



EROAD SHARE PURCHASE PLAN OFFER DOCUMENT

EROAD LIMITED
23 SEPTEMBER 2020

NOT FOR RELEASE TO U.S. WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES

This is an important document. You should read the whole document before deciding whether to subscribe for shares in EROAD Limited. If you have any doubts as to what you should do, you should consult your financial advisor.

KEY INFORMATION

Eligibility	You may participate in this Share Purchase Plan (SPP) if you are a shareholder of EROAD Limited (EROAD) as at 5.00pm NZST on Wednesday 16 September 2020 with a registered address in New Zealand or Australia. You may not participate if you are outside New Zealand or Australia or acting for the account or benefit of a person in the United States. Similarly, if you hold Shares on behalf of a person who resides outside New Zealand or Australia, you may not participate in respect of that person.
Transferability	The offer made under this SPP is personal to you. It cannot be transferred to another person.
Equal participation	Each Eligible Shareholder has the right to apply for the maximum amount of Shares applicable in the jurisdiction in which that Eligible Shareholder resides on the same terms and conditions as each other Eligible Shareholder.
Application amount	If you wish to participate in this SPP, you apply for a dollar amount of Shares, not for a certain number of Shares. Eligible Shareholders can apply for Shares up to a maximum amount of NZ\$50,000.
Issue Price of Shares	The Shares will be issued at the lower of the price paid by investors in EROAD's recent Placement, being NZ\$3.90 per Share, and a 2.5% discount to the five day volume weighted average price of EROAD shares traded on NZX during the five NZX trading days up to, and including, the Closing Date.
How to apply	We encourage you to apply online at www.shareoffer.co.nz/eroad . Alternatively, you can complete a hard copy Application Form. You should read the instructions on the Application Form carefully. If you are a Custodian, you also need to complete and return a Custodian Certificate. To determine whether you are a Custodian, and how to obtain a Custodian Certificate, refer to clause 4 of the Terms and Conditions. You need to return your completed Application Form (and, if applicable, a Custodian Certificate) to the address on the Application Form. Applications MUST be received by 5:00pm NZDT on Friday 2 October 2020 to be accepted (see clause 3 of the Terms and Conditions for more information about applications).
Shares	You will receive your Shares on or about Friday 9 October 2020, unless the Closing Date is extended.
Offer size and scaling	EROAD is seeking to raise up to NZ\$8 million under this SPP, with the ability for EROAD to accept oversubscriptions at its discretion. EROAD may scale back the number of Shares to be allotted under this SPP to each Applicant having regard to the shareholders' holding of Shares at the relevant Record Date and otherwise at its discretion (see clause 3 of the Terms and Conditions for more information about scaling).

Defined words and expressions used in this document are capitalised – see Glossary for their definition.

CONTENTS

IMPORTANT INFORMATION	1
LETTER FROM THE CHAIR	3
QUESTIONS AND ANSWERS	4
TERMS AND CONDITIONS	6
GLOSSARY	13
DIRECTORY	15

KEY DATES

DATE	EVENT	
16 September 2020	Record Date	The date on which Eligible Shareholders are determined.
23 September 2020	SPP Opening Date	SPP opens for applications.
2 October 2020	SPP Closing Date	The SPP closes at 5:00pm NZDT, unless extended. Online applications or Application Forms returned by mail, and payment must be received by the Share Registrar by this time.
6 October 2020	Announce results of SPP	Announcement to be made on the NZX and ASX.
9 October 2020	Settlement Date	Settlement on the NZX and ASX.
9 October 2020	Allotment Date	Shares allotted on the NZX and ASX.
9 October 2020	Commencement of trading on NZX	Trading is expected to commence on the NZX.
12 October 2020	Despatch Date	Transaction confirmation despatched to participating shareholders.
12 October 2020	Commencement of trading on ASX	Trading is expected to commence on the ASX.

* EROAD reserves the right to alter the key dates (subject to the NZX Listing Rules, the ASX Listing Rules and applicable laws).

IMPORTANT INFORMATION

GENERAL INFORMATION

This document has been prepared by EROAD in connection with an offer of new ordinary Shares (“SPP” or “Offer”).

In New Zealand, the Offer is made to Eligible Shareholders under the exclusion in clause 19 of Schedule 1 of the Financial Markets Conduct Act 2013. In Australia, the Offer is made to Eligible Shareholders in accordance with the relief granted in ASIC Instrument 20-0854 (“ASIC Instrument”) and ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 as amended by the ASIC Instrument.

This document is not a product disclosure statement or prospectus or other disclosure document and does not contain all of the information which may be required in order to make an informed investment decision about the Offer or EROAD.

ADDITIONAL INFORMATION

EROAD is subject to continuous disclosure obligations under the NZX Listing Rules. Market releases by EROAD, including its most recent financial statements, are available at www.nzx.com and www.asx.com.au under code ERD.

EROAD may, during the Offer, make additional releases to NZX and ASX. No release by EROAD to NZX or ASX will permit an applicant to withdraw any previously submitted application without EROAD’s consent, whether or not there has been any permissible variation of the Offer.

The market price for the Shares may change between the date this Offer opens, the date you apply for Shares under the Offer, and the date on which the Shares are allotted to you. Accordingly, the price paid for Shares under the Offer may be higher or lower than the price at which Shares are trading on the NZX Main Board or the ASX at the time shares are issued under the Offer. The market price of new Shares following allotment may be higher or lower than the Issue Price.

OFFERING RESTRICTIONS

This document is intended for use only in connection with the Offer to Eligible Shareholders with a registered address in New Zealand and Australia. This document does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such offer or invitation. No action has been taken to permit a public offering of the Shares in any jurisdiction outside New Zealand and Australia. The distribution of this document (including an electronic version) in a jurisdiction outside New Zealand and Australia may be restricted by law and persons who come into possession of it (including nominees, trustees or Custodians) should observe any such restrictions.

