



**EROAD LIMITED**

**Lodge your proxy**



**Online**  
www.investorvote.co.nz



**By Mail**  
Computershare Investor Services Limited  
Private Bag 92119, Auckland 1142, New Zealand

**For all enquiries contact**



+64 9 488 8777



corporateactions@computershare.co.nz

**Annual 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 3:00pm on Monday, 22 June 2026.**

**HYBRID MEETING**

The safety of our people and shareholders is our number one priority. In the event that public health related restrictions are in place which prevent us from holding a physical meeting, or the Board otherwise determines a physical meeting is inappropriate in the circumstances, we may decide to hold a virtual only Annual Shareholder’s Meeting. If this occurs, we will provide shareholders with notice through an announcement to the NZX, ASX and on our website.

**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.

The Chair 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 Chair’ or the name of your proxy in the space allocated in ‘Step 1’ of this form. If you inadvertently do not name a proxy, or your named proxy does not attend the meeting, the Chair will be your proxy and vote in accordance with your express direction. 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 Chair intends to vote discretionary proxies in favour of Resolutions 1, 2 and 7 and against Resolutions 3, 4, 5 and 6.

**Approval Thresholds**

Resolutions must be passed by an ordinary resolution of the 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.

**Attending the Meeting**

If you propose to attend the Annual Shareholders’ Meeting, please bring this Admission and Proxy/Voting 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 Admission and Proxy/Voting 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 Admission and Proxy/Voting 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

## @ Elect Electronic Communications

Want to receive your communications quickly? Elect electronic communications by providing your email address below

Email Address \_\_\_\_\_  
 (By providing an email address above it is acknowledged that all communications for my portfolio will be received electronically where offered)

### 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 Annual Shareholders' Meeting which will be held in the EROAD HQ, Level 3, 260 Oteha Valley Road, Albany, Auckland, New Zealand 0632 and online via the Computershare Meeting Platform <https://meetnow.global/nz> on Wednesday, 24 June 2026 at 3:00 pm (NZT)** 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 Annual Shareholders' Meeting for the full text of the resolutions and the explanatory notes.

Ordinary Business	Board Recommendation	For	Against	Abstain	Proxy Discretion
The following resolutions are endorsed by the Board. The Board considers that a vote FOR resolutions 1 and 2 is in the best interests of EROAD Limited and its shareholders as a whole, and strongly recommends you vote FOR Resolutions 1 and 2.					
<b>Resolution 1 Election of Director</b> That Ryan Brosnahan, having been appointed by the Board and only holding office until the Annual Shareholders' Meeting, be elected as a Non-Executive Director of EROAD Limited with effect from the end of the Annual Shareholders' Meeting at which this resolution is passed. <b>Your directors unanimously support the appointment of Mr Brosnahan as a director of EROAD Limited and strongly recommend that you vote FOR Resolution 1.</b>	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2 Election of Director</b> That Ian Whiting, having been nominated by Ampfield Holdings, L.P., be appointed as a Non-Executive Director of EROAD with effect from the end of the Annual Shareholders' Meeting at which this resolution is passed. <b>Your directors unanimously support the appointment of Mr Whiting as a director of EROAD Limited and strongly recommend that you vote FOR Resolution 2.</b>	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The following resolutions are NOT endorsed by the Board. The Board considers that a vote AGAINST resolutions 3-6 is in the best interests of EROAD Limited and its shareholders as a whole, and strongly recommends you vote AGAINST Resolutions 3-6.					
<b>Resolution 3 Election of Director</b> That Scott Smith, having been nominated by Ampfield Holdings, L.P., be appointed as a Non-Executive Director of EROAD with effect from the end of the Annual Shareholders' Meeting at which this resolution is passed. <b>Your directors unanimously do not support the appointment of Mr Smith as a director of EROAD Limited and strongly recommend that you vote AGAINST Resolution 3.</b>	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4 Election of Director</b> That Steven Hammond, having been nominated by Ampfield Holdings, L.P., be appointed as a Non-Executive Director of EROAD with effect from the end of the Annual Shareholders' Meeting at which this resolution is passed. <b>Your directors unanimously do not support the appointment of Mr Hammond as a director of EROAD Limited and strongly recommend that you vote AGAINST Resolution 4.</b>	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5 Removal of Director – resolution proposed by Ampfield Holdings, L.P.</b> That John Scott be removed as a director of the Company with effect from the end of the Annual Shareholders' Meeting at which this resolution is passed. <b>Your directors unanimously do not support the removal of John Scott as a director of EROAD Limited and strongly recommend that you vote AGAINST Resolution 5.</b>	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 6 Removal of Director – resolution proposed by Ampfield Holdings, L.P.</b> That Sara Gifford be removed as a director of the Company with effect from the end of the Annual Shareholders' Meeting at which this resolution is passed. <b>Your directors unanimously do not support the removal of Sara Gifford as a director of EROAD Limited and strongly recommend that you vote AGAINST Resolution 6.</b>	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The following resolution is endorsed by the Board. The Board considers that a vote FOR resolution 7 is in the best interests of EROAD Limited and its shareholders as a whole, and strongly recommends you vote FOR Resolution 7.					
<b>Resolution 7 Appointment of Auditors and Auditor Remuneration</b> That the Directors be authorised to fix the fees and expenses of KPMG as the auditor of EROAD Limited.	FOR	<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  Shareholder 2  Shareholder 3

or Sole Director/Director or Director (if more than one)

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_