



17 September 2020

NZX Regulation	ASX Limited
Level 1, NZX Centre	20 Bridge Street
11 Cable Street	Sydney NSW 2000
Wellington 6011	Australia
New Zealand	

EROAD LIMITED (NZX: ERD, ASX: ERD): NOTICE PURSUANT TO CLAUSE 20(1)(a) OF SCHEDULE 8 TO THE FINANCIAL MARKETS CONDUCT REGULATIONS 2014

EROAD Limited (*EROAD*) has today announced that it will undertake a placement (the *Placement*) and share purchase plan (the *Share Purchase Plan*) of new fully paid ordinary shares of the same class as already quoted on the NZX Main Board (together, the *Offer*). EROAD has applied for its fully paid ordinary shares to be quoted on the Australian Securities Exchange operated by ASX Limited before the issue of shares under the Offer.

Pursuant to clause 19 of Schedule 1 of the Financial Markets Conduct Act 2013 (*FMCA*), clause 20 of Schedule 8 of the Financial Markets Conduct Regulations 2014 (*FMC Regulations*) 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 of the FMCA and is giving this notice under clause 20(1)(a) of Schedule 8 of 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 paragraph 708A(12J) of the Corporations Act (as notionally inserted by ASIC Instrument 20-0854) and ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 as amended by 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 and its obligations under rule 1.15.2 of the ASX Listing Rules; and
 - 4.2 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.

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.

This notice has been authorised for release to NZX and ASX by:

Mark Heine
EVP, General Counsel
EROAD Limited