No person may subscribe for, purchase, offer, sell, distribute or deliver the Shares, or be in possession of, or distribute to any other person, any offering material or any documents in connection with the Shares, in any jurisdiction other than in compliance with all applicable laws and regulations. Without limiting the foregoing, this document may not be sent to or distributed in the United States.

This document does not constitute an offer to sell, or the solicitation of an offer to buy, any Shares in the United States. The Shares to be offered and sold under the SPP have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to any person acting for the account or benefit of a person in the United States except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws.

CHANGES TO THE OFFER

Subject to the NZX Listing Rules, the ASX Listing Rules and applicable laws, EROAD reserves the right to alter the dates set out in this document. EROAD reserves the right to withdraw the Offer and the issue of new Shares at any time before the Allotment Date at its absolute discretion.

NO GUARANTEE

No person named in this document (nor any other person) guarantees the Shares to be issued pursuant to the Offer or warrants the future performance of EROAD or any return on any investment made pursuant to this document.

DECISION TO PARTICIPATE IN THE OFFER

The information in this document does not constitute a recommendation to acquire Shares or financial product advice. This document has been prepared without taking into account the investment objectives, financial, or taxation situation or particular needs of any Applicant or investor.

PRIVACY

Any personal information you provide online or on the Application Form will be held by EROAD and/or the Share Registrar at the address set out in the Directory. This information will be used for the purposes of administering your investment in EROAD. This information will only be disclosed to third parties with your consent or if otherwise required by law. Under the *Privacy Act 1993* (NZ) or the *Privacy Act 1988* (Aus) (as applicable), you have the right to access and correct any personal information held about you.

ENQUIRIES

For enquiries about the Offer, please contact EROAD’s Share Registrar (refer to page 15 for contact details).

DEFINED TERMS

Capitalised terms used in this document have the specific meaning given to them in the Glossary at the back of this document. Words importing the plural include the singular and vice versa.

LETTER FROM THE CHAIR

Dear EROAD shareholder,

I am pleased to advise you that EROAD is conducting a capital raise of NZ\$50 million to accelerate the execution of our growth strategies. Eligible EROAD Shareholders will have the opportunity to acquire new Shares in the company through a share purchase plan ("SPP"), without incurring brokerage or other transaction costs.

PURPOSE OF THE OFFER

EROAD has significant growth opportunities as penetration of telematics continues in New Zealand, North America and Australia. Growth in the number of EROAD's connected vehicles and launches of new Software as a Service (SaaS) products and services provide significant opportunities for EROAD to grow revenues.

EROAD has been admitted to the ASX on 16 September and the Board has determined that this is an opportune time to raise capital to accelerate the execution of our growth strategies, to increase liquidity and to broaden our investor base. It is EROAD's intention to remain a New Zealand domiciled-business, an NZX listed company and committed to our New Zealand investor base.

The SPP represents 16% of the NZ\$50 million total capital raise, which includes a NZ\$42 million fully underwritten placement of shares ("Placement"), and the SPP of up to NZ\$8 million (EROAD can at its discretion accept oversubscriptions).

The capital raising proceeds will be used to accelerate execution of our growth strategies by investing in EROAD's platform via product development and sales and marketing. Additional funding will also be used to improve balance sheet flexibility and support future growth initiatives, notwithstanding any impacts and general uncertainty of COVID-19.

HOW YOU CAN PARTICIPATE

Participation in the SPP is optional. The SPP will enable all Eligible Shareholders in New Zealand and Australia to participate in the capital raising and acquire new shares in EROAD at the same price or lower than the Placement. The price per share under the SPP will be the lower of NZ\$3.90, being the price in the recent Placement or a 2.5% discount to the five day volume weighted average price of EROAD shares traded on the NZX during the five trading days up to, and including, the SPP offer closing date.

Each Eligible Shareholder may elect to subscribe for up to NZ\$50,000, subject to scaling. Please note that if the SPP is oversubscribed, applications may be scaled having regard to existing shareholdings at the relevant Record Date, and otherwise at EROAD's discretion.



Details of the SPP, including terms and conditions of the offer and an explanation of how Eligible Shareholders can participate, are contained in this Offer Document and the Application Form. All documents relating to the SPP, including the Investor Presentation for the Placement and the SPP that was released on 17 September 2020, are available online at www.shareoffer.co.nz/eroad.

If you wish to participate in the SPP, please ensure that your Application Form (and if you are a Custodian, your Custodian Certificate) is completed and received by EROAD's Share Registrar, Computershare Limited, no later than 5:00pm New Zealand time / 3:00pm Sydney time on 2 October 2020. Given the present uncertainties with respect to postal timing, we strongly encourage all shareholders that wish to participate to apply online.

Shares under the SPP are expected to be allotted on or around 9 October 2020 and will rank equally with existing EROAD shares at that date.

CONCLUDING REMARKS

This Offer Document contains important information about the SPP. I encourage you to read it carefully and take the time to consider the offer and seek financial, investment, or other professional advice from a qualified professional advisor.

The Board and management team remain confident and ambitious about the company's future prospects. Reflecting their commitment, I can confirm that all EROAD Independent Directors that are eligible intend to participate in the capital raise.

On behalf of the Board, I welcome your participation in the SPP and thank you for your continued support of EROAD.

Graham Stuart,
Chair, EROAD Limited

QUESTIONS AND ANSWERS

Defined words and expressions used in this share purchase plan are capitalised - see the glossary for their definition. These questions and answers are a summary only and you should refer to the terms and conditions for further information.

