

Disclosure of movement of 1% or more in substantial holding  
or change in nature of relevant interest, or both

*Sections 277 and 278, Financial Markets Conduct Act 2013*

**To** NZX Limited  
and  
**To** EROAD Limited

Relevant event being disclosed: Change of nature of relevant interest

Date of relevant event: 12 December 2017

Date this disclosure made: 12 December 2017

Date last disclosure made: 27 May 2016

**Substantial product holder(s) giving disclosure**

Full name(s): Steven Newman and NMC Trustees Limited as trustee of the NMC Investment Trust

**Summary of substantial holding**

Class of quoted voting products: Ordinary shares in EROAD Limited (NZX Code: ERD) ("EROAD")

Summary for Steven Newman

For **this** disclosure,—

- (a) total number held in class: 16,008,294
- (b) total in class: 61,017,011
- (c) total percentage held in class: 26.236%

For **last** disclosure,—

- (a) total number held in class: 16,059,466
- (b) total in class: 60,245,660
- (c) total percentage held in class: 26.657%

Summary for NMC Trustees Limited as trustee of the NMC Investment Trust

For **this** disclosure,—

- (a) total number held in class: 15,999,194
- (b) total in class: 61,017,011
- (c) total percentage held in class: 26.221%

For **last** disclosure,—

- (a) total number held in class: 15,999,194
- (b) total in class: 60,245,660
- (c) total percentage held in class: 26.557%

**Details of transactions and events giving rise to relevant event**

Details of the transactions or other events requiring disclosure:

On 12 December 2017, EROAD entered into an agreement ("**Placement and Underwriting Agreement**") with First NZ Capital Securities Limited ("**FNZC**") pursuant to which FNZC agreed to act as lead manager and underwriter in connection with arranging the proposed private placement of approximately \$19 million fully paid ordinary shares in EROAD ("**Shares**") for at least \$3.04 per Share (and to underwrite the placement by acquiring any unsold Shares).

The Shares comprise of:

- (a) at least \$14 million of new fully paid ordinary shares in EROAD to be issued by EROAD; and
- (b) approximately \$5 million of existing fully paid ordinary shares in EROAD to be sold by NMC Trustees Limited.

A copy of the Placement and Underwriting Agreement (19 pages) is **attached** to this notice.

**Details after relevant event**

Details for Steven Newman

Nature of relevant interest(s): Steven Newman is the holder of 20% or more of the shares in NMC Trustees Limited and has the power to control dealings and voting of shares held by NMC Trustees Limited as trustee of the NMC Investment Trust. As a consequence of the Placement and Underwriting Agreement, there is a qualification on the power of Steven Newman to dispose of, or control the disposal of, up to approximately 1,644,737 of NMC Trustee Limited's shares in EROAD.

For that relevant interest,—

- (a) number held in class: 15,999,194
- (b) percentage held in class: 26.221%
- (c) current registered holder(s): NMC Trustees Limited
- (d) registered holder(s) once transfers are registered: Unknown.

Nature of relevant interest(s): Steven Newman has the power to control the acquisition or disposal of, and has the power to exercise or to control the exercise of, a right to vote the shares held by Alexandra Ashley Newman, his daughter.

For that relevant interest,—

- (a) number held in class: 5,700
- (b) percentage held in class: 0.009%
- (c) current registered holder(s): Alexandra Ashley Newman
- (d) registered holder(s) once transfers are registered: N/A.

Nature of relevant interest(s): Steven Newman has the power to control the acquisition or disposal of, and has the power to exercise or to control the exercise of, a right to vote the shares held by Henry James Newman, his son.

For that relevant interest,—

- (a) number held in class: 3,400
- (b) percentage held in class: 0.006%
- (c) current registered holder(s): Henry James Newman
- (d) registered holder(s) once transfers are registered: N/A.

Details for NMC Trustees Limited as trustee of the NMC Investment Trust

Nature of relevant interest(s): NMC Trustees Limited is the registered holder of 15,999,194 shares in EROAD (which it holds on trust for the beneficiaries of the NMC Investment Trust in its capacity as trustee of the NMC Investment Trust). As a consequence of the Placement and Underwriting Agreement, there is a qualification on the power of NMC Trustees Limited to dispose of, or control the disposal of, up to approximately 1,644,737 of its shares in EROAD.

For that relevant interest,—

- (a) number held in class: 15,999,194
- (b) percentage held in class: 26.221%
- (c) current registered holder(s): NMC Trustees Limited
- (d) registered holder(s) once transfers are registered: Unknown.

**Additional information**

Address(es) of substantial product holder(s):

91 Taylor Road, Waimauku, 0882, Auckland, New Zealand

Contact details:

Steven Newman

Phone: +64 9 927 4713

Email: steven.newman@eroad.co.nz

Nature of connection between substantial product holders: Steven Newman is the holder of 20% or more of the shares in NMC Trustees Limited and has the power to control dealings and voting of shares held by NMC Trustees Limited as trustee of the NMC Investment Trust.

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: First NZ Capital Securities Limited.

**Certification**

I, Steven Newman, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.