

## 2022 Corporate Governance Statement

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***The Nearmap Board, senior executive and employees are committed to achieving best practice in corporate governance.***

The Board has established a corporate governance framework for the Company and its related bodies corporate. In establishing this framework, the Board has considered and where appropriate incorporated the principles and recommendations as set out in the 4<sup>th</sup> Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations ("ASX Corporate Governance Principles").

This Corporate Governance Statement has been approved by the Nearmap Board and summarises the corporate governance practices and procedures that were in place throughout the financial year commencing 1 July 2021 to 30 June 2022, and to the date of this Corporate Governance Statement.

In addition to the information contained in this Corporate Governance Statement, the Company's website at [www.nearmap.com](http://www.nearmap.com) contains additional details of the Company's corporate governance practices and procedures.

### **ASX Recommendations**

The ASX Listing Rules require listed companies to disclose the extent to which they have complied with the ASX Corporate Governance Principles in the reporting period. The recommendations are not prescriptive and if a company considers that a recommendation is inappropriate having regard to its particular circumstances, the company has the flexibility not to adopt it. Where Nearmap considered it was not appropriate to presently comply with a particular recommendation, the reasons are set out in the relevant section of this Corporate Governance Statement.

With the exception of the departures detailed in this Corporate Governance Statement, the corporate governance practices of the Company during the reporting period were compliant with the ASX Corporate Governance Principles (4<sup>th</sup> Edition).

### **Principle 1: Lay solid foundations for management and oversight**

#### ***Responsibilities of board and management***

The ASX recommends that a listed entity clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.

The Board of Nearmap has adopted a Board Charter that sets out the specific responsibilities of the Board, the Chair and executive management and includes a description of those matters expressly reserved to the Board and those delegated to management.

The Board's role is to govern the organisation, whilst it is the role of executive management to manage the organisation in accordance with the direction of the Board and any delegated authority.

The Board has responsibility for, and has the authority to determine, all matters relating to policies, practices, management and operations of Nearmap. It is required to do all things necessary to determine the objectives and the strategy, and to ensure that the strategy is carried out in order to achieve the objectives of the Company.

Without limiting the generality of that stated role, the matters reserved specifically for the Board include to:

#### **Establish vision, mission and values**

- Determining the vision, objectives and purpose of the Company;
- Approving and fostering an appropriate culture for the Company that is directly aligned to its values, strategies and objectives, including approving the Company's statement of values and Code of Conduct;
- Identifying occupational health, safety and environmental issues and formulating and implementing policies to address and manage them and to monitor the compliance and effectiveness of these policies; and
- Identifying all areas where written Board policy is required, determination of those policies, and overseeing the implementation and monitoring of compliance, including policy in relation to code of conduct, related party transactions, and trading in the Company's securities.

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### Set strategy and structure

- Formulating short term and long term strategies to enable the Company to achieve its objectives, and ensuring adequate resources are available to meet strategic objectives;
- Overseeing the Company, including its control and accountability systems;
- Appointing and approving the terms and conditions of the appointment of the Directors, Chief Executive Officer (or Managing Director if applicable) (**CEO**), other senior executives;
- Monitoring senior executives performance and implementation of strategy;
- Ensuring appropriate resources are available to senior executives;
- Whenever required, challenging management and holding it to account;
- Establishing and determining the powers and functions of the Committees of the Board and considering the reports from these Committees and the recommendations made;
- Satisfying itself that the Company's policies are aligned with its purpose, values, strategic objectives and risk appetite;
- Satisfying itself that an appropriate framework exists for relevant information to be reported by management to the Board;
- Monitoring the effectiveness of the Company's governance practices;
- Approving the annual operating and capital budgets, and variations thereto, ensuring they are aligned with the Company's strategic objectives;
- Authorising expenditure approval limits for the CEO, and authorise expenditure in excess of these discretionary limits;
- Reviewing, ratifying and monitoring systems of risk management and internal control, codes of conduct and legal compliance, including monitoring whether the risk framework continues to be sound and whether the Company is operating with due regard to the risk appetite set by the Board;
- Reviewing annually the progress and performance of the Company towards meeting its objectives;
- Approving and monitoring the progress of major capital expenditure, capital management, acquisitions and divestitures;
- Reviewing periodically the process, outcomes and effectiveness of the Company's decisions and strategies, and ensuring that valuable lessons are identified, and absorbed into the process and framework for making future decisions; and
- Approving processes, procedures and internal control systems and ensuring that the Company's financial results are reported on a timely and accurate basis.