2. WHAT IS THE SHARE PURCHASE PLAN?

The SPP allows Eligible Shareholders to purchase Shares in EROAD without incurring brokerage or other transaction costs. You are eligible to participate in the SPP if you are a shareholder of EROAD and:

- you were registered as a holder of fully paid Shares at the relevant time on the relevant Record Date, which is 5.00pm NZST on Wednesday 16 September 2020; and
- your registered address is in New Zealand or Australia; and
- you do not hold the Shares on behalf of another person who resides outside of New Zealand or Australia.

In particular, Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders (including trustees, Custodians and nominees) who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.

2. WHAT IS THE PRICE OF THE SHARES AND HOW MANY CAN I PURCHASE?

The Issue Price will be the lower of:

- NZ\$3.90, being the price paid by investors in EROAD's recent Placement (representing a discount of 10.3% to the closing price of EROAD Shares on the NZX of NZ\$4.35 on 14 September 2020; and a 9.0% discount to the ten-day volume weighted average price on the NZX of NZ\$4.29); and
- a 2.5% discount to the five day volume weighted average price of EROAD shares traded on NZX during the five NZX trading days up to, and including, the Closing Date.

The Issue Price determined above is a New Zealand dollar amount. The market price of the Shares may change between the Opening Date, the date you apply for Shares under the SPP, and the Allotment Date. The risks associated with this potential market fluctuation are described in question 6 below.

You may apply for a maximum amount of NZ\$50,000 of new Shares under the Offer, subject to scaling.

If you wish to participate in the SPP, you should complete the Application Form in accordance with the instructions set out in question 7 below and make payment for the exact dollar amount applied for on the Application Form. If you are a Custodian, you will also need to complete and lodge together with your Application Form a Custodian Certificate. To determine whether you are a Custodian, and how to obtain a Custodian Certificate, refer to clause 4 of the Terms and Conditions.

EROAD is inviting applications for up to NZ\$8 million of Shares, with the ability for EROAD to accept oversubscriptions at its discretion.

EROAD reserves the right to, at its absolute discretion, scale any application for Shares under the SPP. EROAD may scale back all applications on a proportionate basis having regard to the number of EROAD Shares held by the Applicant (or, in the case of an application made by a Custodian, the relevant beneficial owner(s) named in the schedule submitted with the Application Form) on the relevant Record Date, and otherwise at its discretion. If your application is scaled back by EROAD, your application monies will be greater than the amount of new Shares you will be allotted at the Issue Price and a refund will be issued in accordance with clause 6 of the Terms and Conditions.

Any fractional Shares allocated under the SPP will be rounded down to the nearest whole number of Shares and EROAD will retain any difference due to rounding.

All Shares issued under the SPP will be ordinary Shares of EROAD. Shareholders who subscribe under the SPP will be eligible to participate in any future dividends to be declared by EROAD.

3. WHAT RIGHTS WILL THE SHARES HAVE?

Shares under the SPP will rank equally with existing Shares quoted on the NZX and ASX, with the same voting rights, dividend rights and other entitlements.

4. WHAT IF I OWN SHARES THROUGH A TRUSTEE OR CUSTODIAN OR OWN SHARES IN MORE THAN ONE CAPACITY?

If you own Shares through a trustee or Custodian (and are otherwise eligible to participate in the SPP), then subject to certain certification requirements and other conditions, you may instruct the trustee or Custodian to purchase Shares on your behalf, up to the NZ\$50,000 limit. If you own Shares through a trustee or Custodian and also own Shares in your own name, then you may either purchase Shares yourself or instruct your trustee or Custodian to purchase Shares on your behalf. You may not do both.

If you receive more than one copy of this document, or if you hold Shares in more than one capacity (e.g. because you are both a sole and joint holder of Shares), the maximum amount you may apply to invest under the SPP in all capacities, and in aggregate, is NZ\$50,000. You may not purchase some Shares on your own behalf and some Shares as a joint holder. By applying to purchase Shares under the SPP, you represent that you have not exceeded this NZ\$50,000 limit.

If you are an Eligible Shareholder and hold Shares as Custodian, you may apply for up to NZ\$50,000 worth of new Shares for each beneficiary for whom you, directly or indirectly, act as Custodian provided that you complete, and submit, together with the Application Form, a certificate (Custodian Certificate) certifying each of the matters set out in clause 4.4 of the Terms and Conditions of this SPP.

Each trustee and Custodian must not participate in the SPP on behalf of, and must not distribute this SPP Booklet or any other document relating to the SPP to, any person in the United States.

5. IS THIS OFFER TRANSFERABLE TO ANOTHER PERSON?

No. This Offer is personal to you and non-renounceable, so if you elect not to purchase any Shares under the SPP you may not transfer your right to purchase Shares under the SPP to anyone else.

6. WHAT ARE THE RISKS OF INVESTING IN THE SPP AND WHAT IF I CHOOSE NOT TO PARTICIPATE IN THE SPP?

The market price for the Shares may change between the Opening Date, the date you apply for Shares under the SPP, and the Allotment Date. Accordingly, the price paid under the SPP may be higher or lower than the price at which Shares in EROAD are trading on the NZX and ASX at the time the Shares are issued to you under the SPP. The Share price is quoted on the NZX website: www.nzx.com and ASX website: www.asx.com.au.

Eligible Shareholders may choose to subscribe for up to NZ\$50,000 of Shares pursuant to the SPP, subject to any scaling. While EROAD has attempted to make the Offer as fair as possible for Eligible Shareholders by providing for the individual application cap to be NZ\$50,000 of Shares (in accordance with the NZX Class Waiver), and by providing that any scaling will be having regard to individual shareholdings at the relevant Record Date, and otherwise at its discretion, the Offer is not in accordance with your proportionate shareholding. Even if you participate in the Offer, your proportionate shareholding in EROAD may change. Large shareholders may not be able to obtain sufficient Shares to maintain their percentage shareholding, while smaller shareholders may be able to increase their

percentage shareholding. If you do not subscribe for any Shares under the SPP, and other shareholders do subscribe for Shares, then your percentage shareholding in EROAD will be reduced.

