

Section 1: Issuer information	
Name of issuer	EROAD Limited ( <b>EROAD</b> )
NZX ticker code	ERD
Class of financial product	Unquoted Performance Share Rights (PSRs), convertible to EROAD ordinary shares pursuant to the EROAD Share Retention Plan ( <i>Plan</i> ).
ISIN (If unknown, check on NZX website)	N/A
Currency	NZD
Section 2: Capital change details	
Number issued/acquired/redeemed	120,976
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) <sup>1</sup>	The PSRs for the Grant comprise 0.064% 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 issued under the Share Retention Plan are eligible for vesting on 1 April 2026 provided the participant remains employed on 31 March 2026 and no termination notice has been received.
Reason for issue/acquisition/redemption and specific authority for issue/acquisition/redemption/ (the reason for change must be identified here)	Issue of 120,976 PSRs to the participant under the Plan. Further background regarding EROAD's Remuneration Framework can be found in EROAD's Annual Report.

<sup>1</sup> The percentage is to be calculated immediately before the issue, acquisition, redemption or Conversion.

	Board resolution dated 22 January 2026.
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.	<p>EROAD has a total of 5,674,514 PSRs on issue.</p> <p>This total includes this PSR issue, and PSRs issued in connection with the following grants:</p> <ul style="list-style-type: none"> <li>• EROAD FY24 LTI Grant 1,317,169 PSRs</li> <li>• EROAD FY25 LTI Grant 2,330,820 PSRs (corrected from prior announcements due to a typographical error)</li> <li>• EROAD FY26 LTI Grant 1,905,549 PSRs</li> </ul> <p>No PSRs or EROAD Limited ordinary shares are held as treasury stock.</p>
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	<p>Board resolution dated 22 January 2026.</p> <p>NZX Listing Rule 4.6.1.</p>
Terms or details of the issue, acquisition, or redemption (for example: restrictions, escrow arrangements)	<p>See above.</p> <p>Share Rights are not transferrable and do not entitle the holder to receive dividends or other distributions or vote in respect of EROAD 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 on EROAD Limited shares prior to exercise.</p> <p>Any ordinary shares issued on the valid exercise of PSRs will rank equally with existing ordinary shares.</p>

## Capital Change Notice

Updated as at June 2023

Date of issue/acquisition/redemption<sup>2</sup>

18/02/2026

**Section 3: Authority for this announcement and contact person**

Name of person authorised to make this announcement	Eleanor Koningham
Contact person for this announcement	Eleanor Koningham
Contact phone number	021 0276 1650
Contact email address	Eleanor.koningham@eroad.com
Date of release through MAP	19/02/2026

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<sup>2</sup> Continuous issuers using this form in reliance on Rule 3.13.2, please indicate the period during which the relevant issue/acquisition/redemptions were made (for example, 1 January 2019 to 31 January 2019).