

Appendix 1C

Application for Admission to the ASX Official List (ASX Foreign Exempt Listing)

Name of entity¹

EROAD Limited

ABN/ARBN

643 840 519

Date of this form

21 August 2020

We (the entity named above) apply for admission to the *official list of ASX Limited (ASX) as an ASX Foreign Exempt Listing and for *quotation of the following *securities (or such other number of *securities as we may notify to ASX prior to the commencement of *quotation):

	<i>Number</i>	<i>*Class (quoted only)</i>
Estimated maximum number and *class of *securities to be quoted on ASX at the commencement of quotation on ASX	68,301,620	Ordinary shares

By giving this form to ASX, we agree to the matters set out in Appendix 1C of the ASX Listing Rules.

Notes:

1. *If the entity seeking admission is a trust, the application should be in the form "[Name of responsible entity of trust] in its capacity as responsible entity of [Name of trust]".*
2. *An entity seeking admission to the official list as an ASX Foreign Exempt Listing must also provide to ASX the information and documents referred to in the Information Form and Checklist (ASX Foreign Exempt Listing) published on the ASX website.*

Information Form and Checklist

(ASX Foreign Exempt Listing)

Name of entity	ABN/ACN/ARBN/ARSN
EROAD Limited	643 840 519

We (the entity named above) supply the following information and documents to support our application for admission to the official list of ASX Limited (ASX) as an ASX Foreign Exempt Listing.

Note: by giving an Appendix 1C *Application for Admission to the ASX Official List (ASX Foreign Exempt Listing)* to ASX, the entity is taken to have warranted that all of the information and documents it has given, or will give, to ASX in connection with its admission to the official list and the quotation of its securities are, or will be, accurate, complete and not misleading. It also indemnifies ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of that warranty (see Appendix 1C of the ASX Listing Rules).

The information and documents referred to in this Information Form and Checklist (including any annexures to it) are covered by the warranty and indemnity mentioned above.

Terms used in this Information Form and Checklist have the same meaning as in the ASX Listing Rules.

Part 1 – Information to be supplied with Appendix 1C

Instructions: please complete each applicable item below. If an item is not applicable, please mark it as "N/A".

All entities – corporate details

Type of Australian registration number given above (eg ABN, ACN, ARSN or ARBN)	ARBN
Legal entity identifier, if applicable	N/A
Place of incorporation or establishment	New Zealand
Date of incorporation or establishment	17 May 2000
Legislation under which incorporated or established	Companies Act 1993 (NZ)
Address of registered office in place of incorporation or establishment	Level 3 260 Oteha Valley Road Albany, Auckland 0632 New Zealand
Address of registered office in Australia (if any)	C/- Allens Operations Pty Ltd Level 33 101 Collins Street Melbourne, Victoria 3000 Australia
Main business activity	Technology solutions to manage vehicle fleets, support regulatory compliance, improve driver safety and reduce costs associated with driving

Country where main business activity is mostly carried on	New Zealand
Home exchange and listing category ¹	NZX Main Board
Any other exchanges on which the entity is listed	N/A
Street address of principal administrative office	Level 3 260 Oteha Valley Road Albany 0632, Auckland New Zealand
Postal address of principal administrative office	PO BOX 305 394, Triton Plaza North Shore 0757, Auckland Auckland
Telephone number of principal administrative office	+64 9 927 4700
E-mail address for investor enquiries	investors@eroad.com
Website URL	https://www.eroad.co.nz/

All entities – board and senior management details²

Full name and title of chairperson of directors	Graham Robert Stuart, Chairman
Full names of all existing directors	Barry Craig Einsig Anthony Michael Gibson Steven Edward Newman Susan Marie Paterson Graham Robert Stuart
Full names of any persons proposed to be appointed as additional or replacement directors	N/A
Full name and title of CEO/managing director	Steven Edward Newman, Chief Executive Officer
Email address of CEO/managing director	Steven.newman@eroad.com
Full name and title of CFO	Alexander George Ball, Chief Financial Officer
Email address of CFO	alex.ball@eroad.com
Full name and title of company secretary	Mark Heine, Company Secretary and General Counsel

¹ Examples: NZX Main Board, Toronto Stock Exchange, NASDAQ

² If the entity applying for admission to the official list is a trust, enter the board and senior management details for the responsible entity of the trust.

