



## Announcement Summary

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**Entity name**

NEARMAP LTD

**Announcement Type**

New announcement

**Date of this announcement**

Thursday September 10, 2020

**The Proposed issue is:**

- An offer of securities under a securities purchase plan
- A placement or other type of issue

**Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan**

ASX +security code	+Security description	Maximum Number of +securities to be issued
NEA	ORDINARY FULLY PAID	7,434,944

**+Record date**

Wednesday September 9, 2020

**Offer closing date**

Monday October 5, 2020

**+Issue date**

Monday October 12, 2020

**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
NEA	ORDINARY FULLY PAID	26,022,305

**Proposed +issue date**

Wednesday September 16, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

NEARMAP LTD

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

**1.2 Registered Number Type**

ABN

**Registration Number**

37083702907

**1.3 ASX issuer code**

NEA

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

Thursday September 10, 2020

**1.6 The Proposed issue is:**

An offer of +securities under a +securities purchase plan

A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

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Part 4A - Conditions

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**4A.1 - Are any of the following approvals required for the offer of +securities under the +securities purchase plan issue to be unconditional?**

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

No

Part 4B - Offer details

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**Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued**

**ASX +security code and description**

NEA : ORDINARY FULLY PAID

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

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**ASX +security code and description**

NEA : ORDINARY FULLY PAID

**Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted**

7,434,944

**Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?**

No

**Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?**

Yes



**Describe the maximum subscription condition**

The SPP aims to raise \$20 million. The Company may decide to accept applications (in whole or in part) that will result in the SPP raising more or less than this amount in its absolute discretion

**Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?**

Yes

**Is the minimum acceptance unit based or dollar based?**

Dollar based (\$)

**Please enter the minimum acceptance value**

\$ 1,000

**Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?**

Yes

**Is the maximum acceptance unit based or dollar based?**

Dollar based (\$)

**Please enter the maximum acceptance value**

\$ 30,000

**Describe all the applicable parcels available for this offer in number of securities or dollar value**

The Offer will allow Eligible Shareholders to subscribe for one of the following parcels: \$1,000; \$2,500; \$5,000; \$10,000; \$15,000; \$20,000; \$25,000; and \$30,000

**Offer price details**

**Has the offer price been determined?**

No

**How and when will the offer price be determined?**

The Shares will be issued at the lower of the price at which Shares are issued under the Placement and the five trading day volume weighted average price of shares up to and including the Closing Date (Monday 28 September 2020 to Friday, 2 October 2020), less a 2.5% discount.

**Oversubscription & Scale back details**

**Will a scale back be applied if the offer is over-subscribed?**

Yes

**Describe the scale back arrangements**

Nearmap may, at its absolute discretion scale back the number of SPP Shares that will be allotted to individual shareholders under the SPP. If a scale back is required, it will not necessarily be on a pro rata basis and Nearmap may decide to allocate a minimum amount to applicants

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes



Part 4C - Timetable

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**4C.1 Date of announcement of +security purchase plan**

Thursday September 10, 2020

**4C.2 +Record date**

Wednesday September 9, 2020

**4C.3 Date on which offer documents will be made available to investors**

Thursday September 17, 2020

**4C.4 Offer open date**

Thursday September 17, 2020

**4C.5 Offer closing date**

Monday October 5, 2020

**4C.6 Announcement of results**

Thursday October 8, 2020

**4C.7 +Issue date**

Monday October 12, 2020

Part 4D - Listing Rule requirements

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**4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5 or do you have a waiver from those requirements?**

Yes

Part 4E - Fees and expenses

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**4E.1 Will there be a lead manager or broker to the proposed offer?**

No

**4E.2 Is the proposed offer to be underwritten?**

No



**4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

No

**4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

Part 4F - Further Information

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**4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

Please refer to page 13 of the investor presentation announced to ASX on 10 September 2020

**4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?**

No

**4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer**

All countries other than Australia and New Zealand

**4F.3 URL on the entity's website where investors can download information about the proposed offer**

<https://www.nearmap.com/au/en/investors/asx-announcements>

**4F.4 Any other information the entity wishes to provide about the proposed offer**



Part 7 - Details of proposed placement or other issue

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Part 7A - Conditions

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**7A.1 - Are any of the following approvals required for the placement or other type of issue?**

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

No

Part 7B - Issue details

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**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

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**ASX +security code and description**

NEA : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

26,022,305

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 2.69000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes



Part 7C - Timetable

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**7C.1 Proposed +issue date**

Wednesday September 16, 2020

Part 7D - Listing Rule requirements

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**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

26,022,305

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

No

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

No

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No

Part 7E - Fees and expenses

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**7E.1 Will there be a lead manager or broker to the proposed issue?**

Yes

**7E.1a Who is the lead manager/broker?**

Citigroup Global Markets Australia Pty Limited (ABN 64 003 114 832)





**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

0.55% of the proceeds of the Placement as a management and selling fee\*

\*The Company may in its absolute discretion pay the lead manager a further incentive fee of 0.25% of gross proceeds of the Placement as additional consideration.

**7E.2 Is the proposed issue to be underwritten?**

Yes

**7E.2a Who are the underwriter(s)?**

Citigroup Global Markets Australia Pty Limited (ABN 64 003 114 832)

**7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?**

Fully underwritten to the value of \$70 million

**7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?**

2.20% of the proceeds of the Placement as an underwriting fee.

**7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.**

Please refer to pages 25-26 of the investor presentation announced to ASX on 10 September 2020

**7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?**

No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Other fees and costs incurred include share registry fees, settlement fees, legal fees and other external advisor fees.

Part 7F - Further Information

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**7F.01 The purpose(s) for which the entity is issuing the securities**

Please refer to page 13 of the investor presentation announced to ASX on 10 September 2020

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**