ERoad

H1 FY27
INTERIM REPORT

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NON-GAAP MEASURES

EROAD has presented certain non-GAAP financial measures as part of its H1 FY27 results, which EROAD's directors and management believe provide useful information as they exclude any impacts of one-offs which can make it difficult to compare and assess EROAD's performance. Non-GAAP financial measures are not prepared in accordance with NZ IFRS (New Zealand International Financial Reporting Standards) and are not uniformly defined, therefore the non-GAAP financial measures reported in this report may not be comparable with those that other companies report and should not be viewed in isolation or considered as a substitute for measures reported by EROAD in accordance with NZ IFRS. Non-GAAP financial measures are not subject to audit or review.



LETTER FROM THE CHAIR

Dear shareholders,

The past six months have gone quickly and there has been a lot of hard work done and real progress being made. I especially want to thank our customers, who have been so supportive, and our staff, who have gone above and beyond.

In May I wrote that by focusing fully on the customer in FY27, the financial outcomes would follow. We are not there yet. ARR was $171.7 million at 30 September, down a further 3.6% on H1 FY26, driven mainly by North America. Many of the customers leaving us today reflect legacy issues from long ago which we are in the process of addressing. The new customers to replace them take time to land, and the benefits of the transformation are only now starting to flow through. We are operating far better than we were a year ago, but it will take time for customers and shareholders to feel it.



What has changed

Operational Excellence

Our regional model is in place, with New Zealand, Australia and North America each run in-market and accountable for their own results. EROAD Quarterly Planning, built on the industry-recognised SAFe agile framework, means every team sets and is measured against a small number of priorities each quarter. Both are here to stay. Billing, order-to-cash and service levels are not yet fixed, and collecting on long-neglected accounts has taken longer than we expected. It is slow, unglamorous work, but it is underway and we are making progress. Again we appreciate our customers for staying with us, and our staff who are working extremely hard on this transformation.

Customer Intimacy

We are separating the NPS of our economic buyers, the people who decide whether to stay with us, from product and support NPS. We measure it through at least 90 quarterly business reviews by the end of the calendar year. NPS makes up 20% of our new short-term incentive scheme. We are paying for it, so we will measure it properly.

Where we are focused

New Zealand is our anchor market and funds the Group. Anyone who has joined one of our popular Fleet Days will understand why and can see the depth of our customer relationships. Australia is our growth market, and the Cleanaway rollout has proved we can deliver at enterprise scale. In both markets we compete against global companies, so being their peer is the minimum standard. With our data, insights and eRUC, we can lead locally.

North America has been reset around a smaller, focused model built on segments such as cold chain. It represents 33% of our revenue and is core to the Group as we stand today. We committed to bring the business free cash flow neutral in the short to medium term. That remains the aim, and I won't step away from it, but it is proving harder than we expected.

Product Excellence

We are reducing bugs and delivering the features we previously committed to. We know our customers run their businesses on our platform, so its reliability is our priority.

AI Native

We have chosen our cloud partner and are investing in a new platform. AI is a priority now, not a future project. It is lifting productivity and customer support today, and over time it will underpin our platform, testing and technical support.

Win Universal eRUC

Our thinking has sharpened, and this is a deliberate shift. We will protect our existing position, but the larger opportunity is the light vehicle portion of our business customers' fleets, often as large as their heavy fleet. What we can earn there will set the scope and pace of our investment. Being ready when regulation shifts is non-negotiable. Australia faces the same pressure as New Zealand, with growing EV fleets eroding fuel tax revenue.

Looking ahead

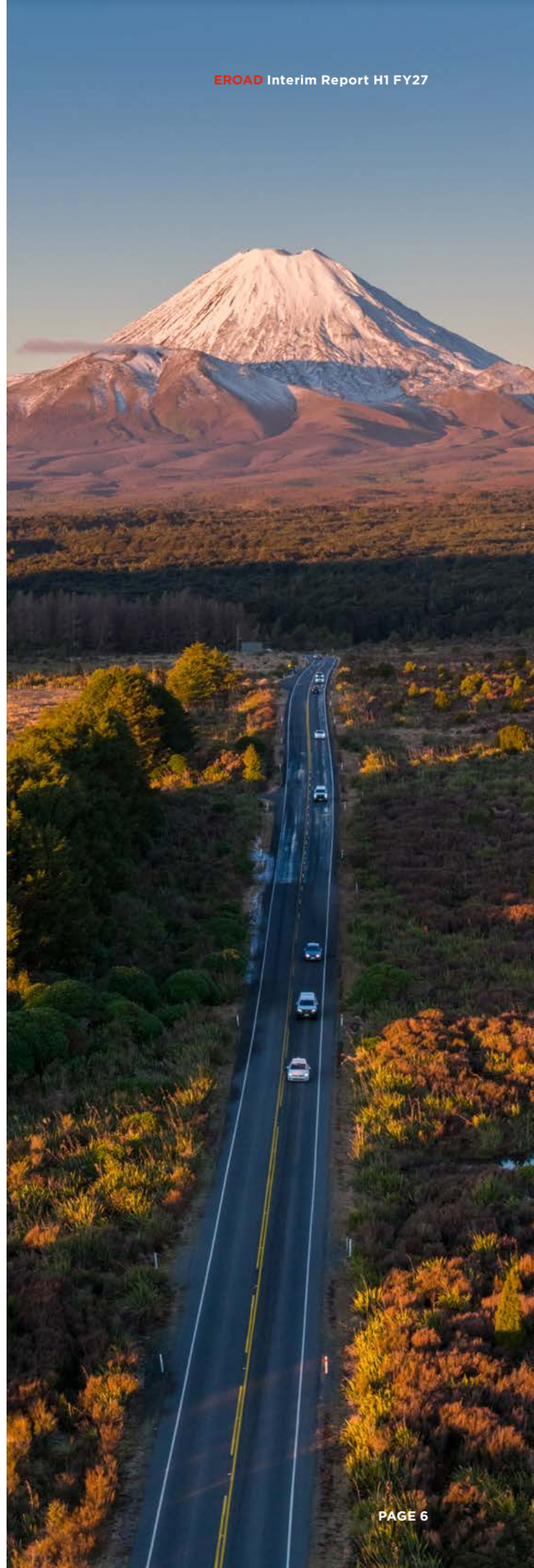
We have substantially refreshed the leadership team, culminating in David Leach joining as CEO on 12 October. David brings global SaaS scale-up experience, commercial discipline and technology leadership, and his instinct is customer first, which mirrors my own mantra: the customer is king. His three themes of operational discipline, customer satisfaction and AI-native innovation carry our priorities forward. From here, David will set out the future, starting with his strategy in May 2027.

I have returned to my role as non-executive Chair, and the interim oversight arrangements put in place in October 2025 have ended. The Board's role is to support and challenge David and his team.

In May I promised greater transparency. We can now see right through the business, with several hundred real-time KPIs, and from this result we will report a consistent set of hero metrics – revenue, ARR, normalised free cash flow to the firm, customer NPS, employee engagement, EQP say/do ratio and contracted units – so you can hold us to them. We will set stretch targets on non-financial measures and report openly against them. The service our customers rely on is the floor, not the stretch.

In May I said the financial outcomes would follow. I still believe that. Thank you for your patience and support.

John Scott
Chair



LETTER FROM THE CEO

Dear shareholders,

This is my first letter to you since joining EROAD as Chief Executive Officer on 12 October.

I'm excited to be here. I joined EROAD because I believe we have the foundational assets to become the global category leader in intelligent transportation technology. We are no longer just a telematics vendor – we are a mission-critical operating system for complex, highly regulated fleets. We hold proprietary data at scale, possess proven enterprise delivery capabilities, and are deeply embedded in New Zealand with more than 5,000 customers processing over 80% of the nation's commercial electronic road user charges (eRUC).



First-half performance

For the six months to 30 September 2026, revenue was $98.1 million, down 1.0% on the same period last year. Annualised recurring revenue (ARR) was $171.7 million, down 3.6%. Normalised EBIT was $2.1 million and free cash flow to the firm was an outflow of $3.1 million ($0.8 million inflow normalised).