Email address of company secretary	mark.heine@eroad.com
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All entities – ASX compliance contact details³

Full name and title of ASX contact(s)	Mark Heine, Company Secretary and General Counsel
Business address of ASX contact(s)	Level 3 260 Oteha Valley Road Albany, Auckland 0632 New Zealand
Business phone number of ASX contact(s)	+64 27 973 2106
Mobile phone number of ASX contact(s)	+64 27 973 2106
Email address of ASX contact(s)	mark.heine@eroad.com

All entities – investor relations contact details

Full name and title of person responsible for investor relations	Alexander George Ball, Chief Financial Officer
Business phone number of person responsible for investor relations	+64 29 772 5631
Email address of person responsible for investor relations	alex.ball@eroad.com

All entities – auditor details

Full name of auditor	KPMG, Auckland
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All entities – registry details⁴

Name of securities registry	Computershare Investor Services Limited
Address of securities registry	159 Hurstmere Road, Takapuna
Phone number of securities registry	+64 9 488 8700
Fax number of securities registry	+64 9 488 8787
Email address of securities registry	enquiry@computershare.co.nz
Type of subregisters the entity will operate ⁵	CHESS and issuer sponsored subregister

³ Under Listing Rule 1.11 Condition 9, a listed entity must appoint a person responsible for communication with ASX on Listing Rule matters. You can appoint more than one person to cater for situations where the primary nominated contact is not available.

⁴ If the entity has different registries for different classes of securities, please indicate clearly which registry details apply to which class of securities.

⁵ Example: CHESS and issuer sponsored subregisters.

If the entity has or intends to have a certificated subregister for quoted securities, the location of the Australian subregister	N/A
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All entities – key dates

Annual balance date	31 March
Month in which annual meeting is usually held (or intended to be held) ⁶	August
Months in which dividends or distributions are usually paid (or are intended to be paid)	June and December

Part 2 – Checklist Confirming Compliance with Admission Requirements

Instructions: please indicate in the “Location/Confirmation” column for each item below where the information or document referred to in that item is to be found (eg in the case of information, the specific page reference in the entity’s most recent annual report or any subsequent interim report where that information is located or, in the case of a document, the folder tab number where that document is located). If the item asks for confirmation of a matter, you may simply enter “Confirmed” in the “Location/Confirmation” column. If an item is not applicable, please mark it as “N/A”.

In this regard, it will greatly assist ASX and speed up its review of the application if the various documents referred to in this Checklist (other than the 10 copies of the entity’s most recent annual report and any subsequent interim report referred to in item 5) are provided in a folder separated by numbered tabs.

Note that completion of this Checklist is not to be taken to represent that the entity is necessarily in full or substantial compliance with the ASX Listing Rules or that ASX will admit the entity to its official list. Admission to the official list is in ASX’s absolute discretion and ASX may refuse admission without giving any reasons (see Listing Rule 1.19).

All entities – key supporting documents

N ^o Item	Location/Confirmation
1. A copy of the entity’s certificate of incorporation, certificate of registration or other evidence of status (including any change of name)	See Annexure A
2. A copy of the entity’s constitution	See Annexure B
3. Confirmation that the entity is subject to, and complies with, the listing rules (or their equivalent) of its overseas home exchange (Listing Rule 1.11 Conditions 2 and 3)	See Annexure C
4. Details of any waiver or all or part of any listing rule (or the equivalent) provided by home exchange that will be in effect upon admission (Listing Rule 1.11 Condition 4) ⁷	<p>EROAD Limited has not been granted, nor has it applied for, any specific waivers of any NZX Listing Rules.</p> <p>NZX has issued various class rulings and waivers in respect of certain NZX Listing Rules which will be in effect upon admission to ASX.</p>
5. 10 copies of the entity’s most recent annual report and any subsequent interim report	See Annexure D

⁶ May not apply to some trusts.

⁷ ASX may require details of waivers to be released to the market (see the note to Listing Rule 1.11 Condition 4).

