



## Code of Ethics

### PURPOSE

The success of EROAD is grounded in how we conduct ourselves and live the values that guide our business. Acting with integrity, delivering quality, and pursuing thoughtful innovation are fundamental to who we are and enable us to provide the trusted intelligence our customers rely on to create a better world for tomorrow. Every EROADer influences how we are perceived by our stakeholders – including customers, regulators, enforcement officers, shareholders, partners, suppliers, and each other. Our reputation is built on ethical behaviour, professionalism, and respect. Upholding these standards is essential to maintaining the trust placed in us.

The EROAD Code of Ethics sets the standards of conduct expected of all directors, employees, contractors, advisers, and other representatives of EROAD and its related companies (“EROADers”). Approved by the EROAD Board, it reflects our values, business objectives, and the legal and policy obligations that guide our operations.

This Code provides principles to support sound judgment and ethical decision making, rather than listing every acceptable or unacceptable behaviour. It is designed to help EROADers understand the expectations and to ensure that our responsibilities to customers, partners, shareholders, regulators, and each other are consistently met.

### EXPECTED BEHAVIOURS

All EROADers are expected to act honestly, demonstrate personal integrity, and uphold the ethical and professional standards outlined in this Code, as well as all applicable laws, regulations, and internal policies.

If you are unsure how to handle an issue or whether a course of action is appropriate, seek guidance from your leader, the People and Capability lead, the General Counsel, the CEO, or the Chair of the Board. Any potential breach of this Code, a legal obligation, or an EROAD policy must be reported promptly. Breaches may result in disciplinary action, up to and including termination of employment or engagement, and, where appropriate, legal action.

Directors and senior leaders are expected to lead in a manner consistent with these ethical and professional standards and ensure these standards are clearly communicated to, and upheld by, their teams.

By following this Code and living our values – doing what’s right, playing as a team, learning and growing, and getting it done – we contribute to a culture grounded in integrity, responsible conduct, and trust.

### CONFLICTS OF INTEREST

EROADers must always act in EROAD’s best interests and avoid any situation where their personal interests, relationships, or obligations, conflict, or could reasonably be perceived to conflict, with their duties to the company.

EROADers must not use their role at EROAD to:

- Engage in any business or commercial activities that compromise, or could compromise, their ability to perform their duties to EROAD.
- Support a political party or organization other than in a personal capacity.
- Engage in any other activity that could conflict with EROAD’s interests.



All conflicts, whether actual, perceived, or potential, must be disclosed immediately so that they can be assessed and appropriately managed. EROADers may proceed with the activity or relationship only if their leader is satisfied, and remains satisfied, that it does not create a conflict. EROADers must remain alert to any situation that may influence their decision-making or prevent them from acting in EROAD's best interests.

### **GIFTS AND PERSONAL BENEFITS**

"Gifts" and "personal benefits" include accommodation, goods, services, hospitality, entertainment, discounts, special terms on loans, or any other benefit offered by an external party.

Gifts or benefits must never influence, or appear to influence, your decision-making. EROADers must not offer or accept gifts or personal benefits if doing so could compromise their independence, create a sense of obligation, or improperly influence a business decision.

Limited or culturally customary hospitality may be acceptable in some circumstances. All EROADers must comply with EROAD's Guidance on Receiving and Giving Gifts and Hospitality, which sets out the requirements, approval process, and reporting obligations that apply to the offering or acceptance of any gift or benefit.

### **BRIBERY AND CORRUPTION**

EROAD has zero tolerance for bribery, corruption, or any form of improper inducement. EROADers must not offer, give, request, or accept bribes, facilitation payments, secret commissions, or any other improper advantage—whether directly or through a third party. This includes any benefit that could improperly influence, or appear to influence, a business decision or confer inappropriate favourable treatment.

Improper inducements can take many forms, including commissions, facilitation payments, or personal benefits that could unduly influence your own or someone else's judgment. Bribery and corruption create significant legal, financial, and reputational risk for both individuals and EROAD, and breaches may carry criminal consequences in multiple jurisdictions.

All EROADers are expected to act honestly, uphold the highest standards of integrity, and ensure all business dealings are transparent, legitimate, and accurately recorded. Any suspected bribery, corruption, or improper inducement must be reported immediately through the appropriate channels.

### **CORPORATE OPPORTUNITIES**

All EROADers are expected to advance the company's legitimate business interests when the opportunities to do so arise.

EROADers must not:

- Take for themselves any opportunity discovered through the use of EROAD property, information, or their position.
- Use EROAD property (including EROAD's name), information, or their position for personal gain.
- Compete with EROAD in any way.
- Trade in EROAD shares, or any other financial products, using non-public information obtained through their role. EROAD's Securities Trading Policy sets out the rules and approval requirements for dealing in EROAD securities.

