



EROAD LIMITED

Lodge your proxy



Online
www.investorvote.co.nz



By Mail
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Special Meeting Admission and Proxy/Voting Form



www.investorvote.co.nz

Lodge your proxy online, 24 hours a day, 7 days a week:

Smartphone?

Scan the QR code to vote now.

Your secure access information

Control Number:

CSN/Shareholder Number:

PLEASE NOTE: You will need your CSN/Shareholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy and exercise your vote online.



For your proxy to be effective it must be received by 1.00pm on Wednesday 28 July 2021.

HYBRID MEETING

If Auckland is at COVID-19 Alert Level 1, attendees will have the option of attending in person at the Loyalty Lounge, Eden Park, Kingsland, Auckland, or virtually. If Auckland is at COVID-19 Alert Level 2 or above, or the Board otherwise considers it appropriate in the circumstances, only virtual attendance will be available.

How to Vote on Items of Business

All your shares will be voted in accordance with your directions.

Appointment of Proxy

If you do not plan to attend the meeting, you may appoint a proxy by completing and signing 'Step 1' of the Proxy Form and lodge it with Computershare Investor Services Limited. A proxy can be any person of your choice and does not have to be a shareholder of EROAD Limited. If you return this form without appointing a proxy or signing it, your Proxy Form will be invalid.

The Chairman of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him or her for that purpose.

To do this, enter 'the Chairman' or the name of your proxy in the space allocated in 'Step 1' of this form.

Alternatively, you can appoint a proxy online at www.investorvote.co.nz.

Voting of your holding

Direct your proxy how to vote by marking one of the boxes opposite each item of business.

If you tick the box "discretion" on any resolution, you are directing your proxy or representative to decide how to vote on that resolution on your behalf. If you tick the "abstain" box on any resolution, you are directing your proxy or representative not to vote on that resolution. If you return this Proxy Form without a direction as to how to vote on any resolution, or if you tick more than one box in relation to any resolution, the vote on that resolution will be treated as "discretion" and your proxy will exercise his/her discretion as to whether to vote and, if so, how. The Chairman intends to vote discretionary proxies in favour of all Resolutions.

Any shareholders of EROAD, and their Associated Persons (as that term is defined in the NZX Listing Rules), who are to receive any of the Consideration Shares referred to in resolution 2 are not entitled to vote in favour of resolution 2 unless casting votes under an express proxy of a person who is not disqualified from voting. Any shareholders of EROAD, and their Associated Persons (as that term is defined in the NZX Listing Rules), who are to receive any of the Capital Raising Shares under the Placement referred to in resolution 3 are not entitled to vote in favour of resolution 3, unless casting votes under an express proxy of a person who is not disqualified from voting.

Attending the Meeting

If you propose to attend the Special Shareholders' Meeting, please bring this Admission Form/Proxy Form to the meeting. All shareholders must register with the EROAD registration staff prior to entering the meeting room. If a representative of a corporate shareholder or proxy is to attend the meeting you may need to provide evidence of your authorisation to act prior to admission.

Signing Instructions for Postal Proxy Forms

Individual

Where the holding is in one name, the shareholder must sign.

Joint Holding

Where the holding is in more than one name, all of the shareholders should sign.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.

Companies

This form should be signed by a Director jointly with another Director, or a Sole Director can also sign alone. Please sign in the appropriate place and indicate the office held.

Comments & Questions

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form to vote

Proxy/Voting Form

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of EROAD LIMITED

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions at the **EROAD Special Shareholders' Meeting which will be held in the Loyalty Lounge at Eden Park, Walters Road, Kingsland, Auckland on Friday 30 July 2021 at 1pm** and at any adjournment of that meeting.

STEP 2 Items of Business - Voting Instructions/Ballot Paper

The resolutions below are stated in brief. Please refer to the Notice of 2021 Special Shareholders' Meeting for the full text of the resolutions and the explanatory notes.

Ordinary Business

	For	Against	Abstain	Proxy Discretion
Resolution 1 Acquisition of Coretex To ratify, confirm and approve for all purposes the acquisition by EROAD Financial Services Limited, a wholly owned subsidiary of EROAD, of 100% of the shares in Coretex Limited (<i>Coretex</i>) under an agreement for sale & purchase of shares dated 14 July 2021 (<i>Agreement</i>) (<i>the Transaction</i>) as described in more detail in the Explanatory Statement and accompanying materials, and to authorise the directors of EROAD to take all actions, do all things and execute all documents and agreements necessary or considered by them to be necessary or expedient to give effect to the Transaction.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Issue of shares to Coretex Vendors To approve, for the purposes of Rule 4.1.1 of the NZX Listing Rules, the issue of up to 16,000,000 fully paid ordinary shares in EROAD to the vendors under the Agreement, at an issue price of NZ\$6.00 per share in partial satisfaction of the purchase price payable under the Agreement (<i>Consideration Shares</i>), and to authorise the directors of EROAD to take all actions, do all things and execute all documents and agreements necessary or considered by them to be necessary or expedient to issue the Consideration Shares, such Consideration Shares, when issued, to rank pari passu (equally) with all existing ordinary shares of EROAD.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Issue of Capital Raising Shares to investors To approve, for the purposes of Rule 4.1.1 of the NZX Listing Rules, the issue of NZ\$80.5 million of fully paid ordinary shares in EROAD to subscribers in the capital raising being undertaken in connection with the Transaction (<i>Capital Raising Shares</i>), at an issue price of NZ\$5.58 per share (or such lesser amount as may be payable under the Share Purchase Plan as described in more detail in the Explanatory Statement), and to authorise the directors of EROAD to take all actions, do all things and execute all documents and agreements necessary or considered by them to be necessary or expedient to issue the Capital Raising Shares, such Capital Raising Shares, when issued, to rank pari passu (equally) with all existing ordinary shares of EROAD.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If your proxy will be attending the meeting remotely, please ensure that you provide their contact details (phone and email address). If this information is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy.

Proxy contact Details (Phone): _____ and (Email): _____

SIGN Signature of Shareholder(s) This section must be completed.

Shareholder 1

or Sole Director/Director

Shareholder 2

or Director (if more than one)

Shareholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



EROAD Special Shareholders' Meeting which will be held in the Loyalty Lounge at Eden Park, Walters Road, Kingsland, Auckland on Friday 30 July 2021 at 1pm.