N° Item	Location/Confirmation
6. Original executed ASX Online agreement confirming that documents may be given to ASX and authenticated electronically (Listing Rule 1.11 Condition 10) ⁸	See Annexure E
7. A specimen certificate/holding statement for each class of securities to be quoted or a specimen holding statement for CDIs (as applicable)	See Annexure F
8. Please either enter “Confirmed” in the column to the right to confirm that the entity has not previously applied for, and been refused or withdrawn its application for, admission to the official list of another securities exchange, or attach a statement explaining the circumstances and state the location of that statement	Confirmed
9. Payment for the initial listing fee. ⁹	Confirmed – Payment to be made by EFT

All entities – capital structure

<p>10. A table showing the existing and proposed capital structure of the entity, broken down as follows:</p> <ul style="list-style-type: none"> (a) the number and class of each equity security and each debt security currently on issue; and (b) the number and class of each equity security and each debt security proposed to be issued between the date of this application and the date the entity is admitted to the official list; and (c) the resulting total number of each class of equity security and debt security proposed to be on issue at the date the entity is admitted to the official list. <p>Note: This applies whether the securities are quoted or not. If the entity is proposing to issue a minimum, maximum or oversubscription number of securities, the table should be presented to disclose each scenario.</p>	See Annexure G
<p>11. For each class of securities referred to in the table mentioned in item 10, the terms applicable to those securities</p> <p>Note: This applies whether the securities are quoted or not.</p> <p>For equity securities (other than options to acquire unissued securities or convertible debt securities), this should state whether they are fully paid or partly paid; if they are partly paid, the amount paid up and the amount owing per security; voting rights; rights to dividends or distributions; and conversion terms (if applicable).</p> <p>For options to acquire unissued securities, this should state the number outstanding, exercise prices and expiry dates</p> <p>For debt securities or convertible debt securities, this should state their nominal or face value; rate of interest; dates of payment of interest; date and terms of redemption; and conversion terms (if applicable).</p>	See Annexure G
<p>12. If any class of securities which you are seeking to have quoted on ASX will not have CDIs issued over them, please obtain and provide an International Securities Identification Number (ISIN) for that class (ASX is not able to create a new ISIN for non-Australian issuers).</p>	NZERDE0001S5

⁸ An electronic copy of the *ASX Online Agreement* is available from the ASX Compliance Downloads page on ASX’s website.

⁹ See Guidance Notes 15 and 15A for the fees payable on the application. Payment can be made either by cheque made payable to ASX Operations Pty Ltd or by electronic funds transfer to the following account:

Bank: National Australia Bank
Account Name: ASX Operations Pty Ltd
BSB: 082 057
A/C: 494728375
Swift Code (Overseas Customers): NATAAU3202S

If payment is made by electronic funds transfer, please email your remittance advice to ar@asx.com.au or fax it to (612) 9227-0553, describing the payment as the “initial listing fee” and including the name of the entity applying for admission, the ASX home branch where the entity has lodged its application (ie Sydney, Melbourne or Perth) and the amount paid.

Nº Item

Location/Confirmation

All entities – other information

13. A brief history of the entity

EROAD Limited was incorporated in New Zealand on 1 May 2000 under the Companies Act 1993. EROAD Limited was listed on the NZX Main Board on 15 August 2014.

14. Details of the entity's existing activities and level of operations

Refer to pages 3 – 8 of EROAD Limited's FY20 Annual Report, which is enclosed in Annexure D

15. Confirmation that there is no information not already disclosed to the entity's home exchange that should have been disclosed under the rules of that exchange

Confirmed

Entities that are trusts

16. Please enter "Confirmed" in the column to the right to indicate that no-one is under an obligation to buy-back units in the trust or to allow a security holder to withdraw from the trust (Listing Rule 1.11 Condition 8(c))

N/A

Entities that do not have a primary listing on NZX Main Board

17. A completed Appendix 1C Information Form and Checklist Annexure 1 (Entities that do not have a Primary Listing on the NZX Main Board)¹⁰

N/A

Entities that have a primary listing on NZX Main Board

18. A completed Appendix 1C Information Form and Checklist Annexure 2 (Entities that have a Primary Listing on the NZX Main Board)¹¹

See Annexure H.

Further documents to be provided before admission to the official list

Please note that in addition to the information and documents mentioned above, an entity may be required to provide additional information to ASX under Listing Rule 1.17.

¹⁰ An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.

¹¹ An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.

Information Form and Checklist

Annexure 2 (Entities that have a Primary Listing on the NZX Main Board)

Name of entity	ABN/ACN/ARBN/ARSN
EROAD Limited	643 840 519

This Annexure forms part of the Information Form and Checklist supplied by the entity named above to support its application for admission to the official list of ASX Limited (ASX) as an ASX Foreign Exempt Listing.

Instructions: please complete each applicable item below. If an item is not applicable, please mark it as "N/A".