### Exercise accountability to shareholders and be responsible to relevant stakeholders

- Determining, implementing and monitoring procedures to ensure that the ASX is promptly and adequately informed of all matters considered to be material, in accordance with the continuous disclosure obligations;
- Reviewing the performance of the Board, individual Directors and Board Committees;
- Encouraging effective communication between the Company and its shareholders, stakeholders, employees and the general public;
- Establishing and encouraging effective communication channels between the Company and shareholders and other parties having legitimate interests that may be affected by the Company's activities;
- Authorising the issue of securities and instruments of the Company;
- Monitoring developments in the Company's industry and general operating environment; and
- Approving the Half Yearly and Annual Financial Reports, Annual Report, notices of the Annual General Meeting and Extraordinary General Meetings, and profit and dividend announcements.

For a complete list of the functions reserved to the Board and a copy of the Board's charter, please refer to the Corporate Governance section of the Company's website at [www.nearmap.com](http://www.nearmap.com).

In order to ensure the efficient management of the Company, the Board recognises the need to delegate certain of its powers. These powers may be delegated to a Committee of the Board, an individual Director, or to an officer or employee of the Company.

While the Board retains full responsibility for guiding and monitoring the consolidated entity, in discharging its stewardship it makes use of sub-committees. Specialist committees are able to focus on a particular responsibility and provide informed feedback to the Board.

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To achieve this objective, the Board has established the following governance committees:

- Audit and Risk Management Committee
- People, Culture and Remuneration Committee.

Refer to the Corporate Governance section of the Company's website at [www.nearmap.com](http://www.nearmap.com) for further detail on the roles and responsibilities of these committees.

The responsibility for the day-to-day operation and administration of the consolidated entity, in accordance with the direction of the Board, is delegated by the Board to the CEO and the executive team. The Board ensures that this team is appropriately qualified and experienced to carry out its responsibilities and has in place procedures to assess the performance of the CEO and the executive team. In delegating this power, the Board must also be satisfied that the CEO and executives will exercise their powers reliably and competently, and in accordance with the requirements of the Board.

The matters and functions delegated by the Board to the CEO and senior executives include:

- Formulating with the Board, the vision, strategies, business plans and budgets, and, to the extent approved by the Board, implementing these plans, budgets and strategies;
- Operating the Company's businesses within the parameters and having regard to the policies set by the Board from time to time, and keeping the Board informed of material developments in relation to those businesses;
- Where proposed transactions, commitments or undertakings exceed the parameters set by the Board, referring the matter to the Board for its consideration and approval;
- Identifying material business risks, formulating strategies in conjunction with the Board or the Audit and Risk Management Committee to manage the risks, and monitoring effectiveness of the management process and reporting to the Board and Audit and Risk Management Committee;
- Developing and managing financial reporting and internal control and monitoring systems to ensure that they are efficient and effective, and provide adequate and timely financial information pertaining to the performance, condition, and prospects of the Company;
- Implementing and monitoring compliance with the policies, processes and codes of conduct approved by the Board;
- Negotiating the terms and conditions of appointment of senior executives for Board approval, appointing the senior management team, and endorsing the terms and conditions of appointment of all other staff members;
- Implementing and monitoring compliance with policies, processes and procedures for the management and development of the Company's human resources, including the corporate culture and ethics and reviewing and providing feedback on the performance of all staff;
- Providing strong leadership to, and effective management of, the Company in order to:
  - Encourage co-operation and teamwork;
  - Build and maintain staff morale at a high level;
  - Build and maintain a strong sense of staff identity with, and a sense of allegiance to, the Company.
- Ensuring that all matters requiring review or approval by the Board are raised with sufficient supporting information and advance notice to allow proper consideration by the Board;
- Reporting to the Board on a monthly basis, or other agreed time frame considered to be appropriate by the Board, the performance of all parts of the business against budget;
- Developing strategies and procedures for crisis management of the Company; and
- Inculcating the Company's values across the organisation, including ensuring that employees receive appropriate training on the values and continually referencing and reinforcing the values in interactions with staff.

