

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 and movement of 1% or more in substantial holding

Date of relevant event: 15 December 2017

Date this disclosure made: 15 December 2017

Date last disclosure made: 12 December 2017 (as updated on 13 December 2017 to include attachment to disclosure)

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: 14,363,557
- (b) total in class: 66,116,258
- (c) total percentage held in class: 21.725%

For **last** 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%

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

For **this** disclosure,—

- (a) total number held in class: 14,354,457
- (b) total in class: 66,116,258

(c) total percentage held in class: 21.711%

For **last** 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%

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**") as advised in a notice dated 12 December 2017.

A copy of the Placement and Underwriting Agreement was attached to the updated notice dated 13 December 2017.

Pursuant to the Placement and Underwriting Agreement, FNZC has sold 6,743,984 fully paid ordinary shares in EROAD ("**Shares**") at a price of \$3.04 per Share, for total consideration of \$20.5 million. The sale of Shares was settled on 15 December 2017.

The Shares comprise of:

(a) 5,099,247 new fully paid ordinary shares in EROAD issued by EROAD; and

(b) 1,644,737 existing fully paid ordinary shares in EROAD sold by NMC Trustees Limited.

In addition, in respect of shares under EROAD's LTI plan for the period between 1 April 2014 and 31 March 2017, 51,172 shares held by EROAD LTI Trustee Limited on Steven Newman's behalf have become forfeited shares. EROAD LTI Trustee Limited exercised its call option to require Steven Newman to transfer to it all of his beneficial interest in the forfeited shares on 15 December 2017. The consideration for the transfer of the beneficial interest was \$141,761.54.

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.

For that relevant interest,—

(a) number held in class: 14,354,457

(b) percentage held in class: 21.711%

(c) current registered holder(s): NMC Trustees Limited

- (d) registered holder(s) once transfers are registered: NMC Trustees Limited as to 14,354,457 shares and unknown as to the transferred 1,644,737 shares.

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: 0.005%
- (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 shares in EROAD.

For that relevant interest,—

- (a) number held in class: 14,354,457
- (b) percentage held in class: 21.711%
- (c) current registered holder(s): NMC Trustees Limited
- (d) registered holder(s) once transfers are registered: NMC Trustees Limited as trustee of the NMC Investment Trust as to 14,354,457 shares and unknown as to the transferred 1,644,737 shares.

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% 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: N/A

Disclosure has effect for purposes of directors' and senior managers' disclosure

Steven Newman is also a director of EROAD. Pursuant to section 302 of the Financial Markets Conduct Act 2013, this disclosure also constitutes disclosure by Steven Newman for the purposes of the directors' and senior managers' disclosure obligations.

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.