N ^o Item	Location/Confirmation
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All entities

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| <p>1. For each director or proposed director, the CEO or proposed CEO, and the CFO or proposed CFO (together, "relevant officers") of the entity at the date of listing,¹ a list of the countries in which they have resided over the past 10 years (Listing Rule 1.11 Condition 11 and Guidance Note 1 section 3.21)²</p> | Barry Craig Einsig – United States of America
Anthony Michael Gibson – New Zealand
Steven Edward Newman – New Zealand
Susan Marie Paterson – New Zealand
Graham Robert Stuart – New Zealand
Alexander George Ball – New Zealand |
| <p>2. For each relevant officer, a list of any other names or alias they have used in the past 10 years, including any maiden name or married name³ (Listing Rule 1.11 Condition 11 and Guidance Note 1 section 3.21)</p> | Susan Marie Paterson – Susan Marie Taylor |
| <p>3. For each relevant officer who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by Australian Criminal Intelligence Commission which is not more than 12 months old (Listing Rule 1.11 Condition 11 and Guidance Note 1 section 3.21)</p> | N/A |
| <p>4. For each relevant officer who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national criminal history check to that mentioned in item 3 above for each country in which the relevant officer has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or, if such a check is not available in any such country, a statutory declaration⁴ from the relevant officer confirming that fact and that he or she has not been convicted in that country of:</p> <p>(a) any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of his or her duties as a director or officer of a company or other entity; or</p> | See Annexure I |

¹ If the entity applying for admission to the official list is a trust, references in items 1, 2, 3, 4, 5, 6 and 7 to a relevant officer mean a relevant officer of the responsible entity of the trust.

² The information referred to in items 1, 2, 3, 4, 5, 6 and 7 is required so that ASX can be satisfied that the relevant officer is of good fame and character under Listing Rule 1.11 Condition 11.

³ The sample statutory declaration referred to in item 7 below addresses this requirement. Note that if the relevant officer has used another name or alias (including a maiden name or married name) in the past 10 years, the criminal record and bankruptcy checks referred to in items 3, 4, 5, and 6 must cover all of the names or aliases the relevant officer has used over that period.

⁴ The sample statutory declaration referred to in item 7 below also addresses this requirement.

Nº Item	Location/Confirmation
<p>(b) any other criminal offence which at the time carried a maximum term of imprisonment of five years or more (regardless of the period, if any, for which he or she was sentenced), or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.11 Condition 11 and Guidance Note 1 section 3.21)</p>	
<p>5. For each relevant officer who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a search of the Australian Financial Security Authority National Personal Insolvency Index which is not more than 12 months old (Listing Rule 1.1 Condition 11 and Guidance Note 1 section 3.21)</p>	N/A
<p>6. For each relevant officer who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national bankruptcy check to that mentioned in item 5 above for each country in which the relevant officer has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or if such a check is not available in any such country, a statutory declaration⁵ from the relevant officer confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that country or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.11 Condition 11 and Guidance Note 1 section 3.21)</p>	See Annexure J
<p>7. A statutory declaration⁶ from each relevant officer specifying whether they have used any other name or alias in the past 10 years and confirming that:</p> <ul style="list-style-type: none"> (a) the relevant officer has not been the subject of any criminal or civil penalty proceedings or other enforcement action by any government agency in which he or she was found to have engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty; (b) the relevant officer has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty; (c) the relevant officer has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as a director or officer of a listed entity; (d) no listed entity of which he or she was a relevant officer (or, in the case of a listed trust, in respect of which he or she was a relevant officer of the responsible entity of the trust) at the time of the relevant conduct has been the subject of any disciplinary action (including any censure, monetary penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its obligations under the Listing Rules applicable to that entity; and (e) the relevant officer is not aware of any pending or threatened investigation or enquiry by a government agency, professional body, securities exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above, <p>or, if the relevant officer is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.11 Condition 11 and Guidance Note 1 section 3.18)</p>	See Annexure K

⁵ The sample statutory declaration referred to in item 7 also addresses this requirement.

⁶ A sample statutory declaration is available from the ASX Compliance Downloads page on ASX's website.

