



## Notice of 2016 Annual Shareholders Meeting

EROAD Limited, Auckland, New Zealand

Notice is hereby given that the Annual Meeting of Shareholders of EROAD Limited ("EROAD") will be held on Thursday 4 August 2016 at 4.45pm in the Finish Line Room at the AUT Millennium building, 17 Antares Place, Mairangi Bay, Auckland.

### **Business**

1) Chairman's Overview

2) Chief Executive Officer's Address

3) Financial Statements and Auditor's report

To receive and consider the Financial Statements and Auditor's Report for the year ended 31 March 2016, as included in EROAD's 2016 Annual Report.

4) Resolutions

1. Re-election of Director

That Candace Kinser, who retires by rotation, and being eligible, is re-elected as a director of EROAD (see Explanatory Note 1).

2. Re-election of Director

That Sean Keane who retires by rotation, and being eligible, is re-elected as a director of EROAD (see Explanatory Note 2).

3. Election of Director

That Gregg Dal Ponte who retires in accordance with NZX Main Board Listing Rule 3.3.6, and being eligible, is elected as a director of EROAD (see Explanatory Note 3).

4. Extension of director remuneration pool

That the director remuneration pool is extended from \$300,000 to \$350,000.

5. Auditor's Remuneration

That the Directors be authorised to fix the fees and expenses of KPMG as the auditor of EROAD (see Explanatory Note 4).

## Procedural Notes

- a. The persons who will be entitled to vote on the resolutions at the Annual Shareholders' Meeting are those persons who will be the shareholders of EROAD at 4.45pm on Tuesday, 2 August 2016.
- b. A shareholder may vote at the Annual Shareholders' Meeting either in person or by proxy. A body corporate which is a shareholder may appoint a representative to attend the Annual Shareholders' Meeting on its behalf in the same manner as that in which it could appoint a proxy.
- c. A proxy need not be a shareholder of EROAD. A shareholder who wishes to do so may appoint the Chairman of the Meeting to act as proxy.
- d. A proxy will vote as directed in the proxy form or, if voting is left to the proxy's discretion, then the proxy will decide how to vote on the resolutions. If the Chairman is appointed as proxy and the voting is left to his discretion, the Chairman intends to vote in favour of all Resolutions.
- e. A proxy form is enclosed and, if used, must be lodged with the share registrar, Computershare Investor Services Limited, in accordance with the instructions set out on the form not less than 48 hours before the time of the holding of the meeting.
- f. All resolutions must be passed by an ordinary resolution of shareholders, i.e., by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution in person or by proxy.

## Explanatory Notes

1. Under Listing Rule 3.3.11 of the NZX Main Board Listing Rules, and in accordance with clause 26 of the constitution of EROAD, one third of the Directors of EROAD must retire by rotation at the Annual Shareholders' Meeting. If the Directors are eligible, they may offer themselves for re-election by shareholders at the meeting. In this case, Candace Kinser and Sean Keane retire by rotation and, being eligible, offer themselves for re-election by shareholders at the Annual Shareholders' Meeting.

Candace Kinser is a non-executive Director and is considered by the Board to be an Independent Director, as that capacity is described in the NZX Main Board Listing Rules. A brief biography outlining Ms. Kinser's history and experience is set out below.

At the Annual Shareholders' Meeting a resolution to re-elect Candace Kinser will be put to shareholders. The Board recommends that shareholders vote in favour of the re-election of Candace Kinser. Candace Kinser abstained from any consideration by the Board on her re-election and will abstain from voting on her shares, and any incidental proxies she holds, on Resolution 1.

### ***Candace Kinser***

*Candace is an experienced director, CEO and tech entrepreneur. Previously the CEO of the NZ Technology Industry Association and science software company Biomatters, she is currently an Advisor for Palantir Technologies. She is also a Director for global technology recruitment company Talent International, a Director of Livestock Improvement and Chair of their Technology Advisory Board, an Advisor for the University of Waikato's Cyber Security Lab and*

*a Director for the Cloud Security Alliance New Zealand chapter. Candace joined the EROAD Board in April 2014.*

2. Sean Keane is a non-executive Director and is considered by the Board to be an Independent Director, as that capacity is described in the NZX Main Board Listing Rules. A brief biography outlining Mr. Keane's history and experience is set out below.

At the Annual Shareholders' Meeting a resolution to re-elect Mr. Keane will be put to shareholders. The Board recommends that shareholders vote in favour of the re-election of Sean Keane. Sean Keane abstained from any consideration by the Board on his re-election and will abstain from voting on his shares, and any incidental proxies he holds, on Resolution 2.

#### **Sean Keane**

*Sean is the founder and Managing Director of Triple T Consulting, a financial market commentary and advisory company. Sean's career spans 27 years in the financial markets, in a variety of senior roles in London, Wellington, Sydney, Singapore and Tokyo. Most recently he was Managing Director of Interest Rate Trading and Funding for Credit Suisse. Sean is a non-executive Director of First NZ Capital. He was appointed to EROAD's board in February 2013.*

3. Under Listing Rule 3.3.6 of the NZX Main Board Listing Rules, and in accordance with clause 25.2 of the constitution of EROAD, any person who is appointed as a Director of EROAD by the Board shall retire from office at EROAD's next annual meeting and will be eligible for election at that meeting. In this case, Gregg Dal Ponte has retired and, being eligible, offers himself for election by shareholders at the Annual Shareholders' Meeting.

Gregg Dal Ponte is a non-executive Director who the Board does not consider to be an Independent Director, as that capacity is described in the NZ Main Board Listing Rules. A brief biography outlining Mr. Dal Ponte's history and experience is set out below.

At the Annual Shareholders' Meeting a resolution to elect Mr. Dal Ponte will be put to shareholders. The Board recommends that shareholders vote in favour of the election of Gregg Dal Ponte. Gregg Dal Ponte abstained from any consideration by the Board on his election and will abstain from voting his shares, and any incidental proxies he holds, on Resolution 3.

#### **Gregg Dal Ponte**


*Gregg has served in multiple executive leadership positions in the transportation industry throughout his career. From 1996 until recently, he served as Administrator for Oregon Department of Transport's Motor Carrier Transportation Division. He was appointed to the EROAD board in July 2016.*

4. The total amount of fees available for payment to non-executive directors was last approved by shareholders at the 2014 Annual Meeting of the company. It is proposed that the total amount of the fee pool be increased from \$300,000 to \$350,000, which represents an increase of \$50,000 (or approximately 17%), since the last shareholder approval. The Board has determined this increase is necessary to allow sufficient funds to remunerate EROAD's larger board of directors (which has increased by 20%) and allow sufficient headroom to cover any unforeseen costs that may arise from time to time. NZX Main Board Listing Rule 3.5.1

requires the proposed increase in directors' remuneration be authorised by an ordinary resolution of shareholders.

5. KPMG is automatically reappointed as the auditor of EROAD under Section 207T of the Companies Act 1993. Pursuant to Section 207S of the Companies Act 1993, this resolution authorises the Board to fix the fees and expenses of the Auditor.

By Order of the Board of Directors

A handwritten signature in black ink, consisting of the letters 'MB' followed by a stylized flourish that ends in a long horizontal line.

Michael Bushby

Chairman

19 July 2016