



EROAD

Code of Ethics

MESSAGE FROM THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The success of EROAD in achieving our vision of becoming the international leader in the provision of road user charging and compliance services to the global heavy transport sector is premised on the way we conduct our business across the globe. We are committed to a culture of quality and innovation in everything we do. Fundamental to EROAD's culture is integrity and a commitment to comply with law and adhere to the highest standards of ethical conduct.

The conduct of each and every EROADER influences the perception of our company by our many stakeholders (including customers, regulators, enforcement officers, shareholders, employees and suppliers) and affects our company's reputation. It is important that our EROADers conduct themselves in a way that demonstrates that their honesty is beyond question.

This Code of Ethics sets out our core ethical principles in carrying out our business. We all share the responsibility of observing this Code to help strengthen our ethical beliefs and the values on which our company is built.

We would like to thank you for your commitment to this shared responsibility which will contribute to our reputation for integrity and our continued success.

Graham Stuart
Chairman, EROAD

Steven Newman
Chief Executive Officer, EROAD

INTRODUCTION

The EROAD Code of Ethics sets out the core ethical principles by which the directors, employees, independent contractors and advisers of EROAD and its related companies ("EROADers") are expected to conduct themselves.

This Code provides a guide to the general principles of conduct and ethics. It does not cover every situation. If you have any questions or concerns about an ethical matter, or wish to discuss an individual situation, or are unsure of the appropriateness of any activity, please speak to your manager, the head of People & Capability, the General Counsel, the Chief Executive Officer or the chairperson of the Board.

EROAD takes this Code seriously. It is the responsibility of every EROADER to promptly bring suspected violations to the attention of the company, for the benefit of all.



YOUR RESPONSIBILITY AS AN EROADER

Every EROADer is required to understand and comply with this Code of Ethics in addition to compliance with laws, regulations and policies that affect their role. All managers are required to ensure such compliance.

CONFIDENTIAL INFORMATION

You are required to protect all confidential information

EROAD and its stakeholders entrust us daily with their confidential communications and information. Confidential Information includes all information not in the public domain that has come to your knowledge by virtue of working for EROAD. You are required to protect the company's Confidential Information by:

- a) not disclosing the company's Confidential Information to any non EROADer without the company's permission; and
- b) using Confidential Information only for the purpose of carrying out your duties.

The company regards information held by the company about its employees, customers, suppliers and other stakeholders as confidential. You must not disclose or use information concerning other employees, customers, suppliers or stakeholders for any purpose without the permission of the company and the relevant individual, organisation or company.

Your obligation to maintain confidentiality of the Confidential Information is a continuing obligation and extends even after your employment ceases with EROAD.

CONFLICTS OF INTEREST AND CORPORATE OPPORTUNITIES

You are required to act in EROAD's (including EROAD's shareholders and stakeholders) best interests and required to not use the assets and resources of the company for personal gain

EROAD requires your dealings as an employee to be on a bona fide, arm's length basis. You must not put yourself in a position where your personal interests conflict with your duties to EROAD. You should also not put yourself in a position where your personal interests appear to conflict with your duties to EROAD. You must also avoid a conflict of interest between your obligations to EROAD and an obligation to another person or corporation which has a commercial relationship or is in competition with our company.

Examples of "Conflict of Interest" can include:

- a) using your position to receive a personal advantage of some kind, such as a monetary payment, goods, special buying privileges, attendance at social/ sporting functions as a guest, etc.;
- b) involvement in any other business or commercial activities which would or could conflict with your ability to perform your duties to EROAD;
- c) any monetary involvement in the business of a third party who has a commercial relationship or is in competition with EROAD; or
- d) receiving directly or indirectly (e.g. through a spouse or relative) any form of payment or other consideration from a third party who has a commercial relationship or is in competition with EROAD.

These examples are illustrative and not exhaustive. It is important that you have an awareness of any situation that may compromise your position or prevent you from acting in the best interests of EROAD, its shareholders and stakeholders).

If you consider that a conflict of interest exists, or might arise, as between your duty to EROAD and a third party, you must immediately bring the matter to the attention of your manager. You may commence or continue with the relationship as long as your manager is satisfied, and continues to be satisfied, that the relationship does not result in a conflict of interest.



EROADers are all expected to pursue the company's legitimate interests when the opportunity arises. EROADers will therefore not:

- a) take for themselves any opportunity discovered through the use of EROAD property, information or position;
- b) use EROAD property (including EROAD's name), information or position for personal gain;
- c) compete with EROAD; or
- d) trade in shares, or any other kind of property, based on information that comes from their role if that information has not been reported publicly.

PROPER USE OF EROAD INFORMATION SYSTEMS

You are required to comply with policies of acceptable use of information systems

The information systems of the company (e.g. internet access, electronic media, systems, email use) are critical business tools to be used for achieving business related tasks. EROAD retains the right to access and monitor the company's information systems including employee email and other electronic documents, subject to applicable law.

You must take appropriate precautions and care to protect the security, integrity and confidentiality of EROAD's systems and information. This includes not doing anything that would put the company's systems at risk or that would circumvent the security of the company's information systems. You may only use software and electronic media that is legally licensed and you will comply with the terms of such licence.

GIFTS AND PERSONAL BENEFITS

It is not advisable to give or accept gifts which could be perceived as materially compromising or influencing any decision.

Gifts and personal benefits can include accommodation, goods, services, special discounts, and special terms on loans. EROADers must not offer or accept gifts or personal benefits of any value to or from external parties if it could be perceived that such acceptance might materially compromise or influence any decision by that party or EROAD.