For a complete list of the functions delegated to the CEO and the executive team, please refer to the Corporate Governance section of the Company's website at [www.nearmap.com](http://www.nearmap.com).

### **Appointment of Directors**

To ensure the Board is well equipped to discharge its responsibilities it has established guidelines for the nomination, selection, induction and ongoing professional development of Directors. These guidelines include a requirement to undertake appropriate background checks prior to the appointment of a person as a Director, including but not limited to undertaking police and solvency checks, a formal induction program to enable new Directors to build their knowledge and make an effective contribution in a timely manner, and the provision of appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their roles as Directors

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effectively. The Company has a written agreement in place with each Director and senior executive setting out the terms of their appointment.

The Directors in office at the date of this Corporate Governance Statement and the date of their respective appointments are:

Name	Position	Date of Appointment
Peter James	Independent Non-executive Chairman	18/12/2015
Rob Newman	Managing Director and CEO	17/02/2011
David Baxby	Independent Non-executive Director	01/12/2021
Sue Klose	Independent Non-executive Director	14/08/2017
Ross Norgard	Non-executive Director	01/01/1999
Cliff Rosenberg	Independent Non-executive Director	03/07/2012
Helen Souness	Independent Non-executive Director	01/03/2022

The skills, experience and expertise relevant to the position of Director held by each Director at 30 June 2022 are included in the Company's 2022 Annual Report on pages 61 to 65.

The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board. All Directors have unfettered access to the Company Secretary. In addition, Directors are entitled, in furtherance of their duties, to seek independent professional advice at the Company's expense.

### Diversity

Nearmap is committed to promoting equality and diversity in the workplace and aims to be an organisation where diversity is valued, respected and celebrated. All decisions relating to employees will be based strictly on merit, without regard to gender, ethnicity, age, relationship status or any other irrelevant factor not applicable to the position.

Pursuant to Recommendation 1.5, the Company has established a Diversity Policy and commitment to building a culture that plans for and celebrates diversity across the organisation.

In the 2022 financial year, the company set measurable long-term objectives for diversity which will be supported by several key initiatives and increase the representation of women across every level across the business, support the development of women in the workplace and achieve gender pay equity. In addition, it was agreed that we would extend our diversity lens beyond gender and have focused on sourcing the right level of data and insights about our existing workshop which will allow us to make informed decisions in the future.

In accordance with Recommendation 1.5(c)(3), the table below shows the proportion of women at the board, executive and department level as of June 30, 2022.

Independent non-executive Board	40%
Senior Management Team	25%
Employees	31%
Commercial Operations	42%
Corporate	42%
Customer & Marketing	41%
Geospatial Content Operations	48%
Office of the CEO	40%
Operations	50%
People & Culture	64%
PET	24%
Sales (NA)	15%
Sales (ANZ)	15%

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In FY22 we achieved progress on gender pay equity through a targeted approach to addressing any gender pay gaps. The gender fixed pay gap was reduced from 13% in FY20 to 12% in FY21 and further reduced to 7.7% in FY22. This progress ensures we are well positioned to achieve pay parity by 2025.

In November 2021 we joined Diversity Council Australia, an independent not-for-profit peak body that provided science-based research across all diversity dimensions.

In addition, as an Australian-domiciled company we lodge a report annually on Australian employees with the Workplace Gender Equality Agency which is available at <https://www.wgea.gov.au>

### **Performance evaluation of Board and Senior Executives**

The Board has adopted a policy for evaluating the performance of the Board, including its committees and Directors, and senior executives, a copy of which is available on its website. A formal evaluation of the Board, its Committees and individual Directors took place in the reporting period, in accordance with the process disclosed in the Company's Board, Board Committee and Executive Performance Evaluation Policy.

An evaluation of senior executives took place in the financial year and was in accordance with the process outlined in the Company's policy. The CEO's performance objectives are aligned with the Company's performance objectives and are set by the Board based on qualitative and quantitative measures. The CEO's performance against these objectives is reviewed annually by the Board and is reflected in the CEO's remuneration structure.

The CEO's remuneration structure is reviewed annually in conjunction with the annual salary review process. The review involves having due regard to market relativity for similar-sized roles. The Board must review and approve any adjustments to the CEO's fixed reward.

