



EROAD

7 September 2023

NZX Limited
Level 1, NZX Centre
11 Cable Street
Wellington 6011
New Zealand

ASX Limited
20 Bridge Street
Sydney NSW 2000
Australia

EROAD LIMITED (NZX: ERD, ASX: ERD): NOTICE PURSUANT TO CLAUSE 20(1)(a) OF SCHEDULE 8 TO THE FINANCIAL MARKETS CONDUCT REGULATIONS

EROAD Limited (NZX: ERD, ASX: ERD) (*EROAD*) has today announced that it will undertake a pro rata 1 for 2.06 accelerated renounceable entitlement offer of fully paid ordinary shares of the same class as already quoted on the NZX Main Board of NZX Limited and the Australian Securities Exchange operated by ASX Limited to raise approximately NZ\$38.4 million (the *Entitlement Offer*). In conjunction with the Entitlement Offer, EROAD will be conducting a placement to raise approximately NZ\$11.6 million (together, the *Offer*).

Pursuant to clause 20(1)(a) of Schedule 8 to the Financial Markets Conduct Regulations 2014 (*FMC Regulations*), clause 19 of Schedule 1 of the Financial Markets Conduct Act 2013 (*FMCA*) and the Australian Corporations Act 2001 (Cth) (*Corporations Act*), EROAD states that:

- 1 EROAD is making the Offer in reliance upon the exclusion in clause 19 of Schedule 1 to the FMCA and is giving this notice under clause 20(1)(a) of Schedule 8 to the FMC Regulations.
- 2 EROAD will offer the ordinary shares for issue and issue the ordinary shares without disclosure under Part 6D.2 of the Corporations Act.
- 3 EROAD is giving this notice under paragraphs 708A(12J) (as notionally inserted by ASIC Instrument 20-0854) and 708AA(2)(f) of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Instrument 20-0854).
- 4 As at the date of this notice, EROAD is in compliance:
 - 4.1 with the continuous disclosure obligations that apply to it in relation to EROAD's quoted ordinary shares;
 - 4.2 with its obligations under Rule 1.15.2 of the ASX Listing Rules; and
 - 4.3 with its "financial reporting obligations" within the meaning set out in clause 20(5) of Schedule 8 of the FMC Regulations.
- 5 As at the date of this notice, there is no information that is "excluded information" as defined in clause 20(5) of Schedule 8 to the FMC Regulations in respect of EROAD.
- 6 The Offer is not expected to have any effect on the control of EROAD within the meaning set out in clause 48 of Schedule 1 of the FMCA.

ENDS

Authorised by the Board of EROAD Limited

A handwritten signature in black ink, appearing to read 'K. Chobanovich', with a stylized flourish extending to the right.

Ksenija Chobanovich
General Counsel and Company Secretary
EROAD Limited