N° Item	Location/Confirmation
Entities applying under the profit test	
8. Evidence that the entity is a going concern or the successor of a going concern (Listing Rules 1.11 Condition 6(a) and 1.2.1)	N/A
9. Evidence that the entity has been in the same main business activity for the last 3 full financial years (Listing Rules 1.11 Condition 6(a) and 1.2.2)	N/A
10. Audited accounts for the last 3 full financial years, including the audit reports (Listing Rules 1.11 Condition 6(a) and 1.2.3(a))	N/A
11. If the entity's last financial year ended more than 6 months and 75 days before the date of this application, audited or reviewed accounts for the last half year (or longer period if available), including the audit report or review (Listing Rules 1.11 Condition 6(a) and 1.2.3(b))	N/A
12. A reviewed pro forma statement of financial position, including the review (Listing Rules 1.11 Condition 6(a) and 1.2.3(c)) ⁷	N/A
13. Evidence that the entity's aggregated profit from continuing operations for the last 3 full financial years has been at least \$1 million (Listing Rules 1.11 Condition 6(a) and 1.2.4)	N/A
14. Evidence that the entity's profit from continuing operations in the past 12 months to a date no more than 2 months before the date of this application has exceeded \$500,000 (Listing Rules 1.11 Condition 6(a) and 1.2.5)	N/A
15. Is there a statement in the Offer Document that the entity's directors ⁸ have made enquiries and nothing has come to their attention to suggest that the entity is not continuing to earn profit from continuing operations up to the date of the Offer Document If so, where is it? If not, please attach such a statement signed by all of the entity's directors ⁹ (Listing Rule 1.2.6)	N/A
Entities applying under the assets test	
16. Evidence that the entity has: (a) if it is not an investment entity, net tangible assets of at least \$4 million (after deducting the costs of fund raising) or a market capitalisation of at least \$15 million; (b) if it is an investment entity other than pooled development fund, net tangible assets of at least \$15 million; or (c) if it is a pooled development fund, net tangible assets of at least \$2 million (Listing Rules 1.11 Condition 6(a), 1.3.1 and 1.3.4)	EROAD Limited has a market capitalisation of at least \$15 million based on its 68,278,772 shares on issue and the closing price of its shares on NZX on 7 August 2020 of NZD\$3.89 (giving a market capitalisation of AUD\$244,356,069 at the exchange rate of \$1NZD = \$0.92AUD prevailing on 7 August 2020).
17. Evidence that the entity's working capital (as shown in its reviewed pro forma statement of financial position under listing Rule 1.3.5(d)) is at least \$1.5 million (Listing Rules 1.11 Condition 6(a) and 1.3.3(c))	See Annexure M

⁷ Note: the review must be conducted by a registered company auditor (or if the entity is a foreign entity, an overseas equivalent of a registered company auditor) or independent accountant.

⁸ If the entity applying for admission to the official list is a trust, the statement should be made by the directors of the responsible entity of the trust.

⁹ If the entity applying for admission to the official list is a trust, the statement should be signed by all directors of the responsible entity of the trust.

N° Item	Location/Confirmation
18. Audited accounts for the last 2 full financial years, including the audit reports (Listing Rules 1.11 Condition 6(a) and Listing Rule 1.3.5(a))	See page 65 of Annexure D (FY19/20) and page 62 of Annexure L (FY18/19)
19. If the entity's last financial year ended more than 6 months and 75 days before the date of this application, audited or reviewed accounts for the last half year (or longer period if available), including the audit report or review (Listing Rules 1.11 Condition 6(a) and 1.3.5(b))	N/A
20. If the entity has in the 12 months before the date of this application acquired, or is proposing in connection with its application for admission to acquire, another entity or business that is significant in the context of the entity, audited accounts for the last 2 full financial years for that other entity or business, including the audit reports (Listing Rules 1.11 Condition 6(a) and 1.3.5(c) first bullet point)	N/A
21. If the entity has in the 12 months before the date of this application acquired, or is proposing in connection with its application for admission to acquire, another entity or business that is significant in the context of the entity and the last full financial year for that other entity or business ended more than 6 months and 75 days before the date of this application, audited or reviewed accounts for the last half year (or longer period if available) from the end of the last full financial year for that other entity or business, including the audit report or review (Listing Rules 1.11 Condition 6(a) and 1.3.5(c) second bullet point)	N/A
22. A reviewed pro forma statement of financial position, including the review (Listing Rules 1.11 Condition 6(a) and 1.3.5(d)) ¹⁰	See Annexure M

¹⁰ Note: the review must be conducted by a registered company auditor or an overseas equivalent of a registered company auditor or independent accountant.