions of the Corporations Act in relation to the disclosure of Directors' benefits.

Directors and senior executives acquire information in the course of conducting their duties which is confidential to the Company. This information is the property of the Company, and it is improper and potentially damaging to the Company to disclose it to any other person without proper authorisation by the Company.

Information relating to the activities of the Company, which is not publicly known, and which may have a material impact on the price of the Company's securities, must not be used for personal gain.

Directors and senior executives should ensure that the Company is properly managed so as to enhance the interests of shareholders, protect the Company's assets, ensure the assets are applied for legitimate business purposes, and ensure all corporate opportunities ensure to the benefit of the Company and are not compromised by considerations such as personal gain.

Directors and senior executives have a role in ensuring compliance with this code of conduct, and therefore should be vigilant and report any breach of this code of conduct.