

Section 1: Issuer information	
Name of issuer	EROAD Limited
NZX ticker code	ERD
Class of financial product	Unquoted Performance share rights (PSRs), convertible to EROAD Limited ordinary shares pursuant to EROAD's Performance Share Right Plan.
ISIN (If unknown, check on NZX website)	N/A
Currency	NZD
Section 2: Capital change details	
Number issued/acquired/redeemed	770,474
Nominal value (if any)	Nil
Issue/acquisition/redemption price per security	Nil
Nature of the payment (for example, cash or other consideration)	No consideration is payable for the PSRs. The PSRs have a set exercise price of \$0.
Amount paid up (if not in full)	N/A
Percentage of total class of Financial Products issued/acquired/redeemed/ (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence) ¹	The PSRs comprise 100% of the financial products of that class.
For an issue of Convertible Financial Products or Options, the principal terms of Conversion (for example the Conversion price and Conversion date and the ranking of the Financial Product in relation to other Classes of Financial Product) or the Option (for example, the exercise price and exercise date)	The PSRs become exercisable on certain performance hurdles being met on or before 31 March 2022 and in certain other exceptional circumstances. On becoming exercisable, each PSR entitles the holder to one fully paid ordinary EROAD Limited share, subject to adjustment in accordance with the plan rules and the performance hurdles, ranking equally with all other EROAD Limited ordinary shares. The PSRs have a set exercise price of \$0.
Reason for issue/acquisition/redemption and specific authority	Issue of 770,474 PSRs under

for issue/acquisition/redemption/ (the reason for change must be identified here)	the EROAD Performance Share Right Plan for senior executives of EROAD Limited. Directors' resolutions dated 26 August 2019.
Total number of Financial Products of the Class after the issue/acquisition/redemption/Conversion (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue/acquisition/redemption.	770,474 PSRs. No PSRs or EROAD Limited ordinary shares are held as treasury stock.
In the case of an acquisition of shares, whether those shares are to be held as treasury stock	N/A
Specific authority for the issue, acquisition, or redemption, including a reference to the rule pursuant to which the issue, acquisition, or redemption is made	Directors' resolutions dated 26 August 2019. Listing Rule 4.6.1.
Terms or details of the issue, acquisition, or redemption (for example: restrictions, escrow arrangements)	<p>The PSRs become exercisable on certain performance hurdles being met on or before 31 March 2022 and in certain other exceptional circumstances.</p> <p>On becoming exercisable, each PSR entitles the holder to one fully paid ordinary EROAD Limited share, subject to adjustment in accordance with the plan rules and the performance hurdles, ranking equally with all other EROAD Limited ordinary shares.</p> <p>PSRs do not entitle the holder to receive dividends or other distributions, or vote in respect of EROAD Limited ordinary shares, although under the terms of the plan an additional number of shares will be issued on conversion of fully vested PSRs to reflect dividends paid to EROAD Limited shares prior to exercise.</p> <p>Holders of PSRs cannot transfer or grant security interests over them.</p>
Date of issue/acquisition/redemption	30/10/2019
Section 3: Authority for this announcement and contact person	
Name of person authorised to make this announcement	Mark Heine
Contact person for this announcement	Mark Heine

Template Capital Change Notice

Updated as at 8 May 2019

Contact phone number	027 973 2106
Contact email address	mark.heine@eroad.com
Date of release through MAP	30 October 2019