This result reflects a bifurcated reality: strong, profitable growth across Australasia, which now generates around two-thirds of Group revenue, offset by lower revenue in North America.

Our regions:

New Zealand remains our cash-generative core. Revenue grew 1.5% to $52.9 million, generating $16.1 million in free cash flow to the firm, while monthly SaaS ARPU rose 3.9%. Our next phase of growth here will come from doing more with the customers we already serve: building deeper integrations with their systems, upselling more of our platform and putting our data to work for them, alongside the longer-term eRUC opportunity.

Australia is our growth engine, and we are taking proactive steps to ensure scalability of our operation. Revenue rose 66.3% to $13.3 million and monthly SaaS ARPU rose 40.3%. Our rollout for Cleanaway is now complete, covering more than 3,200 connected assets, which proves that EROAD can deliver at enterprise scale. We lifted our install rate from ~3 to more than 25 a day, and are now building those lessons into how we will accelerate time-to-revenue for our next major enterprise wins.

North America has been harder, but we are facing it with commercial discipline. Revenue fell 18.2% to $31.9 million and asset retention was 84.0%, driven primarily by previously disclosed customer non-renewals and anticipated churn in non-core verticals. We are not retreating from the US, but we are fundamentally changing how we compete. We are concentrating our effort on cold chain and other segments where EROAD has a defensible advantage. We are right-sizing our cost base to match this focused strategy, and I remain entirely committed to bringing North America to free cash flow neutrality in the short to medium term.

Cash flow and balance sheet

Free cash flow for the half reflects investment in a large enterprise customer rollout and the non-repeat of certain prior-year cash benefits. We expect cash generation to improve in the second half through annual customer receipts and lower hardware and installation spend as the rollout concludes. We ended September with total liquidity of $38.7 million, providing ample headroom under our $60 million bank facility, which runs to October 2027.

Looking forward

Execution discipline is my early priority, building on the transformation already underway, under three themes – operational discipline, customer satisfaction and AI-native innovation:

Operational discipline:

- Measuring what matters - further embedding metrics across all functions and tracking progress against quantitative goals in live dashboards.
- Locking in a high-achievement culture - clear purpose, ownership and high standards across every team.
- Ruthless prioritisation - finishing what we start, impactful contribution to financial success, and fewer priorities in parallel.

Customer satisfaction:

- Get the fundamentals right for customers. Complete improvements to our billing and order-to-cash processes and lift our service levels. Jason Hallam joined as Chief Customer Officer in September to lead and innovate the overall EROAD customer experience.
- Simplifying and optimising the customer journey, starting with launching a new AI-enabled EROAD help site for self-service support.
- Addressing customer NPS feedback themes.

AI-native innovation:

- Shift from transformation to an ongoing culture of innovation, building on the EROAD Quarterly Planning (EQP) disciplines already in place.
- Accelerate the adoption of AI across the business to drive productivity and speed up product innovation.

I intend to come back to shareholders at the FY27 result in May 2027 with a clearly outlined strategy for success. It will include further details of our refined strategy in North America, expansion in Australasia and our AI initiatives.

For FY27, we expect revenue of $192–196 million and free cash flow to the firm of $1–8 million, consistent with our commitment to deliver positive free cash flow this year.

I have appreciated the warm welcome I have received since joining and wish to thank John for leading EROAD as Executive Chair over the past year and setting the business up for its next phase. Thank you to our global team for their dedication, to our customers for their ongoing partnership, and to our shareholders for their continued support as we build a better and faster business.

My job now is to deliver on what we have committed to, and to show you the progress in the numbers. I'm very motivated to continue building a better and faster business together with our global team of EROADers.

David Leach
Chief Executive Officer

FINANCIAL STATEMENTS

Condensed Consolidated Statement of Comprehensive Income

For the six months ended 30 September 2026

	Notes	30 SEP 2026 $M's Unaudited	30 SEP 2025 $M's Unaudited
Revenue	2	98.1	99.1
Operating expenses		(75.3)	(70.4)
Earnings before interest, taxation, depreciation, amortisation and impairment loss		**22.8**	**28.7**
Depreciation of property, plant and equipment	4	(10.5)	(10.8)
Amortisation of intangible assets	5	(14.6)	(11.6)
Amortisation of contract and customer acquisition assets		(6.4)	(5.5)
Impairment of goodwill and other assets	4,5	-	(134.7)
Loss before interest and tax (LBIT)		**(8.7)**	**(133.9)**
Finance expense		(2.5)	(3.1)
Finance income		0.2	0.4
Net financing costs		**(2.3)**	**(2.7)**
Loss before tax		**(11.0)**	**(136.6)**
Income tax benefit/(expense)	8	(1.1)	(7.6)
Loss after tax for the period attributable to the shareholders		**(12.1)**	**(144.2)**
Other comprehensive income			
Items that are or may be reclassified subsequently to profit or loss:			
Cash flow hedges		0.1	0.4
Currency translation differences		1.1	(2.7)
		1.2	**(2.3)**
Total comprehensive loss for the period		**(10.9)**	**(146.5)**
Loss per share - Basic (cents)		(6.42)	(77.07)
Loss per share - Diluted (cents)		(6.42)	(77.07)

The above Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

Condensed Consolidated Statement of Financial Position

As at 30 September 2026

	Notes	30 SEP 2026 $M's Unaudited	31 MAR 2026 $M's Audited
Current assets			
Cash and cash equivalents	3	8.6	10.1
Restricted bank accounts	3	12.6	29.5
Derivative financial asset		-	0.1
Trade and other receivables		35.7	37.8
Contract assets		11.3	10.8
Total Current Assets		**68.2**	**88.3**
Non-current assets			
Property, plant and equipment	4	80.8	81.0
Intangible assets	5	108.5	115.0
Derivative financial asset		0.1	0.1
Contract assets		11.7	7.9
Deferred tax assets		16.3	16.5
Total Non-Current Assets		**217.4**	**220.5**
Total Assets		**285.6**	**308.8**

Condensed Consolidated Statement of Financial Position (continued)

As at 30 September 2026

	Notes	30 SEP 2026 $M's Unaudited	31 MAR 2026 $M's Audited
Current liabilities			
Borrowings	6	5.0	5.0
Trade payables and accruals		37.3	30.3
Payables to transport agencies	3	12.5	29.5
Contract liabilities		16.7	21.3
Lease liabilities		1.8	1.7
Employee entitlements		4.2	3.8
Derivative financial liabilities		0.3	0.5
Total Current Liabilities		**77.8**	**92.1**
Non-current liabilities			
Borrowings	6	24.9	21.1
Contract liabilities		11.9	12.0
Lease liabilities		3.4	4.3
Derivative financial liabilities		0.1	0.1
Deferred tax liabilities		7.3	6.9
Total non-current liabilities		**47.6**	**44.4**
Total Liabilities		**125.4**	**136.5**
Net Assets		**160.2**	**172.3**
Equity			
Share Capital	7	357.7	356.6
Share capital premium/(discount)	7	(19.9)	(19.9)
Other reserves	7	30.4	29.2
Accumulated losses		(208.0)	(193.6)
Total Shareholders' Equity		**160.2**	**172.3**