7. HOW DO I APPLY FOR SHARES UNDER THE SPP?

If you wish to participate in the SPP, you can do so online at www.shareoffer.co.nz/eroad. Alternatively, please follow the step-by-step instructions set out on the reverse of the enclosed personalised Application Form. If you are not applying online, return your completed Application Form (and, if applicable, your Custodian Certificate) with your payment to the designated address.

By applying to purchase Shares under the SPP, you represent that you have not exceeded the NZ\$50,000 limit.

If the exact amount of money is not tendered, EROAD reserves the right not to accept all or part of your payment. In those circumstances, EROAD will return your Application Form (and, if applicable, your Custodian Certificate) and refund all or part of your payment without interest.

If an Application Form is rejected, all of the amounts paid will be refunded to the relevant Applicant. If applications are scaled back, the Applicant will receive the number of Shares at the Issue Price accepted by EROAD following scaling and a refund of the balance of the relevant payment amount. All refunds will be made without interest. Any amount lesser than \$5 due to scaling or rounding will be retained by EROAD. Refunds will be issued within five business days following the Allotment Date (see clause 6 of the Terms and Conditions for more information).

You will not be able to withdraw or revoke your Application Form once you have sent it in.

8. HOW LONG IS THE SPP OPEN AND WHEN WILL I RECEIVE MY SHARES?

The SPP opens on Wednesday 23 September 2020 and is expected to close at 5:00pm NZDT on Friday 2 October 2020, unless extended. If you want to participate, you should ensure your application and payment is received by 5:00pm NZDT on Friday 2 October 2020. If you are returning your Application Form by mail, please allow adequate time for mail deliveries to be received. Applications received after this time may not be accepted. Online applications are encouraged.

You will receive Shares issued to you under the SPP on the Allotment Date, which is currently expected to be on or around Friday 9 October 2020. Confirmation of the number of Shares issued to you under the SPP will be sent on the Despatch Date, currently expected to be on or around Monday 12 October 2020.

TERMS AND CONDITIONS

If you apply to participate in the SPP by completing the Application Form (and, if applicable, a Custodian Certificate) online or by mail, you are accepting the risk that the market price of shares may change between the Opening Date, the date you apply for shares under the SPP, and the Allotment Date. This means that it is possible that up to or after the Allotment Date, you may be able to buy shares on the NZX Main Board or the ASX at a lower price than the Issue Price.

We encourage you to seek your own financial advice regarding your participation in the SPP.

Consistent with the representations, warranties and acknowledgements contained in these terms and conditions and the Application Form, you may not submit any completed Application Forms for any person outside Australia or New Zealand. Failure to comply with these restrictions may result in a violation of applicable securities laws.

1. OFFER TIMETABLE

DATE	EVENT
Record Date	Eligible Shareholders registered at 5:00pm NZST on Wednesday 16 September 2020 may participate in the SPP.
Opening Date	The Offer opens on Wednesday 23 September 2020. This document is mailed to Eligible Shareholders on Wednesday 23 September 2020.
Closing Date	The Offer closes at 5:00pm NZDT on Friday 2 October 2020, unless extended. Online applications or Application Forms returned by mail, and payment in accordance with the instructions provided must be received by the Share Registrar by this time. Application Forms may, at EROAD's option, not be processed or held to be valid if they have not been received by this time.
Announcement of Results Date	The completion and results of the SPP will be announced on the NZX and ASX Monday 6 October 2020.
Settlement Date	Settlement on the NZX and ASX on Friday 9 October 2020.
Allotment Date	The Shares are proposed to be allotted on or around Friday 9 October 2020, unless the Closing Date is extended.
NZX Commencement of trading:	EROAD expects the Shares will commence trading on the NZX on the Allotment Date.
Despatch Date:	EROAD expects that a transaction confirmation will be despatched to you on or around Monday 12 October 2020.
ASX Commencement of trading	EROAD expects the Shares will commence trading on the ASX on Monday 12 October 2020.

2. ELIGIBLE SHAREHOLDERS

- 2.1.** You may participate in the SPP if you are an Eligible Shareholder. Joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and the certification on the Application Form is taken to have been given by all of them.
- 2.2.** If you are an Eligible Shareholder, your rights under this Offer are personal to you and non-renounceable, so you may not transfer them.
- 2.3.** EROAD accepts no liability where an Eligible Shareholder does not receive an Application Form, or does not receive the Application Form in time.
- 2.4.** Shareholders who are in the United States or are elsewhere outside of New Zealand or Australia are not entitled to participate in the SPP. Similarly, Shareholders who hold Shares on behalf of persons who are in the United States, or on behalf of persons who reside elsewhere outside New Zealand or Australia, are not entitled to participate in the SPP on behalf of those persons.

