

# 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>	15 November 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.

<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>	16 December 2019

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+ See chapter 19 for defined terms.

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<p><b>No. of securities held prior to 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>.   812,101 Director Options exercisable at \$2.478 each, vesting on 14 November 2022 subject to performance vesting conditions detailed in the Notice of Meeting dated 15 October 2019 and expiring on 14 November 2023<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   Director Options exercisable at \$1.06 each, vesting on 2 December 2019 and expiring 2 December 2020.</p>
<p><b>Number acquired</b></p>	<p>666,667 Fully Paid Ordinary Shares</p>
<p><b>Number disposed</b></p>	<p>666,667 Director Options exercisable at \$1.06 each, vesting on 2 December 2019 and expiring 2 December 2020.</p>

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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	666,667 Fully Paid Ordinary Shares at \$1.06 per Share.
<b>No. of securities held after change</b>	<p><i>Indirect</i></p> <p>7,745,000 Fully Paid Ordinary Shares<sup>1</sup>.</p> <p>1,855,000 Fully Paid Ordinary Shares<sup>2</sup>.</p> <p>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>.</p> <p>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>812,101 Director Options exercisable at \$2.478 each, vesting on 14 November 2022 subject to performance vesting conditions detailed in the Notice of Meeting dated 15 October 2019 and expiring on 14 November 2023<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>
<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	666,667 Fully Paid Ordinary Shares issued on exercise 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>	

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