



EROAD

NOTICE OF

# 2019 Annual Shareholders' Meeting

1st August 2019 • Auckland, New Zealand

EROAD believes that  
**every community deserves  
safer roads** and the people who  
use the roads should influence  
the design, management and  
funding of transport networks.



## NOTICE OF 2019 ANNUAL SHAREHOLDERS' MEETING

EROAD Limited, Auckland, New Zealand

Notice is hereby given that the Annual Meeting of Shareholders of EROAD Limited ("EROAD") will be held on Thursday 1 August 2019, 4:45pm, at North Lounge, QBE Stadium, Stadium Drive, Albany, Auckland.

### BUSINESS

#### 1. Chairman's Overview

#### 2. Chief Executive Officer's Address

#### 3. Financial Statements and Auditor's report

To receive and consider the Financial Statements and Auditor's Report for the year ended 31 March 2019, as included in EROAD's 2019 Annual Report.

#### 4. Resolutions

##### 1. Election of Director

That Steven Newman, who retires, and being eligible, is elected as a director of EROAD (see *Explanatory Note 1*).

##### 2. Election of Director

That Susan Paterson, who joined the Board after the last Annual Shareholders' Meeting, and being eligible, is elected as a director of EROAD (see *Explanatory Note 2*).

##### 3. Auditor's Remuneration

That the Directors be authorised to fix the fees and expenses of KPMG as the auditor of EROAD (see *Explanatory Note 3*).

##### 4. Amend EROAD's constitution

To amend EROAD's constitution in the form and the manner described in the Notice of Meeting Explanatory Notes (see *Explanatory Note 4*), with effect from the close of the Annual Meeting of Shareholders. This resolution is to be passed as a special resolution.

## RESOLUTION 1

### Election of Director

That Steven Newman, who retires, and being eligible, is elected as a director of EROAD.

### Explanatory Note 1

The new NZX Listing Rules, which will apply to EROAD from 1 July 2019, prohibit a director from holding office (without re-election) for longer than 3 years or 3 annual meetings, whichever is the longer. A director must also not hold office (without re-election) past the next annual meeting following the director's appointment by the Board. If a Director is eligible, he or she may offer himself or herself for re-election by shareholders at the meeting.

Steven Newman is required to retire as he has held office for longer than 3 years (as he was previously exempt from retiring by rotation as an executive Director) and, being eligible, offers himself for election by shareholders at the Annual Shareholders' Meeting.

Steven Newman is an executive Director as he currently serves as Chief Executive Officer of EROAD. A brief biography outlining Steven Newman's history and experience is set out below.

At the Annual Shareholders' Meeting a resolution to elect Steven Newman will be put to shareholders. The Board recommends that shareholders vote in favour of the election of Steven Newman.

### STEVEN NEWMAN

Steven has been EROAD's Chief Executive and a member of the EROAD Board since 2007. He co-founded Navman where his COO and CEO roles provided the opportunity for him to establish Navman as a leading international brand delivering annual sales in excess of NZ \$500m.





## RESOLUTION 2

### Election of Director

That Susan Paterson, who joined the Board after the last Annual Shareholders' Meeting, and being eligible, is elected as a director of EROAD.

### Explanatory Note 2

Susan Paterson was appointed by the Board following the last Annual Shareholders' Meeting and, being eligible, offers herself for election by shareholders at the Annual Shareholders' Meeting.

Susan Paterson is a non-executive Director who the Board considers to be an Independent Director, as that capacity is described in the NZX Listing Rules. A brief biography outlining Susan Paterson's history and experience is set out below.

At the Annual Shareholders' Meeting a resolution to elect Susan Paterson will be put to shareholders. The Board recommends that shareholders vote in favour of the election of Susan Paterson.

#### SUSAN PATERSON

Susan joined the Board in March 2019. She is an appointed Officer of New Zealand Order of Merit (services to governance) and currently chairs Steel and Tube Holdings and IT consultancy Theta Systems. She is a director of the boards of the Electricity Authority, Arvida Group, Goodman New Zealand, Les Mills Holdings and Sky Network Television.