In some markets, the acceptance of infrequent gifts or gifts that are not excessive in value would not normally be regarded as giving rise to a conflict of interest (eg. the occasional invitation to dinner, sporting event or other social functions or the exchange of small gifts). Refer to EROAD's Guidance on Receiving and Giving Gifts and Hospitality.

Prior to accepting **any** gift or personal benefit, EROADers must complete the Approval to Accept Gift form and, for gifts under \$250 in value, submit the form to their Senior Executive member for approval. All gifts or personal benefits offered over \$250 in value must be approved by the Chief Executive Officer **prior** to being accepted. A Gift Register will be kept and EROADers must disclose any gift or personal benefit received over \$250 value within 3 days of receipt.

BRIBERY

You must not accept, or offer, bribes or improper inducements.

You must not accept or offer bribes or improper inducements from or to anyone. This includes not providing any benefit to a third party which may influence that party's decision on whether to purchase or recommend for purchase the company's products, provide a concession or provide favourable treatment to EROAD. Improper inducements can include commissions and facilitation or other payments which could be seen as unduly influencing your business judgment/decisions or that of a third party.

Bribery is a very serious offence and can result in criminal consequences for both the employee and the company. In some cases, this can include criminal charges for the EROADer in both their home country and



the country in which the bribery occurred. It is important that EROADers conduct themselves in a way that demonstrates that their honesty is beyond question.

ABIDE BY LAWS AND POLICIES

EROAD requires you to comply with laws, regulations and the policies of the company.

EROADers will therefore:

- a) familiarise themselves with and comply with EROAD policies and processes at all times;
- b) act honestly and in the best interests of EROAD as required by law;
- c) abide by the laws, rules and regulations of New Zealand and other jurisdictions in which EROAD operates;
- d) undertake training on legal obligations and policies as required by management from time to time; and
- e) comply with all statutory and internal disclosure requirements on a timely basis.

DELEGATED AUTHORITIES

You must act within your delegated authority

The EROAD Board delegates the responsibility of managing the business to the Chief Executive Officer. The Chief Executive Officer in turn delegates to other levels of management certain rights to make operational and financial decisions within defined limits. EROADers will therefore:

- a) only act within the delegated authority framework; and
- b) ask their manager if they are uncertain as to their level of delegated authority.

INFORMATION FOR THE BOARD

You will, to the best of your ability, use reasonable endeavours to ensure that the company's records, documents and reports are true and correct.

EROAD will ensure that it maintains a core principle of transparency, accurate preparation and timely delivery of all information. EROAD will exercise diligence and good faith in the preparation of information. All EROADers shall play their part in ensuring the maintenance of a sound system of controls to ensure the quality of the records, documents and reports.

EROAD's management team will provide the Board with information of sufficient content, quality and timeliness to enable the Board to effectively discharge its duties.

HEALTH AND SAFETY

EROAD will endeavour to provide you with a safe working environment

EROAD is committed to health and safety. EROAD will provide a workplace that minimises health and safety risks to all EROADers.

EQUAL OPPORTUNITY

EROAD will provide an environment of equal opportunity for all.

EROAD and its Board are committed to providing equal employment opportunities. EROAD has a workforce consisting of many individuals with diverse skills, values, backgrounds, ethnicity and experiences. We ensure our selection processes for recruitment and employee development opportunities are unbiased and are based on merit.



We attract and retain a diverse workforce and this contributes to a variety of employees bringing a range of ideas and innovation to EROAD to assist with achieving our objectives.

For EROAD, a commitment to diversity means ensuring that no individual is excluded from a position, for which he or she is skilled and qualified, by inappropriate systems, practices and attitudes. Further, diversity in EROAD means eliminating barriers to ensure that everyone is considered for the employment of their choice and that they have the chance to perform to their full potential.

ADDITIONAL DIRECTOR RESPONSIBILITIES

EROAD requires you as a Director to ensure you are capable of discharging your duties

Directors are therefore required to:

- a) undertake training to remain current on how to best perform their duties as directors of EROAD;
- b) give proper attention to all matters put before them;
- c) meet their obligation to act honestly and in the best interests of EROAD, its shareholders and stakeholders, as required by law;
- d) have an understanding of the regulatory, legal, fiduciary and ethical requirements affecting directors;
- e) be familiar with up to date business management techniques and related ethics; and
- f) have an awareness of strategic, industry, cultural and other issues that may impact on EROAD's business.

REPORTING CONCERNS

You should feel 100% safe and confident to report any concern you may have

EROAD will stand behind any employee who, acting in good faith reports a breach, serious problem or wrongdoing by, among other things, protecting that employee from any harassment or retaliation as a consequence of the disclosure. The identity of the person making the report will be kept confidential where possible.

Upon completion of the investigation, EROAD will take appropriate action to endeavour to rectify any wrongdoing or other issues. Violations may result in disciplinary action, up to and including the termination of employment.

Any person who knowingly makes a false report may also be subject to disciplinary action. If you become aware of a breach of this Code of Ethics or any breach of a legal obligation or EROAD policy, you are responsible for reporting it to your manager or the Board, as appropriate. If you consider that is not appropriate in the circumstances, you should report the breach to the chairperson of the Board, the chairperson of the Finance, Risk and Audit Committee, or EROAD's General Counsel.

EROAD Directors and managers are committed to:

- 1. leading in accordance with these standards of ethical and professional conduct; and
- 2. ensuring that such standards are communicated to the people who report to them.

REVIEW

This Code of Ethics is subject to annual review by the Board. If you have feedback on this Code of Ethics please contact your manager or the head of People & Capability.

Approved by Board 27 May 2019