The remuneration structure for senior executives ensures that annual Company performance is clearly reflected in senior executives' reward outcomes.

### **Principle 2: Structure the Board to be effective and add value**

Nearmap recognises that the Board should be of an appropriate size and collectively have the skills, commitment and knowledge of the Company and the industry in which it operates, to enable it to discharge its duties effectively and to add value.

### ***People, Culture and Remuneration Committee***

The Board has established a People, Culture and Remuneration Committee which assists the Board in fulfilling its responsibilities for determining and reviewing compensation arrangements for the Directors and senior executives and ensuring that the Board continues to operate within the established guidelines, including when necessary, selecting candidates for the position of Director. For further details regarding the procedure for the nomination, selection and appointment of new Directors and re-election of incumbents, as well as a copy of the People, Culture and Remuneration Committee's charter, please refer to the Corporate Governance section of the Nearmap website at [www.nearmap.com](http://www.nearmap.com).

For the entire reporting period, the People, Culture and Remuneration Committee was comprised of Non-executive Directors, a majority of whom were independent. At the date of this Statement, the Committee has an independent Chair, Ms Helen Souness.

For further details of membership and attendance at meetings of the People, Culture and Remuneration Committee, refer to the Company's 2022 Annual Report at page 66.















For additional details regarding the People, Culture and Remuneration Committee, including a copy of its charter, please refer to the Corporate Governance section of the Company's website at [www.nearmap.com](http://www.nearmap.com).

### ***Board Skills Matrix***

The composition of the Board is reviewed annually to ensure that the Directors between them bring the range of skills, knowledge and experience necessary to direct the Company's operations.

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The Board has adopted a Board Skills Matrix considered suitable for the Board of the Company at its current stage and into the future, taking into account its current strategy, operations and expectations for changes in the nature and scope of its activities. The Board Skills Matrix identifies a mix of skills and experience the Board should collectively hold across its membership. The key skills and experience that comprise the Board Skills Matrix and the number of Directors with these skills include:

Skills	Directors with Skills
<b>Leadership:</b> Setting the strategic direction of the Company. Ability to drive staff engagement and effect organisational change. Creating a culture of excellence where each individual is motivated to do his or her best.	
<b>Strategy:</b> Ability to review the strategic environment, identify threats and opportunities, and develop strategies for the continued growth of the company (including M&A).	
<b>Corporate Assurance:</b> Monitor the integrity of the company's accounting and reporting systems, including external audit.	
<b>Compliance and Governance:</b> Develop, enforce and monitor company processes and policies, which address regulatory and market issues, including continuous disclosure and securities trading.	
<b>Risk Management:</b> Ability to set risk appetite within which the company operates and ensuring appropriate risk management frameworks are implemented, including opex/capex cost controls.	
<b>Investor Relations:</b> Ability to interact with market participants, including market analysts, and institutional and retail investors, and clearly communicate company strategy and financials to them.	
<b>Performance and Remuneration:</b> Linking corporate goals and targets (including meeting annual budgets) to individual performance and developing remuneration strategies to reward over-performance and substantial contribution to company.	
<b>Mergers and Acquisitions:</b> Business, legal or banking experience in evaluating, conducting and implementing corporate mergers and acquisitions.	
Experience	Directors with Experience
<b>Product Development:</b> Overseeing development of market-ready goods or services from concept to minimum viable product.	
<b>Information Technology:</b> Industry experience within the technology sector, in particular, exposure to PaaS or SaaS based business models.	
<b>Advertising and media:</b> Industry experience within the advertising industry, either through the demand side (advertisers, agencies) or supply side (publishers).	
<b>Big Data and Insights:</b> Provider or user of big data services and appreciation of its application to driving sound decision-making.	
<b>International Markets:</b> Entering new markets and establishing presence and profitability.	
<b>Mapping/imagery space:</b> Understanding of the B2B mapping / imagery space and awareness of the competitive landscape.	


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### LEGEND:

 **Highly Skilled/Experienced**

 **Skilled/experienced**

 **Some skills/experience**

The Board is satisfied that the identified skills are well represented in the current Board. However, the Board will consider appointing additional directors to enhance relevant areas as it further expands its operations.