3. ISSUE PRICE AND NUMBER OF SHARES

- 3.1.** The Issue Price for Shares under the SPP is the lower of:
- NZ\$3.90, being the price payable by investors in EROAD's recent Placement (representing a discount of 10.3% to the closing price of EROAD Shares on the NZX of NZ\$4.35 on 14 September 2020; and a 9.0% discount to the ten-day volume weighted average price on the NZX of NZ\$4.29); and
 - a 2.5% discount to the five day volume weighted average price of EROAD shares traded on NZX during the five NZX trading days up to, and including, the Closing Date.
- 3.2.** Eligible Shareholders may elect to purchase an amount of Shares up to a maximum amount of NZ\$50,000, subject to scaling, by filling in the appropriate box on the Application Form. Any fractional Shares allocated under the SPP will be rounded down to the nearest whole number of Shares.
- 3.3.** The Issue Price is a New Zealand dollar amount. The market price of the Shares may change between the Opening Date, the date you apply for Shares under the SPP, and the Allotment Date.
- 3.4.** Eligible Shareholders may only make a single application for Shares under the SPP. This applies to all Eligible Shareholders, including those who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity) and including

whether the Eligible Shareholder is applying through a Custodian or on his or her own behalf. Accordingly, if you own Shares through a trustee or Custodian and also own Shares in your own name, then you may either purchase Shares yourself or instruct your trustee or Custodian to purchase Shares on your behalf. You may not do both.

- 3.5.** EROAD is inviting applications for up to NZ\$8 million of Shares, with discretion for EROAD to accept oversubscriptions at its sole discretion. EROAD reserves the right to scale back applications having regard to the number of EROAD Shares held by the Applicant (or, in the case of an application made by a Custodian, the relevant beneficial owner(s) named in the schedule submitted with the Application Form) on the relevant Record Date and otherwise at its discretion.

4. CUSTODIANS

- 4.1.** Under the SPP, a Custodian is any Eligible Shareholder:
- in the case of any Eligible Shareholder having a registered address in New Zealand, that:
 - is a trustee corporation or a nominee company and holds Shares in EROAD by reason only of acting for another person in the ordinary course of business of that trustee corporation or nominee company; or
 - holds Shares in EROAD by reason only of being a bare trustee of a trust to which the Shares are subject.
 - in the case of any Eligible Shareholder having a registered address in Australia, provides a custodial or depository service in relation to shares of EROAD and who:
 - holds an Australian financial services licence covering the provision of a custodial or depository service;
 - is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
 - holds an Australian financial services licence covering the operation of an IDPS (as defined in ASIC Class Order [CO/13/763]) or is a responsible entity of an IDPS-like scheme (as defined in ASIC Class Order [CO 13/762]);
 - is a trustee of a self-managed superannuation fund or a superannuation master trust; or
 - is a registered holder of Shares and is noted on the register of members of EROAD as holding the Shares on account of another person.

- 4.2.** Custodians may apply to purchase Shares for an amount greater than NZ\$50,000, provided that the Custodian only applies for no more Shares than collectively have an aggregate application price of NZ\$50,000 for each beneficial owner for whom the Custodian acts as a Custodian. Each beneficial owner may only direct the Custodian to apply on behalf of that beneficial owner for a single share parcel.
- 4.3.** Custodians must confirm to EROAD that they are holding Shares as a Custodian for one or more beneficial owners and certify the matters described in clause 4.4 below by providing a Custodian Certificate together with the Custodian's Application Form. To request a Custodian Certificate, or if you would like further information on how to apply for Shares as a Custodian, you should contact EROAD's Share Registrar, Computershare Investor Services Limited, at any time from 8:30am to 5:00pm New Zealand time (Monday to Friday) prior to the Closing Date on Friday 2 October 2020.
- 4.4.** If a Custodian applies to purchase Shares on behalf of one or more beneficial owners, the Custodian must certify to EROAD in writing the following matters in the form and manner set out in the Custodian Certificate (available on request from the Share Registrar):
- that the Custodian held Shares on behalf of:
 - one or more other persons (who would be Eligible Shareholders if they held Shares directly) that are not Custodians; and/or
 - another Custodian ("Downstream Custodian") that holds beneficial interests in Shares on behalf of one or more other persons (who would be Eligible Shareholders if they held Shares directly) to which those interests relate, at 5.00pm (NZST) on Wednesday 16 September 2020, each, a "Participating Beneficiary", who have subsequently instructed the Custodian, and/or the Downstream Custodian, to apply for Shares under the SPP on their behalf;
 - the number of Participating Beneficiaries and their names and addresses;
 - the number of Shares that the Custodian holds on behalf of each Participating Beneficiary;
 - the dollar amount of Shares that each Participating Beneficiary has instructed the Custodian, either directly or indirectly through a Downstream Custodian, to apply for on their behalf;
 - that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds NZ\$50,000:

- the application price for new Shares applied for on their behalf under the SPP; and
 - the application price for any other Shares issued to the Custodian (as a result of an instruction given to the Custodian or a Downstream Custodian) for that Participating Beneficiary under any arrangement similar to the SPP in the 12 months prior to the application for new Shares under the SPP;
- that a copy of this document was given to each Participating Beneficiary;
 - where the Custodian holds Shares on behalf of a Participating Beneficiary indirectly, through one or more Downstream Custodians, the name and address of each Downstream Custodian; and
 - that the beneficial owner on whose behalf the Custodian is submitting an Application Form is not making an application as an Eligible Shareholder for Shares under the SPP, and no other Custodian is submitting an Application Form under the SPP for that beneficial owner.
- 4.5.** A Custodian must not participate in the SPP on behalf of, or distribute this SPP Booklet or any other document relating to the SPP to, any person in the United States.