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

Chair, 24 November 2026

Chair of the Finance, Risk and Audit Committee, 24 November 2026

Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 September 2026

	Share Capital $M's	Share Premium / Discount $M's	Accumulated losses	Translation Reserve $M's	Hedging Reserve $M's	Total $M's
Balance as at 1 April 2025 (Audited)	356.1	(19.9)	(34.2)	30.5	(0.8)	331.7
Loss after tax for the period	**-**	**-**	**(144.2)**	**-**	**-**	**(144.2)**
Other comprehensive income/(loss)	-	-	-	(2.7)	0.4	(2.3)
Total comprehensive income/(loss)	**-**	**-**	**(144.2)**	**(2.7)**	**0.4**	**(146.5)**
Transactions with owners of the Company						
Equity settled share-based payments	-	-	1.6	-	-	1.6
Balance as at 30 September 2025 (Unaudited)	**356.1**	**(19.9)**	**(176.8)**	**27.8**	**(0.4)**	**186.8**
Balance as at 1 April 2026 (Audited)	356.6	(19.9)	(193.6)	29.6	(0.4)	172.3
Loss after tax for the period	-	-	(12.1)	-	-	(12.1)
Other comprehensive income	-	-	-	1.1	0.1	1.2
Total comprehensive income/(loss)	**-**	**-**	**(12.1)**	**1.1**	**0.1**	**(10.9)**
Transactions with owners of the Company						
Equity settled share-based payments	1.1	-	(2.3)	-	-	(1.2)
Balance as at 30 September 2026 (Unaudited)	**357.7**	**(19.9)**	**(208.0)**	**30.7**	**(0.3)**	**160.2**

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Condensed Consolidated Statement of Cash Flows

For the six months ended 30 September 2026

	Notes	30 SEP 2026 $M's Unaudited	30 SEP 2025 $M's Unaudited
Cash flows from operating activities			
Cash received from customers		94.8	97.3
Payments to suppliers and employees		(69.2)	(65.8)
Payments for contract assets costs		(10.5)	(5.3)
Interest paid		(1.5)	(1.5)
Interest received		0.2	0.4
Tax paid		(0.9)	(0.1)
Net cash inflow from operating activities		**12.9**	**25.0**
Cash flows from investing activities			
Payments for investment in property, plant & equipment	4	(9.8)	(12.4)
Payments for investment in intangible assets	5	(7.5)	(7.5)
Net cash outflow from investing activities		**(17.3)**	**(19.9)**
Cash flows from financing activities			
Receipts from bank loans		6.2	-
Repayments of bank loans		(2.5)	(2.5)
Payment of lease liability		(0.9)	(0.9)
Net cash inflow from financing activities		**2.8**	**(3.4)**
Net increase/(decrease) in cash held		**(1.6)**	**1.7**
Cash at the beginning of the financial period		**10.1**	**13.8**
Effects of exchange rate changes on cash and cash equivalents		0.1	-
Closing cash and cash equivalents		**8.6**	**15.5**

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

Reconciliation of Operating Cash Flows with Reported Profit After Tax

For the six months ended 30 September 2026

	Notes	30 SEP 2026 $M's Unaudited	30 SEP 2025 $M's Unaudited
Reconciliation of operating cash flows with reported profit after tax			
Loss after tax for the six month period attributable to the shareholders		(12.1)	(144.2)
Add/(less) non-cash items			
Non-cash tax adjustments		0.5	7.5
Depreciation and amortisation		31.5	27.9
Impairment losses on intangible assets, goodwill and other assets		-	134.7
Other non-cash expenses		(1.5)	1.5
Unwinding of interest expense for discounted contract liabilities		0.7	0.8
		31.2	**172.4**
Movements in other working capital items			
Decrease/(increase) in trade and other receivables		2.2	3.0
(Decrease)/increase in current tax payables		(0.2)	0.7
Increase/(decrease) in contract liabilities		(5.1)	(4.3)
Payments for contract assets costs		(10.5)	(5.3)
Increase/(decrease) in trade payables, interest payable and accruals		7.4	2.7
		(6.2)	**(3.2)**
Net cash from operating activities		**12.9**	**25.0**

Notes to the consolidated financial statements

For the six months ended 30 September 2026

REPORTING ENTITY

The condensed consolidated interim financial statements presented for the six months ended 30 September 2026 are for EROAD Limited (EROAD), and its subsidiaries (collectively referred to as the "Group"). The Group provides electronic onboard units and software as a service to the transport industry.

EROAD Limited (the "Company") is a company domiciled in New Zealand registered under the Companies Act 1993 and listed on the New Zealand Stock Exchange (NZX) Main Board and Australian Securities Exchange (ASX). The Company is an FMC reporting entity for the purposes of the Financial Markets Conduct Act 2013.

BASIS OF PREPARATION

The condensed consolidated interim financial statements have been prepared in accordance with Generally Accepted Accounting Practice in New Zealand (NZ GAAP). These consolidated interim financial statements also comply with the New Zealand equivalent to International Accounting Standard 34: Interim Financial Reporting (NZ IAS 34), and International Accounting Standard 34: Interim Financial Reporting (IAS 34) and are prepared in accordance with the Financial Markets Conduct Act 2013.

The financial statements are presented in New Zealand dollars ($) which is the Group's presentation currency, and all values are rounded to million dollars to one decimal place ($M's) except where stated. Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The functional currency of the Company and its New Zealand subsidiaries is New Zealand dollars. The functional currencies of the Company's subsidiaries in Australia, North America, and the Philippines are Australian dollars, United States dollars, and Philippine pesos, respectively.

The condensed consolidated interim financial statements have been prepared on a going concern basis, which assumes that the Group will be able to discharge its liabilities including the mandatory repayment terms of the banking facilities disclosed in note 6, which the Group expects to achieve through a refinancing prior to 31 March 2027.

The condensed consolidated interim financial statements for the six months ended 30 September 2026 are unaudited and have been the subject of review by the auditor, pursuant to NZ SRE 2410 (Revised): Review of Financial Statements Performed by the Independent Auditor of the Entity as issued by the External Reporting Board.

These financial statements have been approved for issue by the Board of Directors on 24 November 2026.

(a) Basis of measurement

The financial statements are prepared on the historical cost basis, except for certain financial instruments carried at fair value.

(b) Accounting policies

Accounting policies that summarise the measurement basis used and that are relevant to the understanding of the financial statements are provided throughout the accompanying notes. The accounting policies adopted have been applied consistently throughout the periods presented in these consolidated financial statements. The Group adopted all mandatory new and amended NZ IFRS Standards and Interpretations and there has been no material impact on the Group's financial statements.

NZ IFRS 18 Presentation and Disclosure in Financial Statements will replace NZ IAS 1 Presentation of Financial Statements and applies for annual reporting periods beginning on or after 1 January 2027. The Group has not early adopted the new accounting standard in preparing these financial statements; however, earlier application is permitted. NZ IFRS 18 requires a more structured statement of profit or loss and greater disaggregation of information. The Group is in the process of assessing the estimated impact that the initial application of NZ IFRS 18 will have on its consolidated financial statements. There are no other new standards, amendments or interpretations that have been issued and are not yet effective, that are expected to have a significant impact on the Group.

(c) Critical accounting estimates and judgements

In applying the Group's accounting policies, management continually evaluates judgements, estimates and assumptions based on experience and other factors, including expectations of future events that may have an impact on the Group. All judgements, estimates and assumptions made are believed to be reasonable based on the most current set of circumstances available to the Group. Actual results may differ from the judgements, estimates and assumptions.

The significant judgements, estimates and assumptions made by management in the preparation of these financial statements are outlined within the financial statement notes to which they relate. These are:

- Taxation - recognition and utilisation of tax losses
- Intangible assets - assumptions used in the impairment tests and capitalisation of development costs
- Property, plant and equipment - determining residual values and useful lives
- Revenue - Revenue recognition and determination of expected credit losses

Performance

This section focuses on the Group's financial performance.

NOTE 1 SEGMENT REPORTING

EROAD operating segments are based on geographic location for operating companies and corporate and development costs. These operating segments equate to the Group's strategic divisions and are reported in a manner consistent with the internal reporting provided to the Chief Executive Officer ("CEO"). The CEO is considered to be the chief operating decision maker ("CODM").

The four segments/strategic divisions offer different services and are managed separately because they require different technology, services and marketing strategies. For each strategic division, the CODM reviews internal management reports.

The following summary describes the operations in each of the Group's segments.