### RESOLUTION 3

#### Auditor's Remuneration

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

#### Explanatory Note 3

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.



### RESOLUTION 4

#### Amend EROAD's constitution

To amend EROAD's constitution in the form and the manner described below, with effect from the close of the Annual Meeting of Shareholders. This resolution is to be passed as a special resolution.

#### Explanatory Note 4

On 1 January 2019, NZX Limited introduced new NZX Listing Rules (New Listing Rules). Between 1 January and 1 July 2019 each listed company (including EROAD) could elect when to transition to the New Listing Rules. A listed company that has not transitioned to the New Listing Rules by 1 July will automatically transition from that date. Until a listed company transitions to the New Listing Rules it will continue to be governed by the NZX Main Board Listing Rules dated 1 October 2017 (Previous Listing Rules).

To comply with the New Listing Rules, EROAD needs to amend its constitution. An amended constitution has been prepared and a copy, marked up to show the changes from EROAD's existing constitution, is available at [www.eroadglobal.com/proposed-eroad-constitution](http://www.eroadglobal.com/proposed-eroad-constitution) or by emailing [investors@eroad.com](mailto:investors@eroad.com) to obtain a copy of the amended constitution.

This special resolution seeks shareholder approval to alter EROAD's constitution. The amendments to the constitution are procedural in nature as a result of EROAD's transition to the new NZX Listing Rules on 1 July 2019 and reflect the following:

- including an express statement that EROAD shall comply with the minimum Board composition requirements of the NZX Listing Rules;
- amending the clauses relating to the rotation of directors to cross refer to the requirements set out in the NZX Listing Rules;

- amending the procedure allowing for the sale of securities held in less than a minimum holding so as to provide for those securities to be sold on market (including through a broker on behalf of EROAD), rather than through NZX or in some other manner approved by NZX;
- removing the specific quorum for a meeting of an interest group, so that the quorum for such a meeting is consistent with other meetings of shareholders; and
- removing the requirement to have EROAD's auditor act as the scrutineer of polls conducted at Annual Shareholders' Meetings, as a third party, EROAD's share registrar, will be conducting these polls and therefore a scrutineer is not considered necessary.

Pursuant to a class waiver granted by NZX Regulation, EROAD is permitted to defer updating its constitution until this Annual Meeting. If any of the provisions of the updated constitution are inconsistent with the New Listing Rules (as amended by any waiver or ruling granted to EROAD), the New Listing Rules will prevail. A copy of the New Listing Rules is available at **[www.nzx.com](http://www.nzx.com)**.

The proposed alterations to EROAD's constitution do not impose or remove a restriction on the activities of EROAD, and accordingly no rights arise under section 110 of the Companies Act 1993.

The Board unanimously recommends shareholders vote in favour of the amendments to EROAD's constitution.

## 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 5.00pm on Tuesday 30 July 2019.
- 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 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. If the Chairman is appointed as proxy and the voting is left to his discretion, the Chairman intends to vote in favour of all Resolutions.
- 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 at 4:45pm on 30 July 2019.
- f. Resolutions 1, 2 and 3 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. Resolution 4 must be passed by a special resolution of shareholders, i.e., by a majority of 75% or more of the votes of those shareholders entitled to vote and voting on the resolution in person or by proxy.

## VENUE INFORMATION

North Lounge, Level One, QBE Stadium Function Centre  
Stadium Drive, Albany, Auckland 0632



## PARKING

### Carpark A

\$1 per hour, no maximum charge  
Monday - Friday • 8am-6pm

### Carpark B, C & Ring Road

First 2 hours free, then \$1 per hour  
Monday - Friday • 8am-5pm

### Carpark H

\$1 per hour, max \$5 per day  
Monday - Friday • 8am-6pm



**EROAD**