5. COMPLETING THE APPLICATION FORM AND PAYING FOR SHARES

- 5.1.** If you are an Eligible Shareholder and you wish to participate in the SPP, you must complete the online Application Form at www.shareoffer.co.nz/eroad and make payment in accordance with the instructions provided. Alternatively, complete and return by mail a printed Application Form together with payment in accordance with the instructions set out in the Application Form. If you are a Custodian, you must also complete a Custodian Certificate which may be obtained from EROAD's Share Registrar, Computershare Investor Services Limited, as noted in clause 4.3 above.
- 5.2.** Eligible Shareholders should make payment for the exact dollar amount applied for on the Application Form, in accordance with the amount applied for.
- 5.3.** To be valid, your application (and, if applicable, Custodian Certificates) and payment must be received by Computershare Investor Services Limited by 5:00pm NZDT on Friday 2 October 2020. Application Forms (and, if applicable, Custodian Certificates) or payment received after that date will only be accepted at EROAD's discretion. Application Forms (and, if applicable, Custodian Certificates) should be returned in the following manners:

BY EMAIL: eroad@computershare.co.nz

(Please use "ERD Share Purchase Plan" as the subject of the email)

BY MAIL: Computershare Investor Services Limited

Private Bag 92119
Auckland 1142
New Zealand

6. EROAD'S DISCRETION TO ACCEPT OR REJECT APPLICATIONS

- 6.1.** EROAD has discretion to accept or reject your Application Form to purchase Shares under the SPP, including (without limitation) if:
- your Application Form or Custodian Certificate (if applicable) is incorrectly completed or incomplete or otherwise determined by EROAD to be invalid;
 - your payment is dishonoured or has not been completed correctly;
 - it appears that you are applying to buy more than NZ\$50,000 (in aggregate) of Shares (except if you are a Custodian applying on behalf of more than one beneficial owners in accordance with clause 4.2);
 - your Application Form, Custodian Certificate (if applicable) or payment is received after the Closing Date. While EROAD has discretion to accept late Application Forms, Custodian Certificates (if applicable) and payments, there is no assurance that it will do so. Late Application Forms, Custodian Certificates (if applicable) and payments, if not processed, will be returned to you at your registered address. No interest will be paid on any application money returned to you;
 - EROAD believes that you are not an Eligible Shareholder or Custodian; or
 - EROAD considers that your application does not comply with these Terms and Conditions.
- 6.2.** EROAD reserves the right to scale back at its absolute discretion any application for Shares under the SPP. EROAD may scale back applications having regard to the number of EROAD Shares held by the Applicant (or, in the case of an application made by a Custodian, the relevant beneficial owner(s) named in the schedule submitted with the Application Form) on the relevant Record Date and otherwise at its discretion.
- 6.3.** If an application is rejected, all of the relevant amounts will be refunded to the Applicant. If applications are scaled back, the Applicant will receive the number of Shares at the Issue Price in respect of which the application is accepted and a refund of the balance of the relevant application payment. All refunds will be made without interest.

6.4. Any difference less than NZ\$5 due to scaling or rounding will be retained by EROAD and not refunded.

6.5. Refunds will either be made by direct credit to the bank account held by EROAD's Share Registrar, Computershare Investor Services Limited, or by a cheque payable to the relevant Applicant in their name(s), which will be posted to the address set out in the Application Form. Refunds will be issued within five business days following the Allotment Date.

7. SIGNIFICANCE OF SENDING IN AN APPLICATION

- 7.1.** If you apply to participate in the SPP by completing and returning the Application Form either by mail or online (and, if applicable a Custodian Certificate):
- your application, on these Terms and Conditions, will be irrevocable and unconditional (i.e. it cannot be withdrawn);
 - you certify to EROAD that you are an Eligible Shareholder entitled to apply for Shares under these Terms and Conditions;
 - you agree to be bound by the Constitution of EROAD;
 - you certify to EROAD that you are not applying for Shares under the SPP with a total application price in excess of NZ\$50,000 from the following:
 - the Shares under the SPP the subject of the application;
 - any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the application;
 - any other Shares under the SPP which you have instructed a Custodian to acquire on your behalf under the SPP; and
 - any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the SPP;
 - without limiting EROAD's discretion to accept or reject applications in clause 6 above, you authorise EROAD (and its officers or agents) to correct any error in, or omission from, your Application Form (and, if applicable, your Custodian Certificate) and to complete the Application Form (and, if applicable, the Custodian Certificate) by the insertion of any missing details;
 - you acknowledge that EROAD may at any time irrevocably determine that your Application Form (and, if applicable, your Custodian Certificate) is valid, in accordance with these Terms and Conditions, even if the Application Form (or, as

applicable, your Custodian Certificate) is incomplete, contains errors or is otherwise defective;

- you accept the risk associated with any refund that may be despatched to you by cheque to your address shown on EROAD's share register;
- you acknowledge that none of EROAD, its advisers or agents has provided you with investment advice or financial product advice, and that none of them has an obligation to provide advice concerning your decision to apply for and purchase Shares under the SPP;
- you acknowledge the risk that the market price for the Shares may change between the Opening Date, the date you apply for Shares under the SPP, and the Allotment Date. A change in market price during this period may affect the Issue Price or value of the Shares you receive under the SPP;
- you acknowledge that EROAD is not liable for any exercise of its discretions referred to in these Terms and Conditions;
- you irrevocably and unconditionally agree to these Terms and Conditions and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the SPP;
- you represent that you are not in the United States and you are not acting for the account or benefit of a person in the United States (or, in the event that you do act for the account or benefit of a person in the United States, you are not participating in the SPP in respect of that person);
- you acknowledge that the Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States, except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws;
- you acknowledge that the Shares may only be offered and sold outside the United States in "offshore transactions" (as defined and in reliance on Regulation S under the U.S. Securities Act);
- you represent that you have not, and you agree that you will not, send this SPP Booklet or any other materials relating to the SPP to any person in the United States or elsewhere outside Australia and New Zealand;
- you acknowledge and agree that if in the future you decide to sell or otherwise transfer the Shares, you will only do so in standard brokered transactions on the NZX or ASX, where neither you nor any person acting on your behalf knows, or has reason to know,

that the sale has been pre-arranged with, or the purchaser is, a person in the United States; and

- if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand.
- 7.2.** If a Custodian applies to purchase Shares under the SPP for a beneficial owner pursuant to clause 4.2:
- the certification referred to in clause 7.1(d) will be taken to be given by the beneficial owner on whose behalf the Custodian is applying to purchase Shares; and
 - in addition to the matters referred to in clause 7.1, the Custodian also certifies each of the matters set out in the Custodian Certificate.