- *Corporate & Development:* Includes costs associated with the corporate head office, the Philippines office, and R&D activities for development of new and existing products and services
- *North America:* Operating companies serving customers in North America
- *Australia:* Operating companies serving customers in Australia
- *New Zealand:* Operating companies serving customers in New Zealand

Segment results that are reported to the CEO include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise income tax, derivative financial instruments, finance income and expenses.

Inter-segment pricing is determined on an arm's length basis.

NOTE 1 SEGMENT REPORTING *(CONTINUED)*

Reportable segment information

Key information related to each reportable segment as provided to the CODM is set out below.

	CORPORATE & DEVELOPMENT		NORTH AMERICA		NEW ZEALAND		AUSTRALIA	
	30 SEP 2026 Unaudited $M's	30 SEP 2025 Unaudited $M's	30 SEP 2026 Unaudited $M's	30 SEP 2025 Unaudited $M's	30 SEP 2026 Unaudited $M's	30 SEP 2025 Unaudited $M's	30 SEP 2026 Unaudited $M's	30 SEP 2025 Unaudited $M's
Revenue								
Subscription revenue	0.5	0.5	30.9	38.4	47.9	47.7	13.0	7.9
Uncontracted hardware revenue	-	0.1	0.5	0.4	-	-	0.1	-
Transaction fee revenue	-	-	-	-	2.5	2.5	-	-
Other revenue [1]	29.5	32.4	0.9	0.5	2.4	1.9	0.4	0.3
Total revenue	**30.0**	**33.0**	**32.3**	**39.3**	**52.8**	**52.1**	**13.5**	**8.2**
Earnings/ (loss) before interest, taxation, depreciation & amortisation and impairment loss [2]	(27.2)	(19.7)	5.7	9.2	38.3	35.5	6.0	3.7
Depreciation of property, plant & equipment	(0.8)	(0.7)	(3.0)	(4.7)	(4.8)	(4.3)	(1.8)	(1.1)
Amortisation of intangible assets	(11.6)	(6.6)	(1.8)	(4.2)	(0.7)	(0.5)	(0.5)	(0.3)
Amortisation of contract and customer acquisition assets	-	-	(1.0)	(1.2)	(3.7)	(3.5)	(1.6)	(0.8)
Impairment loss - goodwill	-	-	-	(104.9)	-	-	-	-
Impairment loss - other intangible assets	-	-	-	(22.3)	-	-	-	-
Impairment loss - property, plant & equipment	-	-	-	(7.5)	-	-	-	-
Total assets	**269.2**	**271.3**	**38.3**	**49.8**	**88.0**	**111.1**	**58.6**	**45.1**

[1] Revenue from Corporate & Development Markets includes R&D Grant Income of $0.8m (30 September 2025: $0.9m).
[2] Approximately $5.5 million of personnel costs have been reported within Corporate and Development in the current period, whereas these costs were reported within the regional segments in the prior comparative period

NOTE 1 SEGMENT REPORTING *(CONTINUED)*

Reconciliation of information on reportable segments

	30 SEP 2026	30 SEP 2025
	$M's	$M's
	Unaudited	Unaudited
Revenue		
Total revenue for reportable segments	128.6	132.6
Elimination of inter-segment revenue	(30.5)	(33.5)
Consolidated Revenue	**98.1**	**99.1**
EBITDA		
Total EBITDA for reportable segments	22.8	28.7
Elimination of inter-segment EBITDA	-	-
Consolidated EBITDA	**22.8**	**28.7**
Depreciation		
Total depreciation for reportable segments	(10.5)	(10.8)
Elimination of inter-segment depreciation	-	-
Consolidated Depreciation	**(10.5)**	**(10.8)**
Amortisation of intangible assets		
Total amortisation for reportable segments	(14.6)	(11.6)
Elimination of inter-segment amortisation	-	-
Consolidated Amortisation	**(14.6)**	**(11.6)**

	30 SEP 2026	31 MAR 2026
	$M's	$M's
	Unaudited	Audited
Total assets		
Total assets for reportable segments	454.1	477.3
Elimination of inter-segment balances	(168.5)	(168.5)
Consolidated Total Assets	**285.6**	**308.8**

NOTE 1 SEGMENT REPORTING *(CONTINUED)*

Allocation of goodwill, property, plant and equipment and other intangible assets

Included within Total Assets are Development Assets of $69.6M (31 March 2026: $74.9M) which for the purpose of the segment note have been allocated to the Corporate & Development Market based on the ownership of intellectual property. The amortisation for these assets is also presented in the Corporate & Development segment. The Group's cash generating units (CGUs) are North America, New Zealand and Australia. For impairment testing purposes management allocate the Development Assets to the CGU based on the specific CGU that the Development Asset relates to, or if the Development Asset is developed for use globally across all CGU's, the asset is allocated to CGU's based on the proportionate share of the Group's Contracted Units. Property, plant and equipment and other finite intangible assets are also included and tested as part of impairment testing of respective CGU's.

Also included in the total assets is the intangible assets acquired through the acquisition of the Coretex subsidiaries and resulting goodwill. The allocation of these to respective CGUs has been done based on valuation expert advice as part of acquisition accounting during the period ended 31 March 2022.

The allocation of the Development Assets, goodwill and other intangibles to CGUs within the following reportable segments for the purpose of impairment testing was as follows:

	DEVELOPMENT ASSETS	GOODWILL	BRAND	CUSTOMER RELATIONSHIPS	TOTAL
	$M's	$M's	$M's	$M's	$M's
30 SEP 2026 (Unaudited)					
North America	23.3	-	-	10.5	33.8
New Zealand	41.4	5.7	-	0.8	47.9
Australia	4.9	16.1	-	3.1	24.1
	69.6	**21.8**	**-**	**14.4**	**105.8**
31 MAR 2026 (Audited)					
North America	26.3	-	0.3	11.6	38.2
New Zealand	43.2	5.7	-	0.9	49.8
Australia	5.4	15.7	-	3.1	24.2
	74.9	**21.4**	**0.3**	**15.6**	**112.2**

NOTE 1 SEGMENT REPORTING *(CONTINUED)*

Geographic information

The geographic information below analyses the Group's revenue and non-current assets by the Company's country of domicile and other countries. In presenting the following information revenue has been based on the geographic location of customers and assets were based on the geographic location of the assets. These allocations are not aligned with the Group's reportable segments.

	30 SEP 2026	30 SEP 2025
	$M's	$M's
	Unaudited	Unaudited
Revenue		
New Zealand	52.9	52.1
All foreign countries:		
USA	31.9	39.0
Australia	13.3	8.0
Total revenue	**98.1**	**99.1**

	30 SEP 2026	31 MAR 2026
	$M's	$M's
	Unaudited	Audited
Non-current assets		
New Zealand	130.2	135.0
All foreign countries:		
USA	25.8	30.4
Australia	43.1	36.2
Philippines	2.0	2.3
Total non-current assets	**201.0**	**203.9**

Non-current assets exclude financial instruments and deferred tax assets.

	30 SEP 2026	31 MAR 2026
	$M's	$M's
	Unaudited	Audited
Reconciliation of geographical non-current assets to total non-current assets		
Geographical non-current assets	201.0	203.9
Deferred tax assets	16.3	16.5
Derivative financial instruments	0.1	0.1
Total non-current assets	**217.4**	**220.5**

NOTE 2 REVENUE

	30 SEP 2026	30 SEP 2025
	$M's	$M's
	Unaudited	Unaudited
Revenue from contracts with customers		
Subscription revenue	92.3	94.5
Uncontracted hardware revenue	0.6	0.5
Other		
Transaction fee revenue	2.5	2.5
Other revenue and income	1.9	0.7
Grant income	0.8	0.9
Total Revenues	**98.1**	**99.1**

Set out above is the disaggregation of the Group's revenue. The disaggregation reflects the nature, amount, timing and uncertainty of how revenue and cash flows are affected by economic factors.

Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control over a good or a service to a customer.

The Group provides electronic on-board units to its customers, which comprise the provision of hardware and the rendering of services. The supply of electronic on-board units (leased or purchased outright), installation of the units and providing services are not distinct and have one single performance obligation (linked to the service contract). Consequently, the Group does not recognise revenue separately for these goods and services but recognises this revenue together as the provision of subscription revenue.

