



Notice of 2023 Annual Shareholders' Meeting

EROAD LIMITED, AUCKLAND, NEW ZEALAND

Notice of 2023 Annual Shareholders' Meeting

EROAD Limited, Auckland, New Zealand

Date of meeting

28 July 2023

Time

2pm NZT

Location

Ellerslie Events Centre, 100 Ascot Avenue,
Ellerslie, Auckland

Virtual link

<https://vimeo.com/event/3519688>

The safety of our people and shareholders is our number one priority. In the event that public health related restrictions are in place which prevent us from holding a physical meeting, or the Board otherwise determines a physical meeting is inappropriate in the circumstances, we may decide to hold a virtual only Annual Shareholders' Meeting. If this occurs, we will provide shareholders with notice through an announcement to the NZX and ASX, and on our website.

ITEMS OF BUSINESS

a. Chairman's Overview

Graham Stuart, *Chairman*

b. Chief Executive Officer's Address to Shareholders

Mark Heine, *Chief Executive Officer*

c. Financial Statements and Auditor's Report

Margaret Warrington, *Chief Financial Officer*

d. Resolutions

To consider, and if thought fit, pass the following ordinary resolutions:

1. *Re-election of Director*

That Barry Einsig, having retired in accordance with NZX Listing Rule 2.71, be re-elected as a Director of EROAD (see Explanatory Note 1).

2. *Appointment of Auditors and Auditor Remuneration*

That the Directors be authorized to fix the fees and expenses of KPMG as the auditor of EROAD (see Explanatory Note 2).

e. Special Resolution

To consider, and if thought fit, pass the following special resolution:

3. *Non-Binding Say on Pay Vote*

That EROAD's Remuneration Report for the year ended 31 March 2023 as set out in the FY23 Annual Report be adopted (see Explanatory Note 3). The outcome of the vote will be non-binding.



RESOLUTION 1

Re-election of Director

That Barry Einsig, having retired in accordance with NZX Listing Rule 2.71, be re-elected as a Director of EROAD.

Explanatory Note 1

Under Listing Rule 2.71 of the NZX Listing Rules, and in accordance with clause 27 of the constitution of EROAD, a Director must not hold office (without re-election) past the third annual meeting following the Director’s appointment or 3 years, whichever is longer. If the Director is eligible, they may offer themselves for re-election by shareholders at the third annual meeting following their appointment. In this case, Barry Einsig retires and, being eligible, offers himself for re-election by shareholders at this Annual Shareholders’ Meeting. Barry Einsig is a Non-Executive Director who the Board considers to be an Independent Director, as described in the NZX Listing Rules and taking into account the factors in Table 2.4 of the NZX Corporate Governance Code dated 1 April 2023. A brief biography outlining Barry Einsig’s history and experience is set out below. At the Annual Shareholders’ Meeting, a resolution to re-elect Barry Einsig will be put to shareholders. The Board recommends that shareholders vote in favour of the election of Barry Einsig.

Barry Einsig

Located in Pennsylvania, Barry brings considerable knowledge of the North American transport market as well as global automated and connected vehicle expertise. He is currently a Senior Consultant and Shareholder at Econolite and has held other senior leadership positions within the transport industry. Barry was an advisor to the Singapore Ministry of Transportation on their Highly Automated Vehicle Programme. In addition, he has reviewed work undertaken by the Transportation Research Board and has created patent-approved technology used in Public Safety Networks. Barry holds a Bachelor of Science (Environmental Biology). Barry is also the Chair of EROAD’s Technology Committee.

RESOLUTION 2

Auditor Remuneration

That the Directors be authorised to fix the fees and expenses of KPMG as the auditor of EROAD.

Explanatory Note 2

KPMG is automatically reappointed as the auditor of EROAD under section 207T of the Companies Act 1993. Pursuant to section 207S of the Companies Act 1993, this resolution authorises the Board to fix the fees and expenses of the auditor. The Board recommends that shareholders vote in favour of authorising the Directors to fix the fees and expenses of KPMG as the auditor of EROAD.

A representative from KPMG will attend the Annual Shareholders’ Meeting, and will be available to answer any questions shareholders may have in relation to the audit.



RESOLUTION 3

Non-Binding Say On Pay Vote

That EROAD’s Remuneration Report for the year ended 31 March 2023, as set out in the FY23 Annual Report, be adopted.

