



EROAD LIMITED

People and Culture Committee Charter

1. ESTABLISHMENT

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

2. OBJECTIVES

2.1 The main objectives of the committee are to assist the board in fulfilling its responsibilities to exercise due care, diligence, and skill in relation to:

- Ensuring a positive, productive, customer focused culture aligned with EROAD's strategic direction
- Attracting, developing and retaining high performing talent, including oversight of succession planning
- Establishing and maintaining effective remuneration frameworks, policy, equity, procedures and benchmarking
- Overseeing performance based reward and recognition programmes
- Reviewing the terms of employment, termination processes and remuneration of the CEO and CEO direct reports
- Monitoring compliance with, and recommending for approval people related policies and procedures e.g. Codes of Conduct and Ethics, Diversity and Inclusion
- Overseeing the application of best practice strategic and operational human resource functions
- Overseeing remuneration of non-executive directors, onboarding and development
- Overseeing health and safety policies and practices and providing assurances to the Board of the development of, and compliance with, the Safety and Wellbeing policies.
- Ensuring compliance with all people related listing rules, legal requirements and reporting.

2.2 The committee has no decision-making powers except where expressly provided by the Board.

3. COMPOSITION

3.1 The Committee shall comprise at least three members appointed by the Board. The Committee shall be chaired by an Independent Director appointed by the Board, and the majority of the members shall be Independent Directors.

3.2 The Committee will appoint a secretary. The Committee may take such independent advice as it considers necessary. Unless inappropriate, any Director, not a member of the Committee, may attend Committee meetings.

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 two times per year.
- 5.2 A quorum for a meeting of the Committee is two Directors.
- 5.3 The Committee may invite such other persons to attend their meetings as they consider appropriate. At the invitation of the Committee, Committee meetings will be attended by the Chief Executive Officer, except when matters related to the CEO are being discussed.
- 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.

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 to deliver on its objectives.

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 Chairperson of the Committee shall report to the next Board meeting, on the Committee's proceedings.

9. REVIEW

The Committee will conduct a regular review of its Charter, inviting comments from all members of the Board. It shall recommend to the Board any suggested changes to the Charter.

Approved by Board on 20 November 2025