Each of the Group's main sources of revenue is described in detail below:

Subscription revenue

Subscription revenue represents revenue earned from customer contracts for the sale or rental of hardware, installation services, training and support services and provision of software services.

As noted above, the Group has determined that for the majority of customers the supply and installation of units and the services are not distinct and treated as one single performance obligation. That is, EROAD's customers do not have the right to direct the use of EROAD's assets (such as the Ehubo, Corehub and TMU units) as EROAD continues to have the right and ability to change how the asset operates during the customer's contract period. These contracts are therefore accounted for as service contracts. The Group generates revenue through the sale of hardware assets, rental of hardware assets, installation of hardware assets and provision of software services as part of contracts with customers as part of a bundled package. These hardware units enable customers to access the software platform offered by the Group.

The transaction involving hardware and accessories does not convey a distinct good or service. The sale does not transfer control to the customer as the Group provides a significant service of integrating the software service to produce a combined output. The sale of the hardware, accessories and software service are referred to as subscription revenue, which is recognised on a straight line basis over the contract period to reflect the fulfilment of the performance obligations as they arise. There are no variable consideration terms within the contracts.

The Group offers installation services as part of a number of promises to transfer goods and services within each contract. Installation services do not convey a distinct good or service and therefore are not a separate performance obligation as the installation is a set-up activity that does not provide the customer a direct benefit other than access to the software services. As a result, the installation service is considered as part of the single performance obligation referred to as software as a service (SaaS) revenue, which includes the software service and hardware sale or rental for which the customer simultaneously receives and consumes the benefit of the service.

A contract liability is recognised where consideration is received in advance of the completion of associated performance obligations. The contract liability is derecognised over time evenly over the period of the contract as the customer derives the benefit evenly from the services provided over the contract period. The majority of contracts are for 3 years and can be for a term of up to 5 years. As a result there is a financing component which the group recognises as a finance cost when consideration is received in advance.

NOTE 2 REVENUE *(CONTINUED)*

Uncontracted hardware revenue

Hardware revenue purchased with a subscription is recognised over the first month's subscription. Hardware revenue reflects hardware sales where a subscription must be separately purchased to utilise the hardware and obtain access to services. The hardware together with the monthly subscription is considered a single performance obligation. A receivable is recognised by the Group when the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

The installation revenue associated with uncontracted hardware units is included in the hardware revenue line and recognised when the installation is completed.

The services revenue associated with the uncontracted hardware units is included in the software as a service revenue line and is recognised when the performance obligation is completed.

Transaction fees

Transaction fee revenue relates to the collection of Road User Charges (RUC) fees. The Group acts as an agent for transport authorities in the market that it operates in. Where fees are collected on their behalf, the Group charges a commission. The revenue recognised is the net amount of the commission fee earned by the Group.

Grant income

Government grants are recognised at fair value in the statement of comprehensive income over the same periods as the costs for which the grants are intended to compensate. No unfulfilled conditions or contingencies exist related to the government grants.

Future contracted income

The Group reports the Non-GAAP measure, Future Contracted Income. The definition of Future Contracted Income includes all future hardware and SaaS cash inflows relating to income under non-cancellable long-term agreements. The disclosure below aligns with the Future Contracted Income reported by the Group.

Transaction price allocated to the remaining performance obligations

The below table represents the revenue allocated to performance obligations that are unsatisfied or partially unsatisfied at the period end. The revenue amounts yet to be recognised under non-cancellable contract agreements at 30 September 2026 are expected to be recognised by EROAD based on the time bands disclosed below.

	30 SEP 2026	30 SEP 2025
	$M's	$M's
Subscription revenue		
No later than one year	123.5	127.6
Later than one year, no later than five years	114.3	136.9
Total price allocated to remaining performance obligations	**237.8**	**264.5**

Working capital

This section provides information about the primary elements of the Group's working capital.

NOTE 3 CASH AND CASH EQUIVALENTS, RESTRICTED CASH AND PAYABLES TO TRANSPORT AGENCIES

	30 SEP 2026	31 MAR 2026
	$M's	$M's
	Unaudited	Audited
Cash and cash equivalents	8.6	10.1
Restricted bank accounts	12.6	29.5
	21.2	**39.6**
Payables to transport agencies	(12.5)	(29.5)

Cash and cash equivalents exclude restricted bank accounts. Restricted bank accounts are presented separately from cash and cash equivalents on the face of the Statement of Financial Position and movements in restricted bank accounts are excluded from the Statement of Cash Flows. The restricted bank accounts relate to Road User Charges collected from clients and due for payment to the appropriate government agency.

The decrease in restricted bank accounts primarily reflects the timing of RUC collections and settlements in New Zealand.

Long-term assets

This section provides information about the investment the Group has made in long-term assets to operate the business.

NOTE 4 PROPERTY, PLANT AND EQUIPMENT

	Right of use assets	Hardware assets	Plant and equipment	Leasehold improvements	Motor vehicles	Office equipment	Computers	Total
	$M's	$M's	$M's	$M's	$M's	$M's	$M's	$M's
Six months ended 30 Sep 2026 (Unaudited)								
Opening net book amount	4.0	75.1	-	0.6	-	0.4	0.9	81.0
Additions	0.1	9.5	-	-	-	-	0.3	9.9
Depreciation charge	(0.7)	(9.3)	-	(0.1)	-	(0.1)	(0.3)	(10.5)
Effect of movement in exchange rates	0.1	0.4	-	(0.1)	-	-	-	0.4
Closing net book amount	**3.5**	**75.7**	**-**	**0.4**	**-**	**0.3**	**0.9**	**80.8**
At 30 Sep 2026								
Cost	10.0	165.0	0.8	3.1	0.1	2.2	6.9	188.1
Accumulated depreciation	(6.5)	(89.3)	(0.8)	(2.7)	(0.1)	(1.9)	(6.0)	(107.3)
Net book amount	**3.5**	**75.7**	**-**	**0.4**	**-**	**0.3**	**0.9**	**80.8**

	Right of use assets	Hardware assets	Plant and equipment	Leasehold improvements	Motor vehicles	Office equipment	Computers	Total
	$M's	$M's	$M's	$M's	$M's	$M's	$M's	$M's
Year ended 31 Mar 2026 (Audited)								
Opening net book amount	4.1	76.2	-	1.0	-	0.4	0.6	82.3
Additions	1.8	24.6	-	0.1	-	0.1	0.5	27.1
Depreciation charge	(1.4)	(19.1)	-	(0.3)	-	(0.1)	(0.2)	(21.1)
Effect of movement in exchange rates	0.1	-	-	0.1	-	-	-	0.2
Impairment Loss	(0.6)	(6.6)	-	(0.3)	-	-	-	(7.5)
Closing net book amount	**4.0**	**75.1**	**-**	**0.6**	**-**	**0.4**	**0.9**	**81.0**
At 31 Mar 2026								
Cost	10.7	155.8	0.8	3.1	0.1	2.2	6.6	179.3
Accumulated depreciation	(6.7)	(80.7)	(0.8)	(2.5)	(0.1)	(1.8)	(5.7)	(98.3)
Net book amount	**4.0**	**75.1**	**-**	**0.6**	**-**	**0.4**	**0.9**	**81.0**

NOTE 4 PROPERTY, PLANT AND EQUIPMENT *(CONTINUED)*

Included in the Hardware Assets is equipment under construction to be leased or sold of $22.6M (31 March 2026: $23.8M). Due to the majority of the equipment under construction being ultimately sold under contract and forming part of hardware assets on the Group's fixed asset register it has been accordingly classified under hardware assets.

Items of plant and equipment are stated at cost, less accumulated depreciation and impairment losses. Cost includes the purchase consideration, and those costs directly attributable to bringing the asset to the location and condition necessary for its intended use. Where an item of plant and equipment is disposed of, the gain or loss recognised in the statement of comprehensive income is calculated as the difference between the net sales price and the carrying amount of the asset.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to restore the underlying asset or the site on which it is located, less any lease incentives received.