### **CONFIDENTIALITY**

EROADers are required to protect all confidential information. "Confidential Information" includes any non-public information obtained through working at EROAD. This requires EROADers to refrain from disclosing information outside the organisation unless authorised, to use such information only for legitimate business purposes, and to safeguard the privacy, security, and confidentiality of personal or sensitive information relating to employees, customers, suppliers, and other stakeholders. These obligations continue after an individual's employment or engagement with EROAD ends.



## **PROPER USE OF EROAD INFORMATION, ASSETS AND PROPERTY**

EROADers must use all EROAD information, systems, assets, and property responsibly, lawfully, and only for legitimate business purposes. EROAD's resources—including technology, information systems, equipment, facilities, data, intellectual property, and corporate information—are provided to support the company's operations and must be safeguarded from loss, misuse, unauthorised access, or damage.

All EROADers are expected to protect EROAD's information systems and follow the company's policies on acceptable use, privacy, technology, and security. You must not engage in any activity that could compromise or circumvent EROAD's security controls, expose the organisation to cyber risk, or misuse company information or assets for personal gain.

Only authorised and legally licensed software, tools, and materials may be used on EROAD systems. Corporate information—whether digital, physical, commercial, or technical—must be handled with care, stored securely, and used only for appropriate business purposes. EROAD assets and resources must never be used in a way that conflicts with the company's interests.

Every EROADer plays a role in protecting the company's information, assets, and reputation. If you become aware of any misuse, loss, suspicious activity, or potential security incident, you must report it promptly through the appropriate channels.

## **COMPLYING WITH LAWS AND POLICIES**

All EROADers must:

- Understand and comply with all laws, regulations, and EROAD policies.
- Act honestly and in EROAD's best interests, considering the interests of shareholders, other stakeholders and fellow EROADers.
- Complete all mandatory training when required.
- Make statutory and internal disclosures accurately, transparently and on a timely basis.

## **DELEGATED AUTHORITIES**

The EROAD Board delegates the responsibility for managing the business to the Chief Executive Officer, who may further delegate operational and financial authority to other levels of management (within defined limits).

EROADers must therefore:

- Only act within the limits of their delegated authority; and
- Check with their leader before acting if they are unsure whether they have authority to do so.

## **RESPONSIBILITIES OF DIRECTORS**

All EROAD directors are required to:

- Maintain an up to date understanding of their legal, regulatory, and governance obligations.
- Exercise sound judgement and make decisions that are in EROAD's best interests, as required by law, taking into account the interests of shareholders and other stakeholders.
- Prepare thoroughly for meetings and give proper consideration to all matters presented.
- Act with honesty, integrity, and appropriate care and diligence.
- Stay informed about strategic, industry, cultural and other external factors that may impact EROAD's business.
- Undertake appropriate training to remain current on how to best perform their duties as directors of EROAD.

## **INFORMATION FOR THE BOARD**

EROAD is committed to transparency and ensuring that all information prepared for the Board is accurate, well-supported, and delivered on time.



Every EROADER contributes to this commitment by ensuring that the documents, data, and reports they prepare are accurate and enable sound-decision making.

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

### **REPORTING CONCERNS**

EROAD expects all EROADERS to speak up about any concerns regarding unethical, illegal, or inappropriate behaviour. EROAD will support anyone who raises a concern in good faith and will not tolerate retaliation. Where possible, the identity of any person making a report will be kept confidential, recognising that some investigations may require disclosure.

If an EROADER becomes aware of a breach of this Code, a legal obligation, or any EROAD policy, they are responsible for reporting it to their leader or the Board, as appropriate. If this is not suitable in the circumstances, the matter may be reported to:

- the Chair of the Board
- the Chair of the Finance, Risk and Audit Committee
- EROAD's General Counsel
- EROAD's independent whistleblowing service provided by Deloitte

More information about how to raise a concern is set out in EROAD's Whistleblowing Policy.

EROAD requires all directors, senior leaders, and other EROADERS who receive a report of an actual or suspected breach to take all reasonable steps within their control to ensure that:

- the matter is thoroughly and fairly investigated;
- the rules of natural justice are observed; and
- appropriate action is taken if the allegation is substantiated.

Once an investigation is complete, EROAD will take appropriate steps to address any wrongdoing or issues identified. Breaches of this Code, legal obligations, or EROAD policies may result in disciplinary action, up to and including termination of employment or engagement. Any person who knowingly makes a false report may also be subject to disciplinary action.

### **REVIEW**

This Code is reviewed at least every two years by the Board to ensure it remains current and effective. Any feedback should be directed to EROAD leadership or to the People & Capability Lead.

Administrative update on 18 December 2025