### ***Independence***

The Nearmap Board is comprised of a majority of independent Directors. The Company's Chair, Mr Peter James, is an independent Director and is not also the CEO.

The ASX provides guidance on factors relevant to an assessment of independence, which includes interests, positions, associations or relationships which might interfere with, or reasonably be seen to interfere with, a Director's capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of the entity and its security holders generally. In accordance with this guidance, two of the six Directors are not considered to be independent:

Name	Position
Ross Norgard	Non-executive Director
Rob Newman	Managing Director

Mr Ross Norgard is not considered to be independent as he was a substantial shareholder of Nearmap within the last 3 years. Dr Rob Newman is not considered independent as he is employed in an executive capacity by the Company.

### ***Induction, Professional Development and Advice***

An induction program is tailored to new Directors. Directors also receive access to ongoing continuous professional development training, including briefings on the business, industry and key changes to laws and accounting standards affecting the consolidated entity.

If a Director considers it necessary to obtain independent professional advice to properly discharge the responsibility of his/her office as a Director then, provided the Director first obtains approval for incurring such expense from the Chair, the Company will pay the reasonable expenses associated with obtaining such advice.

### **Principle 3: Instil a culture of acting lawfully, ethically and responsibly**

Nearmap is committed to fostering a high performance culture which is diverse and engaged, allowing employees to grow and succeed. This culture is put into action through an emphasis on the core values and by providing all Nearmap employees the necessary resources to succeed in their roles. The executive lead by example, upholding and role modelling the core values in everything they do. These values encourage employees to:

**Own it:** We hold ourselves and each other accountable to succeed

**Work it:** We are better when we collaborate

**Tell it:** We are honest and transparent in our communication

**Love it:** We are passionate about what we do and how we do it

**Risk it:** We are fearless, curious and committed

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The Company has adopted Codes of Conduct, a Global Whistleblower Policy and a Global Anti-Bribery and Corruption Policy setting out the ethical standards expected of Directors, executives and employees. The Board or a committee of the Board is informed of any material incident or breaches of these policies. These policies can be found in the Corporate Governance section of the Company's website at [www.nearmap.com](http://www.nearmap.com).

### **Share Trading**

The Constitution of the Company permits Directors and officers to acquire shares in the Company. In accordance with the provisions of the Corporations Act and the listing Rules of the ASX, Directors must advise the Company and the ASX of any transactions they conduct in securities of the Company.

The Company has established a policy concerning trading in the entity's securities by Directors, senior executives and employees. The Securities Dealing Policy prohibits the buying or selling of Company securities at any time by any Director, officer, executive, contractor, consultant or employee ("insiders") who possesses price-sensitive information about the Company that is not available to investors and the securities market generally and during "Closed Periods" and periods of "black-out" as stipulated in the policy.

Individuals who hold price-sensitive information not generally available to investors and the securities market:

- must not trade in any securities of the Company;
- must not engage any other person or entity to trade in the Company's securities;
- must not allow the price sensitive information to be disclosed to another person who may use the information for improper trading purposes; and
- must not communicate inside information to any other individual who works within the consolidated entity except on a "needs to know" basis.

Individuals who liaise with stockbrokers, industry analysts or business journalists and the like regarding the business activities of the Company, must not disclose to such third parties any inside information about Company, or confirm any analysis, the confirmation of which would constitute price-sensitive and non-public information. For further information on the Company's Securities Dealing Policy please refer to the Corporate Governance section of the Company website at [www.nearmap.com](http://www.nearmap.com).

### **Principle 4: Safeguard the integrity of corporate reports**

#### **Audit and Risk Management Committee**

The Board has established an Audit and Risk Management Committee which operates under a charter approved by the Board. It is the Board's responsibility to ensure that an effective internal control framework exists within the entity. This includes internal controls to deal with both the effectiveness and efficiency of significant business processes such as the safeguarding of assets, the maintenance of proper accounting records and the reliability of financial information, as well as non-financial considerations including the benchmarking of operational key performance indicators.