Subsequent costs

The Group recognises in the carrying amount of an item of property, plant and equipment the cost of replacing part of such an item when that cost is incurred if it is probable that the future economic benefits embodied within the item will flow to the Group and the cost of the item can be measured reliably. All other costs are recognised in the statement of comprehensive income as an expense in the period they are incurred.

Impairment

Property plant and equipment is tested for impairment when there are indicators of impairment. It is not possible to identify separately identifiable cash flows for property, plant and equipment as hardware assets are sold together with various SaaS services as a package. Property plant and equipment is allocated to the Group's CGU's as described in note 1 for the purposes of impairment testing.

Depreciation

Depreciation begins when the asset is in the location and condition necessary for it to be capable of operating in the manner intended by management.

The following rates have been used on a straight line basis:

Leasehold improvements	3 to 9 years
Hardware assets	3 to 6 years
Plant and equipment	3 to 11 years
Computer/Office equipment	1 to 5 years
Motor vehicles	3 to 5 years
Right of use assets	3 to 9 years

The above rates reflect the estimated useful lives of the respective categories. Consideration was given to how long assets can be deployed and any expected network changes. Leasehold improvements are depreciated over the contracted lease term.

NOTE 5 INTANGIBLE ASSETS

	Development	Software	Goodwill	Brand	Customer relationships	Patents, trademarks and other rights	Total
	$M's	$M's	$M's	$M's	$M's	$M's	$M's
Six months ended 30 Sep 2026 (Unaudited)							
Opening net book amount	74.9	2.7	21.4	0.3	15.6	0.1	115.0
Additions	7.1	0.4	-	-	-	-	7.5
Amortisation charge	(12.5)	(0.5)	-	(0.3)	(1.3)	-	(14.6)
Effect of movement in foreign exchange rate	0.1	-	0.4	-	0.1	-	0.6
Closing net book amount	**69.6**	**2.6**	**21.8**	**-**	**14.4**	**0.1**	**108.5**
At 30 Sep 2026							
Cost	205.6	13.4	21.8	4.0	34.4	0.1	279.3
Accumulated amortisation	(136.0)	(10.8)	-	(4.0)	(20.0)	-	(170.8)
Net book amount	**69.6**	**2.6**	**21.8**	**-**	**14.4**	**0.1**	**108.5**

	Development	Software	Goodwill	Brand	Customer relationships	Patents, trademarks and other rights	Total
	$M's	$M's	$M's	$M's	$M's	$M's	$M's
Year ended 31 Mar 2026 (Audited)							
Opening net book amount	107.6	4.3	127.0	1.3	25.3	0.1	265.6
Additions	7.2	0.1	-	-	-	-	7.3
Disposals	(2.0)	-	-	-	-	-	(2.0)
Amortisation charge	(22.1)	(1.2)	-	(0.7)	(3.4)	-	(27.4)
Effect of movement in foreign exchange rate	(0.5)	-	(0.7)	-	(0.1)	-	(1.3)
Impairment charge	(15.3)	(0.5)	(104.9)	(0.3)	(6.2)	-	(127.2)
Closing net book amount	**74.9**	**2.7**	**21.4**	**0.3**	**15.6**	**0.1**	**115.0**
Cost	201.3	13.0	21.4	4.0	34.0	0.1	273.8
Accumulated amortisation	(126.4)	(10.3)	-	(3.7)	(18.4)	-	(158.8)
Net book amount	**74.9**	**2.7**	**21.4**	**0.3**	**15.6**	**0.1**	**115.0**

The useful lives of the Group's Intangible Assets are assessed to be finite except for goodwill. Assets with finite lives are amortised over their useful lives and tested for impairment whenever there are indications that the assets may be impaired.

NOTE 5 INTANGIBLE ASSETS *(CONTINUED)*

Research and Development

Expenditure on research activities, undertaken with the prospect of gaining new technical knowledge and understanding, is recognised in the statement of comprehensive income when incurred.

Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditure is capitalised only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalised includes the cost of materials, direct labour and overhead costs that are directly attributable to preparing the asset for its intended use. Other development expenditure is recognised in the statement of comprehensive income when incurred. There is judgement involved in relation to whether a project meets the capitalisation criteria, and whether the expenditure can be directly attributable to the respective project.

Capitalised development expenditure is measured at cost less accumulated amortisation and accumulated impairment losses.

Other intangible assets

Other intangible assets, including customer relationships, brand, patents and trademarks, that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses.

Subsequent expenditure

Subsequent expenditure is capitalised when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in the statement of comprehensive income when incurred.

Amortisation

Patents	10 to 20 years
Development Hardware & Platform	3 to 9 years
Development Products	3 to 5 years
Software	3 to 5 years
Customer relationships	10 to 15 years
Brand	5 years

During FY26, the Group revised the estimated useful lives of certain capitalised development assets to reflect the Group's current product roadmap, platform architecture, technology replacement expectations and the accelerating impact of AI on software longevity. The revised useful lives were applied prospectively from 1 October 2025 by amortising existing carrying values over the revised remaining useful lives. There has been no further change to these estimated useful lives during the current period. Amortisation expense for the six months ended 30 September 2026 was $12.5 million (30 September 2025: $8.4 million).

Impairment

The acquisition of Coretex on 1 December 2021 meant goodwill was recognised for the excess between the fair value of consideration paid and the fair value of the net assets acquired. Net assets acquired included finite life intangibles assets such as customer relationships, brands, software and development assets.

The goodwill and finite life intangibles were then allocated to the Cash Generating Units (CGUs) with the assistance of external specialists. The CGUs represent the lowest level at which separately identifiable cash inflows are generated. Refer to note 1 for the allocation of goodwill, property, plant and equipment and other finite life intangible assets to CGUs.

When goodwill is acquired in a business combination, NZ IAS 36 requires an impairment test to be performed annually for the CGUs to which goodwill has been allocated, irrespective of whether any indication of impairment exists. An impairment test is also required when there is an indicator of impairment in respect of a CGU or asset.

Corporate costs attributable to CGUs are allocated to the respective CGUs on a reasonable and consistent basis for the purposes of impairment testing. Development assets specific to a region are allocated directly to the relevant CGU. Shared platform and development assets are allocated based on each CGU's proportionate share of contracted units. Unallocated corporate costs and assets are assessed using a top-down approach.

NOTE 5 INTANGIBLE ASSETS *(CONTINUED)*

Impairment Indicator at 30 September 2026

At the reporting date, management considered both external and internal sources of information in assessing whether indicators of impairment existed, including changes in trading conditions, market competition, customer activity and revised expectations of future cash flows.

Previously identified competitive pressure in the US telematics market, weaker economic conditions affecting freight volumes and customer capital expenditure and the prioritisation of investment toward growth opportunities in Australia and New Zealand were all persisting throughout the period.

This constitutes an impairment indicator for the North America CGU. There are no indicators of impairment for the New Zealand or Australian CGUs.

The recoverable amount of the North America CGU was reassessed using a fair value less cost of disposal (FVLCOD) model at 30 September 2026 (31 March 2026, value in use model) based on the following key assumptions:

	Amount the FVLCOD exceeds the carrying value $M's (functional currency)	Revenue CAGR FY27-FY31	EBITDA CAGR FY27-FY31	WACC	TGR
North America	3.0	2.4%	25.4%	14.4%	2.0%

Changes in assumptions for the North American CGU since 31 March 2026

Revenue CAGR

The North American revenue growth assumption at 31 March 2026 was 3.6%. The continuous market pressure coupled with the execution of the strategic changes and loss of a large legacy customer has continued impacting the near-term growth expectations, with the CAGR reduced to 2.4% growth as a result.

EBITDA CAGR

The North American EBITDA (post corporate cost allocation) growth assumption for FY27 – FY31 at 31 March 2026 was 9.9%. This has been revised to reflect management's assumptions of the optimised cloud cost per unit (that is considered to represent an external market participant's view), alongside the corresponding capital expenditure.