8. THE SHARES

- 8.1.** Shares issued under the SPP will rank equally in all respects with existing Shares quoted on the NZX and ASX, with the same voting rights, dividend rights and other entitlements. The Shares to be issued under the SPP have been accepted for quotation on the NZX, and application will be made for their quotation on the ASX, and it is expected that the Shares will be quoted upon completion of the allotment procedures. However, neither NZX Limited nor ASX Limited accepts any responsibility for any statement in this document.
- 8.2.** The issue of new Shares under the SPP up to a maximum amount of NZ\$50,000 per Eligible Shareholder (or per beneficial owner, in the case of holdings held by Custodians) is being undertaken pursuant to NZX Listing Rule 4.3.1 (Share Purchase Plan) as modified by the NZX Class Waiver, which, among other things, increased the maximum consideration payable for equity securities in an SPP to NZ\$50,000 per registered holder.
- 8.3.** The issue of new Shares under the SPP up to a maximum amount of NZ\$50,000 per Eligible Shareholder (or per beneficial owner, in the case of holdings by Custodians) in Australia, is being undertaken pursuant to ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 as amended by ASIC Instrument 20-0854, which among other things increased the maximum consideration payable for equity securities in the SPP to NZ\$50,000 per registered holder.

9. FINANCIAL STATEMENTS

- 9.1** You may obtain free of charge the most recent annual report and financial statements of EROAD by contacting EROAD's Share Registrar, Computershare Investor Services Limited, or you may download the reports from the EROAD website:
<https://www.eroadglobal.com/global/investors/>.

10. AMENDMENTS TO THE SPP AND WAIVER OF COMPLIANCE

- 10.1 Notwithstanding any other term or condition of the SPP and/or the Application Form, EROAD may, at its discretion:
- (a) make non-material modifications to the SPP or these Terms and Conditions without notice (in which case applications for Shares under the SPP will remain binding on all Applicants notwithstanding such modification and irrespective of whether an Application Form was received by Computershare Investor Services Limited before or after such modification is made); and/or
 - (b) suspend or terminate the SPP at any time prior to the issue of the Shares under the SPP. If the SPP is terminated, application monies will be refunded to Applicants without interest.
- 10.2 EROAD reserves the right to waive compliance with any provision of these Terms and Conditions (either generally, or in respect of a particular Applicant or Applicants).

11. GOVERNING LAW

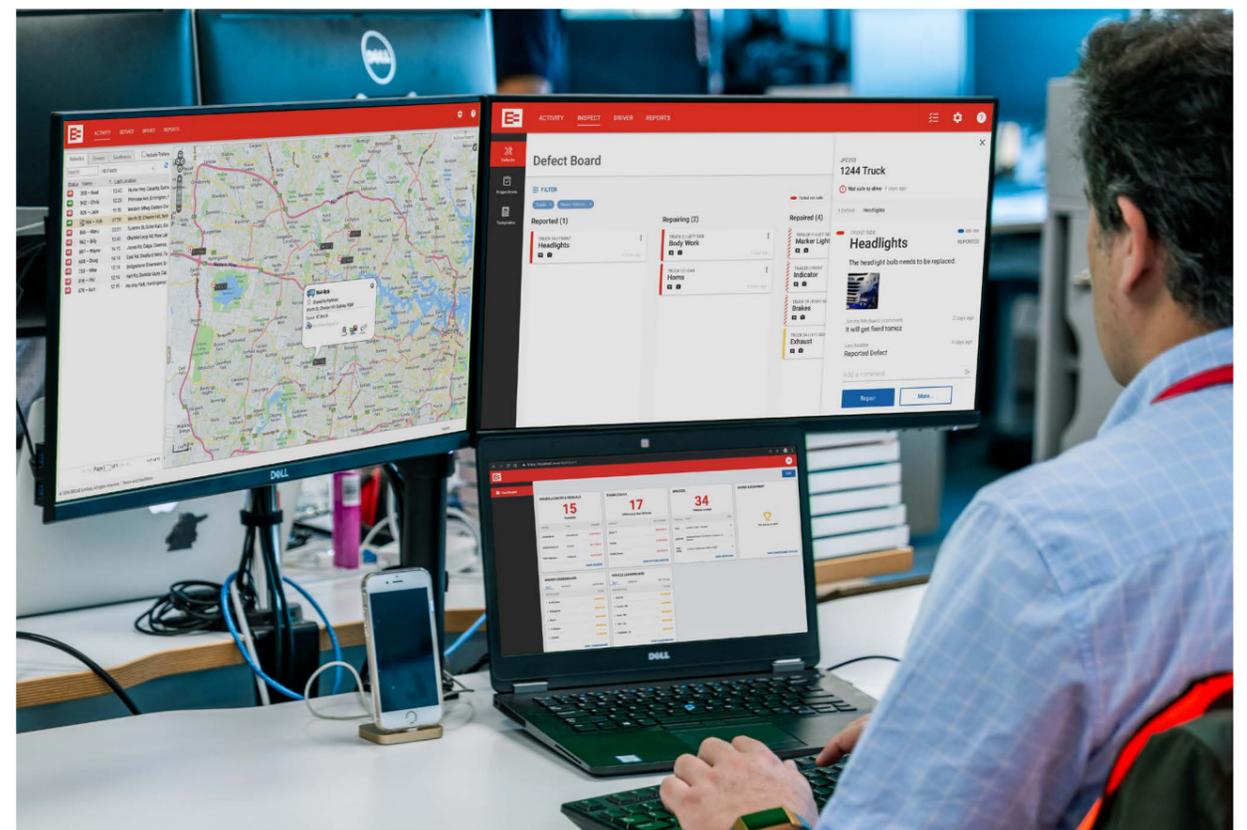
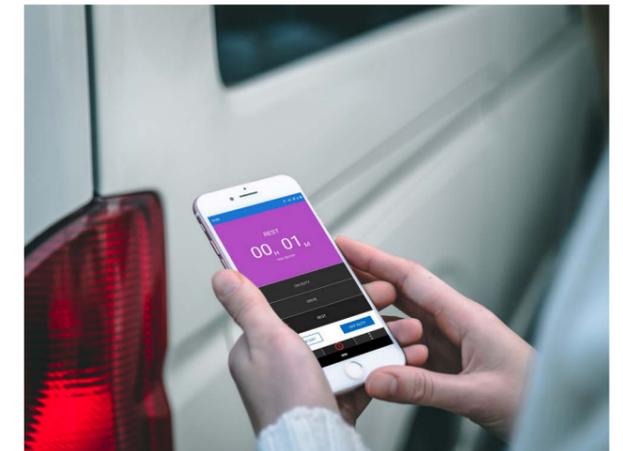
- 11.1 These Terms and Conditions shall be governed by and construed in accordance with the laws of New Zealand.