The Board has delegated the responsibility for the establishment and maintenance of a framework of internal control and ethical standards for the management of the consolidated entity to the Audit and Risk Management Committee. The Audit and Risk Management Committee provides the Board with additional assurance regarding the reliability of financial information for inclusion in the financial reports. The Committee is also responsible for the nomination of the external auditor and reviewing the adequacy of the scope and quality of the annual statutory audit and half year audit review.

For further details regarding the procedures for selection, appointment and rotation of external audit partners, as well as a copy of the Audit and Risk Management Committee's charter, please refer to the Corporate Governance section of the Company's website at [www.nearmap.com](http://www.nearmap.com).



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All members of the Audit and Risk Management Committee are Non-executive Directors, a majority of which are considered independent. The Company recognises Recommendation 4.1(2) which recommends that it is chaired by an independent director, who is not the chair of the Board. The Company appointed independent Non-executive Director, Ms Sue Klose as Chair of the Audit and Risk Management Committee on 21 August 2018 and presently complies with this recommendation.

For details of membership and attendance at meetings of the Audit and Risk Management Committee, refer to the Company's 2022 Annual Report at page 66.

### ***Integrity of Financial Reporting***

The Board has primary responsibility to ensure that the Company presents and publishes accounts which present a true and fair view of its results and financial position and that the accounting methods adopted are appropriate to the Company and consistently applied in accordance with relevant accounting standards and the applicable laws.

Under section 295A of the *Corporations Act*, the Managing Director and the person who performs the Chief Financial Officer function are each required to provide a written statement to the Board that the Company's annual financial report presents a true and fair view, in all material respects, of the Company's financial condition and operational results and that it is in accordance with the relevant accounting standards. Recommendation 4.2 extends this requirement such that it applies to financial statements for any financial period and that the Managing Director and the person who performs the Chief Financial Officer function must also confirm that this statement is founded on a sound system of risk management and internal compliance which implements the policies adopted by the board and that the company's risk management and internal compliance and control system is operating effectively in all material respects. The Board confirms that it has received written statements to this effect from the Managing Director and the Chief Financial Officer for the half year and annual financial reports from 1 July 2020 to the date of this Corporate Governance Statement.

The Company follows the following process to verify the integrity of periodic corporate reports that are released to the market but not subject to audit or review by an external auditor:

- All periodic corporate reports are initially prepared by the Company's finance team, under the supervision of the CFO;
- Draft periodic corporate reports are initially reviewed by the CEO; and
- Following CEO review, the Company's Non-Executive Directors review the draft periodic corporate reports and are able to interrogate the CFO and CEO on the content of periodic corporate reports.

Pursuant to the Board Charter, all Directors have the ability to seek external advice on the content of periodic corporate reports if considered necessary.

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### **Principle 5: Make timely and balanced disclosure**

The Company has established written policies and procedures for complying with its continuous disclosure obligations under the ASX Listing Rules. A copy of the Company's Continuous Disclosure Policy is disclosed on the Company's website. In accordance with the Company's Continuous Disclosure Policy, the Company Secretary ensures all Directors receive a copy of all announcements lodged with ASX immediately upon confirmation of release. In accordance with the Company's Continuous Disclosure Policy, all substantive investor or analyst presentations will be released on the ASX Markets Announcement Platform ahead of such presentations.

### **Principle 6: Respect the rights of security holders**

#### ***Communication with Shareholders***

Pursuant to Principle 6, the Board aims to ensure that the shareholders are provided with full and timely information about the Company's activities. To promote effective communication with shareholders, the Company has designed a Shareholders Communication policy. Information is communicated to the shareholders through:

- the Annual Report which is made available to all shareholders;
- announcements made through the ASX companies announcements platform;
- the Company's website (<http://www.nearmap.com>) which has a dedicated Investor Relations section for the purpose of publishing all important Company information and relevant announcements made to the market; and
- the annual general meeting and any other meetings called to obtain approval for Board action as appropriate.

In addition, shareholders are encouraged to make their views known or to seek clarification on information available in the public arena by contacting the Company (including the Company's share registry, which facilitates electronic correspondence) or attending the annual general meeting. In 2021, in light of the unfolding COVID-19 pandemic and resultant State and Federal restrictions on social gatherings, the Company welcomed shareholders to its second virtual annual general meeting. With the easing of restrictions, the Company is pleased to be able to hold its 2022 annual general meeting as an in-person meeting. The external auditors also attend and are available to answer queries on the preparation and content of the independent Audit Report, the accounting policies adopted by the Company in relation to the preparation of accounts and the independence of the Auditor in relation to the conduct of the audit at the Company's annual general meetings.