WACC and TGR

The WACC rate has increased from 14.2% in March 2026 to 14.4% following market risk adjustments. The terminal growth rate remains steady at 2.0% and does not exceed the long-term average growth rates for the North American market.

The impairment assessment indicated that the North America CGU continues showing limited headroom and is therefore sensitive to reasonably possible changes in key assumptions; a small adverse movement in forecast revenue growth, EBITDA margin or WACC rate could result in an impairment.

Debt and equity

This section outlines the Group's capital structure and the related financing costs.

NOTE 6 BORROWINGS

	30 SEP 2026 $M's Unaudited	31 MAR 2026 $M's Audited
Current borrowings		
Term Loans	5.0	5.0
	5.0	**5.0**
Non-current borrowings		
Term Loans	10.0	12.5
Revolving Credit Facility	15.1	8.9
Capitalised borrowings cost	(0.2)	(0.3)
	24.9	**21.1**

Terms and debt repayment schedule

	Nominal Interest	Year of Maturity	30 SEP 2026 Unaudited Face Value $M's	30 SEP 2026 Unaudited Carrying amount $M's	31 MAR 2026 Audited Face Value $M's	31 MAR 2026 Audited Carrying amount $M's
Term Loans	5.14%	2027	15.0	15.0	17.5	17.5
Revolving credit facility	5.14%	2027	15.1	15.1	8.9	8.9
Capitalised borrowing costs		-	-	(0.2)	-	(0.3)
			30.1	**29.9**	**26.4**	**26.1**

The above nominal interest rate represents the weighted average rate of the entire facility.

At 30 September 2026, EROAD had the following in place:

$15M (NZD) Term Loan Facility A – the Term Loan has a term of 18 months from the 30 March 2026 amendment and restatement effective date, with the facility having a maturity date of 1 October 2027. Each quarter starting 30 June 2026, $1.25M is to be repaid until the maturity of the facility. Accordingly, $5.0m of debt has been classified as current. The full outstanding balance is payable on the termination date.

$40M (NZD) Revolving Credit Facility B – the Revolving Credit Facility has a term of 18 months from the 30 March 2026 amendment and restatement effective date, with a periodic roll-over feature at the end of each interest period (90 days) that is subject to continued compliance with the terms of the facility, and with the facility having a maturity date of 1 October 2027. Funds may be drawn in New Zealand dollars, Australian dollars or United States dollars. The total facility commitments reduce by $1.25M on a quarterly basis from 30 June 2026 until the maturity of the facility. The full outstanding balance is payable on the termination date.

$5.0M Multi-option working capital facility – for capital expenditure and general working capital purposes. This is an on demand facility. The full outstanding balance is payable on the termination date.

EROAD's operating covenants to support the above facilities include Interest Cover Ratio, Leverage Ratio and Obligor Assets and EBITDA to Group Assets and EBITDA. EROAD was compliant with covenants during the period and at 30 September 2026.

NOTE 6 BORROWINGS *(CONTINUED)*

The security package for the Multi-Option Credit Facility Agreement includes an all obligations cross-guarantee granted by EROAD Financial Services Limited, EROAD Australia Pty Limited, EROAD Inc, Coretex Limited, Imarda Pty Limited, Coretex Australia Pty Limited, Coretex NZ Limited, and Coretex USA Inc in favour of the BNZ (in its capacity of Security Trustee for the banking syndicate) in respect of the obligations of EROAD Limited, and General Security Agreements granted by EROAD Limited, EROAD Financial Services Limited, EROAD Inc, EROAD Australia Pty Limited, Coretex Limited, Imarda Pty Limited, Coretex Australia Pty Limited, Coretex NZ Limited, and Coretex USA Inc in favour of the BNZ (in its capacity of Security Trustee for the banking syndicate).

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

NOTE 7 EQUITY

Paid up capital

All issued shares are fully paid up and have equal voting rights and share equally in dividends and surplus on winding up.

	Number of ordinary shares	Issue price $	Issued Capital $
At 31 Mar 2026 (Audited)	**187,966,817**		**356.6**
Shares issued to employees	1,115,866	$0.99	1.1
			357.7
At 30 Sept 2026 (Unaudited)	**189,082,683**		**357.7**

At 30 September 2026 there were 189,082,683 authorised and issued ordinary shares (31 March 2026: 187,966,817). 386,166 (31 March 2026: 386,166) shares are held in trust for employees in relation to the long-term incentive plan and are accounted for as treasury stock.

The calculation of both basic and diluted loss/profit per share at 30 September 2026 was based on the loss attributable to ordinary shareholders of ($12.1m) (30 September 2025: loss of $144.2m). The weighted average number of ordinary shares on 30 September 2026 was 188,222,719 (30 September 2025: 187,058,023) for both basic and diluted loss per share.

Share capital premium/discount

This account is for the difference between the issued share price and the trading share price (or fair value share price) on date of issue and includes contingent consideration portion classified as equity related to the acquisition of Coretex. There have been no changes since 31 March 2026.

Other components of equity include:

- *Translation reserve* - comprises foreign currency translation differences arising from the translation of financial statements of the Group's foreign subsidiaries into New Zealand dollars.
- *Hedging reserve* - the hedging reserve is used to record gains or losses on instruments used as cash flow hedges. The amounts are recognised in profit and loss when the hedged transaction affects profit and loss.
- *Retained earnings* - includes all current and prior period retained profits and losses and share-based employee remuneration.

Other

This section contains additional notes and disclosures that aid in understanding the Group's position and performance but do not form part of the primary sections.

NOTE 8 INCOME TAX EXPENSE

	30 SEP 2026 $M's	30 SEP 2025 $M's
(a) Reconciliation of effective tax rate		
Loss before income tax	**(11.0)**	**(136.6)**
Income tax using the Company's domestic tax rate of 28%	(3.1)	(38.3)
Non-deductible expense/(non-assessable income)	(0.1)	27.6
Adjustment related to prior period	-	0.9
Current-year losses for which no deferred tax asset is recognised	4.4	3.1
Derecognition of prior-year tax losses	-	12.5
Utilisation of tax losses previously unrecognised and tax losses not recognised	(0.3)	(0.5)
Effect of different tax rates of subsidiaries operating overseas	0.2	2.3
Income tax expense/(benefit)	**1.1**	**7.6**
(b) Current tax expense		
Current year	0.6	-
Adjustments in respect of prior years	-	0.9
	0.6	**0.9**
(c) Deferred tax expense		
Current year	0.5	6.7
Income tax expense	**1.1**	**7.6**

At 30 September 2026 there were no imputation credits available to shareholders (31 March 2026: Nil)

Income tax expense comprises current and deferred tax. Current tax and deferred tax is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous periods. Current tax payable also includes any tax liability arising from the declaration of dividends.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

NOTE 9 RELATED PARTY TRANSACTIONS

Related party transactions are consistent in nature with those reported in 31 March 2026.

NOTE 10 CAPITAL COMMITMENTS

As at 30 September 2026 the Group had confirmed purchase orders open with its third party manufacturer of hardware units amounting to $11.2M (31 March 2026: $6.1M).

NOTE 11 CONTINGENT LIABILITIES

As at 30 September 2026 the Company had no contingent liabilities or assets (31 March 2026: No contingent liabilities or assets).

NOTE 12 NET TANGIBLE ASSETS PER SHARE

	30 SEP 2026	31 MAR 2026	30 SEP 2025
	$M's	$M's	$M's
	Unaudited	Audited	Unaudited
Net assets (equity)	160.2	172.3	186.8
Less Intangibles	(108.5)	(115.0)	(131.5)
Total net tangible assets	**51.6**	**57.3**	**55.3**
Net tangible assets per share ($)	**0.27**	**0.30**	**0.30**

The non-GAAP measure above is disclosed for consistency with the information disclosed in EROAD's results announced under the NZX listing rules.