12. DISPUTES

- 12.1 If any dispute arises in connection with the SPP, EROAD may settle it in any manner it thinks fit. It may do so generally or in relation to any particular participant, application or Share. EROAD's decision will be final and binding.

13. INCONSISTENCY

- 13.1 Unless otherwise determined by the directors of EROAD, in the event of any inconsistency between the Terms and Conditions of the SPP and EROAD's constitution, EROAD's constitution shall prevail.



GLOSSARY

Allotment Date	On or around Friday 9 October 2020, unless the Closing Date is extended.
Applicant	An applicant for Shares in the SPP.
Application Form	The personalised application form relating to the SPP that you received with this document, including the instructions on the reverse of the form.
ASX	ASX Limited or the market it operates (as the context requires).
ASX Listing Rules	The official listing rules of the ASX.
Closing Date	5:00pm NZDT on Friday 2 October 2020, unless extended.
Custodian	See clause 4.1 of the Terms and Conditions for the definition of “Custodian”.
Custodian Certificate	The certificate that must be submitted by an Applicant that is a Custodian together with that Applicant’s Application Form (available on request from the Share Registrar).
Despatch Date	On or around Monday 12 October 2020, unless extended.
Downstream Custodian	See clause 4.4 of the Terms and Conditions for the definition of “Downstream Custodian”.
Eligible Shareholder	A person who was recorded in EROAD’s share register as being a registered holder of Shares and having an address in New Zealand or Australia as at 5.00pm NZST Wednesday 16 September 2020. A person who holds Shares on behalf of a person who resides outside New Zealand or Australia is not eligible to participate in the SPP in respect of that person. Similarly, a person in the United States, or acting for the account or benefit of a person in the United States, is not eligible to participate in the SPP.
EROAD	EROAD Limited, a company listed on the NZX and ASX.
Ineligible Shareholder	A person who was recorded in EROAD’s share register as being a registered holder of Shares as at 5.00pm NZST Wednesday 16 September 2020 and is not an Eligible Shareholder.
Issue price	The price at which the Shares will be issued pursuant to the SPP, being the lower of the price paid by investors in EROAD’s recent Placement (NZ\$3.90) and a 2.5% discount to the five day volume weighted average price of EROAD shares traded on NZX during the five NZX trading days up to, and including, the Closing Date.
Joint Lead Managers	Bell Potter Securities Limited, and Canaccord Genuity (Australia) Limited.
NZX	The main board financial product market operated by NZX Limited.
NZX Class Waiver	The NZX Regulation issued Class Waiver and Ruling in relation to Section 4 of the NZX Listing Rules dated 19 March 2020.

NZX Listing Rules	The listing rules from time to time of the NZX Main Board.
NZX Settlement Date	Friday 9 October 2020.
Opening Date	Wednesday 23 September 2020.
Participating Beneficiary	See clause 4.4 of the Terms and Conditions for the definition of “Participating Beneficiary”.
Placement	The placement of Shares announced to NZX on Thursday 17 September 2020.
Record Date	5.00pm NZST Wednesday 16 September 2020.
Shares	Ordinary shares of EROAD Limited.
Share Registrar	EROAD’s share registrar, Computershare Investor Services Limited.
SPP Or Offer	The SPP detailed in this document.
Terms And Conditions	The terms and conditions of the SPP detailed in this document.
U.S. Securities Act	The U.S. Securities Act of 1933, as amended.



DIRECTORY

EROAD Limited is a company incorporated with limited liability under the New Zealand Companies Act 1993.

New Zealand Companies Office registration number 1036814

Australian Registered Body Number (ARBN) 643 840 519

For investor relations queries contact: investors@EROAD.com

REGISTERED OFFICE

EROAD Limited

260 Oteha Valley Road,
Albany, Auckland 0632,
New Zealand

SHARE REGISTRAR

Computershare Investor Services Limited

Level 2, 159 Hurstmere Road
Takapuna, Auckland 0622
New Zealand

LEGAL ADVISORS

Chapman Tripp

15 Customs Street West
Auckland 1010
New Zealand

JOINT LEAD MANAGERS

Bell Potter Securities Limited

Level 29, 101 Collins Street
Melbourne, VIC 3000

Canaccord Genuity (Australia) Limited

Level 62, MLC Centre, 19 Martin Place
Sydney, NSW

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