Shareholders are given the option to receive communications from the Company and its share registry electronically. This option is presented to each shareholder in writing upon joining the register for the first time. Thereafter shareholders are able to change their option online by visiting the registry's website. In addition, the Company presents all ASX announcements and financial reports and Company presentations on its website. The Company further publishes an email address on its website for the benefit of shareholders and other stakeholders wishing to contact the Company in this fashion.

The Company follows the recommendation that all substantive resolutions at securityholder meetings be decided by a poll rather than a show of hands.

For further information regarding the Company's Shareholder Communication Policy please refer to the Corporate Governance section of the Company's website at [www.nearmap.com](http://www.nearmap.com).

### **Principle 7: Recognise and manage risk**

The Company is committed to the management of risks throughout its operations to protect all of its stakeholders. Risk management is carried out through the various committees, processes and procedures mentioned above.

The Board has established an Audit and Risk Management Committee, which is comprised of a majority of independent Directors and is chaired by an independent Director. The Board has delegated to the Audit and Risk Management Committee the primary responsibility for ensuring that risks are identified and monitored. The Audit and Risk Management Committee has in turn required management to design and implement a risk management and control system to manage the Company's material business risks.

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The Company's Risk Management Policy deals with the management and oversight of material business risks and provides the guiding principle for management in the identification of risks across the organisation as a whole, and within individual business units. The Audit and Risk Management Committee reviews the risk management framework on a quarterly basis.

The annual business planning process includes careful consideration of the internal and external risk profile of the Company. Senior executives report regularly to the Board in relation to the effectiveness of the management of material business risks. This process will allow senior management to minimise the potential impact of business risks in achieving objectives to create and protect shareholder value. The Board confirms that it has received confirmation from management during the reporting period affirming that the Company's management of material business risks is effective.

The Risk Management Policy provides a framework for systematically understanding and identifying the types of business risks that may threaten the Group as a whole or specific business activities within the Company and includes risk mitigation strategies.

The categories of risk covered in the Risk Management Policy include but are not limited to:

- Operational risk;
- Environmental risk;
- Sustainability risk;
- Compliance risk;
- Strategic risk;
- Ethical conduct risk;
- Reputation or brand risk;
- Technological risk;
- Cyber risk
- Product or service quality risk;
- Human capital risk;
- Financial reporting risk; and
- Market related risk.

The Board has formed the view that the Company does not currently have any material exposure to economic, environmental or social sustainability risks.

For a summary of the Company's Risk Management Policy, please refer to the Corporate Governance section of the Company's website at [www.nearmap.com](http://www.nearmap.com).

Due to the size of the Company and its current level of activity and operations, the Company does not have a formal internal audit function. Periodically, internal reviews of the Company's financial systems, documents and processes are undertaken and any recommendation for improvement reported to the Board as part of the Company's risk management processes.

### **Principle 8: Remunerate responsibly and fairly**

The Board has established a People, Culture and Remuneration Committee, which is comprised of a majority of independent Directors and is chaired by an independent Director. The Board has delegated to the People, Culture and Remuneration Committee the primary responsibility for determining and reviewing compensation arrangements for the Directors and senior executives.

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For further details on the remuneration policy of the Company, including a description of the structure of Non-executive Directors' remuneration and Executive Directors' and senior executives' remuneration, refer to the Company's 2022 Annual Report at pages 74 to 89.

The only long term incentives that the Company offers to Directors and employees are options over the ordinary shares of the Company and restricted stock units (RSUs), which entitle the holder to fully paid ordinary shares in certain conditions. The options, which are usually issued for nil consideration at an exercise price calculated with reference to prevailing market prices, are issued in accordance with performance guidelines established by the Directors of the Company. The options and RSUs typically only vest under certain conditions. The options and RSUs cannot be transferred without the approval of the Company's Board and are not quoted on the ASX. As a result, holders may not enter into any transaction designed to remove the "at risk" aspect of an option or RSU before it is exercised.

There is no scheme to provide retirement benefits (other than superannuation) for Non-executive Directors.