



EROAD LIMITED

Nominations Committee Charter

1. ESTABLISHMENT

This Charter sets out the basis on which the Board has established a Nominations Committee ("Committee") pursuant to the Constitution.

2. OBJECTIVES AND PURPOSE

- 2.1. The objectives and purpose of the Committee are to assist the Board in fulfilling its responsibilities to shareholders to exercise due care, diligence and skill in relation to:
 - a. Board performance
 - b. Board composition
 - c. Board succession planning, and
 - d. Appointment of Directors.
- 2.2. The committee has no decision-making powers except where expressly provided by the Board.

3. COMPOSITION

All Board members will be members of the Committee, with the Chair of the Board Chairing the Committee.

- 3.1. The Committee may, if it considers it appropriate, appoint a secretary. The Committee may take such independent advice as it considers necessary.

4. ROLE OF THE CHAIRPERSON

- 4.1. The Chairperson carries out a leadership role in the conduct of the Committee.
- 4.2. The Chairperson must ensure that all members of the Committee are encouraged to participate in the affairs of the Committee and have an opportunity to express their views.

5. MEETINGS

- 5.1. The Committee will meet as frequently as required but at least annually.
- 5.2. A quorum for a meeting of the Committee is four Directors.
- 5.3. The Committee may invite such other persons to attend their meetings as they consider appropriate.
- 5.4. The date, time and location of each Committee meeting will be notified by the Company to all members as far in advance as possible. Relevant Committee papers shall also be sent to members as far in advance as possible.



- 5.5. The proceedings of the Committee will be governed by the provisions of the Constitution that govern meetings of Directors, in so far as they are applicable.
- 5.6. The Committee shall ensure that minutes of its meetings are kept and provided to the Board in a timely manner.

6. DUTIES AND RESPONSIBILITIES

In addition to any other authorities, duties and responsibilities which have been assigned to it from time to time by the Board, the Committee has the authority, duties and responsibilities as set out below.

6.1 NOMINATION

- 6.1.1 Regularly review the composition of the Board to ensure that EROAD has access to the most appropriate balance of skills, qualifications, experience and background to effectively govern EROAD.
- 6.1.2 Consider whether any changes to the Board are necessary or desirable to enhance the performance of the Board, and recommend any changes to the Board. Make recommendations to the Board for the appointment and re-election of Directors and members of the Board's committees.
- 6.1.3 Review Board succession plans and recommend any action to the Board.
- 6.1.4 Ensure that EROAD has formal and transparent procedures for the selection and appointment of Directors to the Board. In the event of any vacancies on the Board, the Board may conduct an appropriate search process including for any casual vacancy, and consider any person(s) nominated by Directors or shareholders.
- 6.1.5 Identify individuals (using professional advisors where appropriate) who are qualified to become Board members, taking into account a variety of factors, including, but not limited to:
 - a. The range of skills currently represented on the Board;
 - b. The skills, expertise, experience (including commercial and/or industry experience), diversity of backgrounds and particular qualities that make individuals suitable to be a Director of EROAD,
 - c. The individual's understanding of accounting, finance and legal matters,
 - d. The time commitment required by the individual to effectively discharge their duties as a Director,
 - e. The number of Directorships and other commitments that may demand time of the individual,
 - f. The nature of existing positions, directorships or other relationships and the impact that each may have on the individual's ability to exercise judgment without conflicts of interest; and
 - g. The extent to which the individual is likely to work constructively with the existing Directors and contribute to the overall effectiveness of the Board.
- 6.1.6 Recommend to the Board the appointment of the Chief Executive Officer, setting out the terms of his or her employment and, where necessary, terminating his or her employment.

6.2 OTHER

- 6.2.1 Develop procedures for identifying and assessing Director competencies.



- 6.2.2 Ensure each newly appointed Director enters a written agreement establishing the terms of their appointment.
- 6.2.3 Ensure that an effective induction plan is in place for new Directors.
- 6.2.4 Engage, retain, terminate and consult with independent external advisors, as reasonably required at EROAD's expense.
- 6.2.5 To fulfil the Committee's requirements, request the attendance at meetings of external advisors with relevant experience.
- 6.2.6 Commission any study, survey or advice that the Committee sees fit to assist in its consideration of matters that it is responsible for.

7. ACCESS

The Committee shall have direct communication with, and unrestricted access to, all management team members, external auditors, financial and legal advisors, employees, consultants and company records.

8. REPORTING

The Committee's composition includes the full Board, however, the Chairperson of the Committee shall still report to the Board on the Committee's proceedings following each meeting, noting matters relevant to the Committee's duties and responsibilities

9. REVIEW

The Committee will conduct a regular review of its objectives, purpose, composition, duties and responsibilities, inviting comments from all members of the Board. It shall recommend to the Board any suggested changes in the duties and responsibilities of the Committee and the terms of this Charter.

Approved by Board 19 September 2023.