NOTE 13 EVENTS SUBSEQUENT TO BALANCE DATE

There were no further events occurring subsequent to balance date which require adjustment to or disclosure in the financial statements.

Independent Auditor's Review Report

To the Shareholders of EROAD Limited (**Group**)

Report on the interim condensed consolidated financial statements

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim condensed consolidated financial statements on pages 11 to 35 do not:

- present fairly, in all material respects, the Group's financial position as at 30 September 2026 and its financial performance and cash flows for the 6 months period then ended and comply with New Zealand Equivalent to International Accounting Standard 34 Interim Financial Reporting (**NZ IAS 34**) issued by the New Zealand Accounting Standards Board.

We have completed a review of the accompanying interim condensed consolidated financial statements which comprise:

- the interim condensed consolidated statement of financial position as at 30 September 2026;
- the interim condensed consolidated statements of comprehensive income, changes in equity and cash flows for the 6 months period then ended; and
- notes, including material accounting policy information.

Basis for conclusion

We conducted our review of the interim condensed consolidated financial statements in accordance with NZ SRE 2410 (Revised) Review of Financial Statements Performed by the Independent Auditor of the Entity (**NZ SRE 2410 (Revised)**). Our responsibilities are further described in the *Auditor's responsibilities for the review of the interim condensed consolidated financial statements* section of our report.

We are independent of EROAD Limited in accordance with the relevant ethical requirements in New Zealand relating to the audit of the annual financial statements and we have fulfilled our other ethical responsibilities in accordance with these ethical requirements.

Our firm has provided other services to the Group in relation to tax compliance, tax advisory, agreed upon procedures in relation to RDTI and other assurance services. Subject to certain restrictions, partners and employees of our firm may also deal with the Group on normal terms within the ordinary course of trading activities of the business of the Group. These matters have not impaired our independence as auditor of the Group. The firm has no other relationship with, or interest in, the Group.

Use of this Independent Auditor's Review Report

This report is made solely to the Shareholders. Our review work has been undertaken so that we might state to the Shareholders those matters we are required to state to them in the Independent Auditor's Review Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Shareholders for our review work, this report, or any of the conclusions we have formed.

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Responsibilities of Directors for the interim condensed consolidated financial statements

The Directors on behalf of the Group are responsible for:

- the preparation and fair presentation of the interim condensed consolidated financial statements in accordance with NZ IAS 34; and
- for such internal control as Directors determine is necessary to enable the preparation of interim condensed consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibilities for the review of the interim condensed consolidated financial statements

Our responsibility is to express a conclusion on the interim condensed consolidated financial statements based on our review.

NZ SRE 2410 (Revised) requires us to conclude whether anything has come to our attention that causes us to believe that the interim condensed consolidated financial statements, taken as a whole, are not prepared, in all material respects, in accordance with NZ IAS 34.

A review of the interim condensed consolidated financial statements in accordance with NZ SRE 2410 (Revised) is a limited assurance engagement. The auditor performs procedures, consisting of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures.

The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with International Standards on Auditing (New Zealand) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion on the interim condensed consolidated financial statements.

The engagement partner on the review resulting in this independent auditor's review report is Matthew Diprose.

For and on behalf of:

KPMG

Auckland

24 November 2026



GLOSSARY

ANNUALISED RECURRING REVENUE (ARR)

A non-GAAP measure representing monthly subscription revenue including bundled rental hardware, measured each month by taking subscription revenue for that month and multiplying by 12 to annualise. This measure has been restated to remove amortised revenue which is not recurring by nature.

ASSET RETENTION RATE

The number of Total Contracted Units at the beginning of the 12 month period and retained as Total Contracted Units at the end of the 12 month period, as a percentage of Total Contracted Units at the beginning of the 12 month period.

AVERAGE REVENUE PER UNIT (ARPU)

A non-GAAP measure that is calculated by dividing the total subscription revenue for the reporting period by the Total Contracted Units at the end of each month during this period.

CONTRACTED UNIT

A communication device fitted in-cab or on a trailer. Where there is more than one unit fitted in-cab or on a trailer, it is counted as one unit (excluding Philips Connect).

CONNECTED UNIT

Unique vehicles and assets with a connected device.

COSTS TO ACQUIRE CUSTOMERS (CAC)

A non-GAAP measure of costs to acquire customers. Total CAC represents all sales & marketing related costs. CAC capitalised includes incremental sales commissions for new sales, upgrades and renewals which are capitalised and amortised over the life of the contract. All other CAC related costs are expensed when incurred and included within CAC expensed.

COSTS TO SERVICE & SUPPORT (CTS)

A non-GAAP measure of costs to support and service customers. Total CTS represents all customer success and product support costs. These costs are included in Administrative and other Operating Expenses.

EBIT

A non-GAAP measure representing Earnings before Interest and Taxation (EBIT). Refer to Consolidated Statement of Comprehensive Income in Financial Statements.

EBITDA

A non-GAAP measure representing Earnings before Interest, Taxation, Depreciation and Amortisation (EBITDA).

ELECTRONIC LOGGING DEVICE (ELD)

An electronic solution that synchronises with a vehicle engine to automatically record driving time and hours of service records.

EMPLOYEE ENGAGEMENT

Engagement is calculated from five core questions covering pride, advocacy, motivation, and both current and future commitment. The score reflects the average percentage of favourable responses across these questions.

ENTERPRISE

A customer where the $ARR is more than $100k in local currency for the Financial year reported.

FREE CASH FLOW (FCF)

A non-GAAP measure representing operating cash flow and investing cash flow reported in the Statement of Cash Flows.

FREE CASH FLOW TO THE FIRM (FCFF)

A non-GAAP measure representing operating cash flow and investing cash flow net of interest paid and received

FY (FINANCIAL YEAR)

Financial year ended 31 March.

HALF ONE (H1) For the six months ended 30 September.

HALF TWO (H2) For the six months ended 31 March.

NET PROMOTER SCORE (NPS)

Measures customer willingness to recommend EROAD, calculated as the percentage of Promoters (scores 9–10) less Detractors (scores 0–6), on a scale of -100 to +100. Measured through surveys of senior decision-makers at Enterprise and Large Enterprise customers.

NORMALISED EBIT

Excludes non-cash accounting changes of NZ$7.82m and one-off costs of NZ$3.0m.

NORMALISED FCF

Excludes one-off transformation investment of NZ$3.0m and eRUC investment of NZ$0.9m. H1 FY26 excludes NZ$10.5m of 4G hardware upgrade costs.

ROAD USER CHARGES (RUC)

In New Zealand, RUC is applicable to Heavy Vehicles and all vehicles powered by a fuel not taxed at source. The charges are paid into a fund called the National Land Transport Fund, which is controlled by NZTA, and go towards the cost of repairing the roads.

SAAS

Software as a Service, a method of software delivery in which software is accessed online via a subscription rather than bought and installed on individual computers.

EQP SAY/DO RATIO

Say/Do is a measure of team predictability that compares what the team committed to delivering with what it actually delivered.

SERVICEABLE ADDRESSABLE MARKET (SAM)

The portion of the TAM targeted by a company's products, services, capabilities, and go-to-market strategy. It reflects the opportunity realistically within reach.

TOTAL ADDRESSABLE MARKET (TAM)

The total revenue opportunity available for a product or service, assuming 100% market share within all relevant segments and geographies.

TAM & SAM METHODOLOGY

EROAD calculates TAM and SAM using a combination of public industry data (including fleet sizes, vehicle registrations, and transport sector statistics) and internal analysis. Our approach includes proprietary segmentation based on fleet type, region, and industry verticals, combined with representative pricing for each solution set.

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EROAD acknowledges the Tangata Whenua of New Zealand, the Indigenous Nations and First Peoples of Australia, and the Custodians of the lands and waterways in the United States of America where our offices are located. We express our gratitude and appreciation to these peoples for sharing their culture and traditions and for their stewardship of these lands. We recognise and pay respect to their Elders, past, present, and emerging.

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