Explanatory Note 3

A change to the Australian Corporations Act (Cth) 2001 in 2011 required companies listed on the ASX to include a non-binding resolution enabling shareholders to vote on the adoption of a company’s annual Remuneration Report. The Australian Say on Pay regime includes a “two-strike” rule. The two-strike rule provides that if at least 25% of the votes cast on the resolution to adopt the Remuneration Report at two consecutive Annual Shareholders’ Meetings are against adopting the Remuneration Report, shareholders will have the opportunity to vote on a “spill resolution” at the second Annual Shareholders’ Meeting. In these circumstances, the spill resolution will be put to shareholders at the second Annual Shareholders’ Meeting as a contingent resolution which will only be voted on if the Remuneration Report is not adopted at the second Annual Shareholders’ Meeting. The spill resolution will ask shareholders to vote on whether the company must hold another Shareholders’ Meeting to consider spilling the Board (known as a “spill meeting”). The outcome of the spill resolution is binding. If the spill resolution is approved by a simple majority of 50% or more of the eligible votes cast, the spill meeting must be held within 90 days. At the spill meeting, those individuals who were Directors when the Remuneration Report was considered at the most recent Annual Shareholders’ Meeting will be required to stand for re-election (other than the Managing Director, should the company have one).

As a New Zealand registered company, EROAD is not required to comply with the Corporations Act. However, the Board has determined that as it seeks to continually improve its governance in accordance with evolving international best practice, it should offer shareholders the opportunity to vote on the Remuneration Report and to call a spill meeting in accordance with the Australian Say on Pay regime.

EROAD has presented a Remuneration Report to shareholders for the year ended 31 March 2023 in the FY23 Annual Report. At the Annual Shareholders’ Meeting a resolution to adopt the Remuneration Report for the year ended 31 March 2023 will be put to shareholders. The Board recommends that shareholders vote in favour of the adoption of EROAD’s Remuneration Report for the year ended 31 March 2023, as set out in the FY23 Annual Report.

The outcome of the vote regarding the adoption of EROAD’s Remuneration Report at this Annual Shareholders’ Meeting will be non-binding. The Say on Pay resolution at the previous Annual Shareholders’ Meeting was passed by a special resolution of shareholders and EROAD’s Remuneration Report was adopted. Accordingly, no spill resolution will be put to shareholders at this year’s Annual Shareholders’ Meeting.

Consistent with the Australian Say on Pay regime, no vote may be cast on the resolution by the individuals whose remuneration is detailed in the Remuneration Report or any closely related party (as defined in the Corporations Act) of them, provided that directed proxy votes may be cast by those persons and undirected proxy votes may be cast by the Chair of the Annual Shareholders’ Meeting, in either case where appointed as proxy on behalf of any shareholder who is not prohibited from voting.

The Remuneration Report is set out on pages 124 to 143 of EROAD’s FY23 Annual Report, which can be accessed on our website at www.eroadglobal.com/global/investors/.

MEETING DETAILS

Procedural Notes

- a. The persons who will be entitled to vote on the resolutions at the Annual Shareholders' Meeting are those persons who will be the shareholders of EROAD at 5pm on Wednesday 26 July 2023.
- b. A shareholder may vote at the Annual Shareholders' Meeting either in person or by proxy. A body corporate which is a shareholder may appoint a representative to attend the Annual Shareholders' Meeting on its behalf in the same manner as that in which it could appoint a proxy.
- c. A proxy need not be a shareholder of EROAD. A shareholder who wishes to do so may appoint the Chairman of the Annual Shareholders' Meeting to act as proxy.
- d. A proxy will vote as directed in the proxy form or, if voting is left to the proxy's discretion, then the proxy will decide how to vote on the resolutions. Where the Chairman is appointed as proxy and voting is left to his discretion, the Chairman intends to vote in favour of all resolutions including the Say on Pay regime.
- e. A proxy form is enclosed and, if used, must be lodged with the share registrar, Computershare Investor Services Limited, in accordance with the instructions set out on the form not less than 48 hours before the time of the holding of the meeting.
- f. Resolutions 1 and 2 must be passed by an ordinary resolution of shareholders, i.e., by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution in person or by proxy.
- g. Resolution 3 is non-binding, but is a special resolution and will be passed if more than 75% of those shareholders entitled to vote and voting on the resolution in person or by proxy vote in favour. Consistent with the Australian Say on Pay regime, no vote may be cast on Resolution 3 by the individuals whose remuneration is detailed in the Remuneration Report or any closely related party of them, provided that directed proxy votes may be cast by those persons and undirected proxy votes may be cast by the Chairman of the Annual Shareholders' Meeting, in either case where appointed as proxy on behalf of any shareholder who is not prohibited from voting.

Questions and comments

Shareholders are invited to submit questions prior to the meeting to investors@eroad.com. For the health and safety of all, we ask that if you have a cough, a high temperature of at least 38°C, shortness of breath, sore throat, sneezing and runny nose or temporary loss of smell that you stay at home. You will still be able to watch the Annual Shareholders' Meeting and submit questions live via our webcast or email questions to investors@eroad.com.

Venue information

Great Northern Room, **Ellerslie Events Centre**
100 Ascot Avenue, Ellerslie, Auckland



